

Giant Interactive Group Inc.  
Form 20-F  
June 07, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 20-F**

(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, 2009**

**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**

OR

# Date of event requiring this shell company report

For the transition period from to .

Commission file number: 001-33759

## Giant Interactive Group Inc.

(Exact name of Registrant as specified in its charter)

**Not applicable**

(Translation of Registrant's name into English)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

**2/F No. 29 Building, 396 Guilin Road  
Shanghai, 200233, People's Republic of China**

(Address of principal executive offices)

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

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing one ordinary share, par value US\$0.0000002 per share	New York Stock Exchange

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**

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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: 226,819,007 ordinary shares.

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 transaction 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  
 Other

If  Other has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow.

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

Indicate by check mark which financial statement item the registrant has elected to follow:  Item 17  Item 18

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## INTRODUCTION

Except where the context otherwise requires and for purposes of this annual report only:

we, us, our company, and our, refer to Giant Interactive Group Inc., its predecessor entities and subsidiaries, and its consolidated affiliated entities;

China or PRC refers to the People's Republic of China, excluding, for purposes of this annual report only, Taiwan and the Special Administrative Regions of Hong Kong and Macau;

monthly average concurrent users, or ACU, of any of our games is determined as follows: we first determine the number of users logged on to the game at five-minute intervals, and average that data over the course of a day to derive the daily average. The daily average data are then averaged over the monthly period to derive the monthly average concurrent users;

quarterly active paying players, or APP, is the aggregate number of accounts for our games that have been charged at least once during the quarterly period;

quarterly average concurrent users, or ACU, of any of our games is the average of monthly average concurrent users of such game during the quarterly period;

quarterly average revenues per user, or ARPU, is our online game net revenues during the quarterly period divided by the quarterly active paying players of these games during the quarterly period; our definition of ARPU may not be comparable to similarly titled measures presented by other online game companies;

quarterly peak concurrent users, or PCU, of any of our games is the peak concurrent users of such game during the quarterly period;

a shard is, with respect to an online game, one of multiple independent copies of the game world. In a sharded game, such as ZT Online or Giant Online, players may only interact with other players in one shard at one time;

All references to Renminbi or RMB are to the legal currency of China, all references to US dollars, dollars, \$ or are to the legal currency of the United States, and all references to HK\$ are to the legal currency of the Hong Kong Special Administrative Region of China;

ordinary shares refers to our ordinary shares, par value US\$0.0000002 per share;

ADSs refers to our American depositary shares, each of which represents one ordinary share;

ADRs refers to American depositary receipts, which, if issued, evidence our ADSs;

PRC GAAP refers to accounting principles and the relevant financial regulations applicable to PRC enterprises; and

US GAAP refers to generally accepted accounting principles in the United States.

This annual report on Form 20-F includes our audited consolidated statements of operation data for the years ended December 31, 2007, 2008 and 2009 and audited consolidated balance sheet data as of December 31, 2008 and 2009.

We and certain of our shareholders completed the initial public offering of 65,777,036 ADSs, each representing one ordinary share, on November 6, 2007. Our ADSs are listed on the New York Stock Exchange under the symbol GA.

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## **FORWARD-LOOKING STATEMENTS**

This annual report on Form 20-F contains forward-looking statements that relate to our current expectations and views of future events. The forward-looking statements are contained principally in the items entitled Information on the Company, Risk Factors, Operating and Financial Review and Prospects, Financial Information, and Quantitative and Qualitative Disclosures About Market Risk. Our forward-looking statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed under Risk Factors, which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, these forward-looking statements can be identified by words or phrases such as may, will, expect, anticipate, aim, estimate, intend, plan, believe, potential, continue, is/are likely to or other similar. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- our anticipated growth and marketing strategies;
- our future business development, results of operations and financial condition;
- our ability to develop and commercialize new online games;
- market acceptance of our online games;
- our ability to introduce expansion packs and updates to our existing online games;
- our ability to license our online games to third party operators;
- our ability to manage our existing licensing arrangements;
- competition from other online game developers and operators;
- our ability to comply with regulation applying to online games;
- our ability to effectively protect our existing and future intellectual property and not to infringe on the intellectual property of others;
- our ability to expand our business through organic growth and strategic acquisitions;
- our ability to integrate and manage our investment in Five One Network Development Co., or 51.com;
- fluctuations in general economic and business conditions in China; and
- impact of the current worldwide economic crisis on our business.

If any one or more of the assumptions underlying the market data turns out to be incorrect, actual results may differ from the projections based on these assumptions. You should not place undue reliance on these forward-looking statements.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this annual report and the documents that we reference in this annual report completely and with the understanding that our actual future results may be materially different from what we expect.

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## **Market Data and Forecasts**

This annual report also contains data related to the online gaming industry in China. This market data includes projections that are based on a number of assumptions. The online gaming market may not grow at the rate projected by market data, or at all. The failure of this market to grow at the projected rate may have a material adverse effect on our business and the market price of our ADSs. In addition, the rapidly changing nature of the online gaming industry subjects any projections or estimates relating to the growth prospects or future condition of our market to significant uncertainties. Furthermore, if any one or more of the assumptions underlying the market data turns out to be incorrect, actual results may differ from the projections based on these assumptions. You should not place undue reliance on market forecasts regarding the online gaming industry in China.

Unless otherwise indicated, information in this annual report concerning economic conditions and our industry is based on information from independent industry analysts and publications, as well as our estimates. Except where otherwise noted, our estimates are derived from publicly available information released by third party sources, as well as data from our internal research, and are based on such data and our knowledge of our industry, which we believe to be reasonable.



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**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 selected consolidated financial data for the three years ended December 31, 2007, 2008 and 2009, and the selected consolidated balance sheet for the two years ended December 31, 2008 and 2009, were derived from our audited consolidated financial statements appearing in this annual report beginning on page F-1. The selected consolidated balance sheet data for the years ended December 31, 2005, 2006 and 2007 have been derived from our audited consolidated balance sheets as of December 31, 2005, 2006 and 2007, which are not included in this annual report. The selected consolidated statements of income data for the years ended December 31, 2005 and 2006 have been derived from our audited consolidated financial statements for the year ended December 31, 2005 and 2006, which are not included in this annual report. The following consolidated financial data summary for the periods and as of the dates indicated should be read in conjunction with, and are qualified in their entirety by reference to, our consolidated financial statements and related notes and Item 5, Operating and Financial Review and Prospects below.

Our audited consolidated financial statements are prepared in accordance with US GAAP, and have been audited by Ernst & Young Hua Ming, an independent registered public accounting firm. The report of Ernst & Young Hua Ming on the consolidated financial statements as of December 31, 2008 and 2009 is included elsewhere in this annual report.

Our historical results for any prior period are not necessarily indicative of results to be expected for any future period.

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**Consolidated Statement of Operations and Comprehensive  
Income Data:**

(1) Each ADS represents one ordinary share.

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TABLE OF CONTENTS**Selected Consolidated Balance Sheet Data:**

	December 31, 2005 (RMB)	December 31, 2006 (RMB)	December 31, 2007 (RMB)	December 31, 2008 (RMB)	December 31, 2009 (RMB)	(US\$)
	(in thousands, except per share and per ADS data)					
<b>Assets</b>						
Cash and cash equivalents	15,149	451,371	7,295,470	1,696,273	1,097,155	160,734
Total current assets	17,205	466,658	7,373,495	5,236,061	5,102,972	747,589
Property and equipment, net	6,876	36,491	127,631	213,905	178,670	26,175
Total non-current assets	8,829	38,146	214,228	766,363	1,349,690	197,731
Total assets	26,034	504,804	7,587,723	6,002,424	6,452,662	945,320
Total current liabilities	3,249	238,867	1,282,199	603,608	547,448	80,202
Total liabilities	3,249	254,942	1,282,199	629,294	547,869	80,263
Total shareholders' equity	22,785	249,862	6,305,524	5,373,130	5,897,185	863,942
Non controlling interest					7,608	1,115
Total liabilities and equity	26,034	504,804	7,587,723	6,002,424	6,452,662	945,320

**Selected Operating Data:**

	For the quarter ended				
	March 31, 2009	June 30, 2009	September 30, 2009	December 31, 2009	March 31, 2010
	(in thousands, except average revenues per user)				
Average Concurrent Users	531	453	426	485	588
Peak Concurrent Users	1,571	1,441	1,281	1,391	1,611
Active Paying Players	1,236	1,204	1,108	1,138	1,373
Average Revenues per User (RMB)	300	300	259	241	220

**Exchange Rate Information**

Our business is conducted in China and substantially all of our net revenues are denominated in Renminbi. This annual report contains translations of Renminbi amounts into U.S. dollars at specific rates solely for the convenience of the reader. Conversions of Renminbi into U.S. dollars in this annual report are based on the noon buying rate in The City of New York for cable transfers of Renminbi as certified for customs purposes by the Federal Reserve Bank of New York. Unless otherwise noted, all translations from Renminbi to U.S. dollars and from U.S. dollars to Renminbi in this annual report were made at a rate of RMB6.8259 to US\$1.00, the noon buying rate in effect as of December 31, 2009. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, 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 Renminbi into foreign exchange and through restrictions on foreign trade. On May 28, 2010, the noon buying rate was RMB6.8305 to US\$1.00.



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The following table sets forth information concerning exchange rates between the Renminbi and the U.S. dollar for the periods indicated.

Period	Noon Buying Rate			
	Period End	Average <sup>(1)</sup>	Low	High
	(RMB per US\$1.00)			
2005	8.0702	8.1940	8.2765	8.2702
2006	7.8041	7.9723	8.0702	7.8041
2007	7.2946	7.5806	7.8127	7.2946
2008	6.8225	6.9477	7.2946	6.7800
2009	6.8259	6.8307	6.8470	6.8176
October	6.8264	6.8267	6.8292	6.8248
November	6.8265	6.8271	6.8300	6.8255
December	6.8259	6.8275	6.8299	6.8240
2010				
January	6.8268	6.8269	6.8295	6.8258
February	6.8258	6.8285	6.8330	6.8258
March	6.8258	6.8262	6.8270	6.8254
April	6.8247	6.8256	6.8275	6.8229
May (through May 28, 2010)	6.8305	6.8275	6.8310	6.8245

(1) Averages for a period are calculated by using the average of the exchange rates on the end of each month during the period. Monthly averages are calculated by 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.

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## D. Risk Factors

### Risks Relating to Our Business and Industry

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

We began to offer our first product, the free-to-play massively multiplayer online, or MMO, game ZT Online, on a commercial basis in January 2006 (and a free-to-play version of ZT Online, ZT Online Classic Edition, in the third quarter of 2008) and our second free-to-play MMO game, Giant Online, in the fourth quarter of 2007. We commercially launched two free-to-play games, ZT Online Green and My Sweetie, and introduced K III, XT Online and The Golden Land in the second half of 2009; and we plan to commercially launch Dragon Soul and ZT Online II in year 2010. Although we have also commercially launched a pay-to-play game, ZT Online PTP, in the fourth quarter of 2007, we presently expect the substantial majority of our net revenues to continue to be generated by free-to-play games. The free-to-play model is a prevalent, but still relatively new model in the PRC market. As a result, we have a limited operating history upon which you can evaluate our business. We also may not have sufficient experience to address the risks frequently encountered by young companies using new and unproven business models and entering emerging and rapidly evolving markets, including the online game market in China. These risks may include our potential failure to:

- retain existing players and attract new players for our online games;
- develop, acquire or license additional online games that are appealing to players;
- manage licensing arrangements of our online games to third parties;
- anticipate and adapt to changing player preferences;
- adapt to competitive market conditions;
- continue generating net revenues from the free-to-play model of the majority of our games;
- generate benefits from our existing investments and any future investments or acquisitions;
- respond in a timely manner to technological changes or resolve unexpected network interruptions;
- adequately and efficiently operate, upgrade and develop our transaction and service platform;
- comply with changes to regulatory requirements;
- manage the current global economic crisis and its effects on our players' spending habits;
- maintain adequate control of our costs and expenses; or
- attract and retain qualified personnel or develop successful projects.

If we are unsuccessful in addressing any of the risks listed above, our business may be adversely affected.

*We have been, and may continue to be, substantially dependent on ZT Online Series, which accounted for nearly all of our historical net revenues. Any reduction in ZT Online Series' player base or any decrease in its popularity could materially and adversely affect our business, financial condition and results of operations, and any change in the accounting policies relating to that game could cause our online game revenues to fluctuate.*

Since inception, sales of virtual value-added items and services related to ZT Online Series have accounted for nearly all of our net revenues. We commercially launched ZT Online in 2006 and subsequently commercially launched or introduced multiple versions of ZT Online, which includes ZT Online Classic Edition, ZT Online PTP and ZT Online Green (ZT Online, together with multiple versions of ZT Online launched, introduced or to be launched in the future collectively referred to as ZT Online Series). Although we have commercially launched Giant Online in the fourth quarter of 2007, launched My Sweetie and introduced K III, XT Online and The Golden Land in the second half of 2009 and plan to commercially launch Dragon Soul in year 2010, it is expected that we continue to derive the majority

of our net revenues in 2010 from our most popular online game, ZT Online Series. Our business will therefore remain highly

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sensitive to the profitability and popularity of ZT Online Series, and any reduction in the ZT Online Series games player base or any decrease in its popularity in China due to competition with our other online games or those of third parties or otherwise could materially and adversely affect our business, financial condition and results of operations.

For example, in the third quarter of 2009 our quarterly net online game revenues decreased by RMB73.7 million to RMB287.5 million from RMB361.2 million the prior quarter, which we believe was primarily due to a change in our monetization features for ZT Online to reduce the number of in-game promotional items. Furthermore, any lasting or prolonged server interruption due to network failures or other factors or any other adverse developments specific to ZT Online Series could prevent and otherwise deter players from making purchases of virtual items and services. This could also materially and adversely affect our business, financial condition and results of operations.

With respect to those virtual items that we sell that are not consumed at a predetermined time or otherwise do not have a limitation on repeated use, our accounting policies require us to recognize the related revenue over the estimated lifespan of that virtual item as determined by historical player usage patterns and playing behavior. In some cases, this period can be as long as the estimated lifespan of the game. We continuously monitor the useful life of each type of virtual item we sell and of our games, and will adjust these as appropriate. Any such adjustment may cause our revenues to be recognized over a significantly different time period, and may cause our net revenues to fluctuate from prior periods. For example, in 2008 and 2009, based on our internally calculated gameplay statistics, we determined that inactive players of ZT Online are players who have not played our game in 180 days consecutively, as opposed to 90 days as determined in 2007. As a result of this change, we have lengthened the period we amortize the life of certain virtual items, thereby reducing our online game net revenues.

We will also need to expend considerable resources to ensure ZT Online Series continued success. To maximize the lifespan of an online game, it is necessary to continuously improve and update the game on a timely basis with new features that appeal to players. We may fail to develop improvements, updates and/or enhancements on a timely basis, if at all. Any such failure may cause the game to lose popularity, which could result in lower net revenues.

***If we are unable to develop, purchase or license additional online games that are attractive to players and result in overall revenue growth, our business, financial condition and results of operations may be materially and adversely affected and our ability to recover related product development costs, purchase costs or licensing fees may become limited.***

In order to maintain our long-term profitability and financial and operational success, we must continually develop, purchase or license new online games that are attractive to players to replace our existing online games as they reach the end of their useful economic life. To date, we have commercially launched and introduced several online games,

ZT Online, ZT Online Classic Edition, ZT Online PTP, ZT Online Green, Giant Online, K III, XT Online, My Sweetie, our first casual game and project developed by our Win@Giant incubation program and The Golden Land since 2006. Our new games may not be released on time, may not be profitable or popular among online game players in China and our games may attract players away from one another. In particular, since ZT Online II is a sequel to and shares the same basic plot and features as ZT Online, it may result in attracting away players from ZT Online or ZT Online PTP. If our newly introduced games fail to attract new players and result in increased online game revenues, our business, financial condition and results of operations may be materially and adversely affected.

The success of our internally developed games will largely depend on our ability to anticipate and effectively respond to changing consumer tastes and preferences and continually make technical advances in our platform. Developing games internally requires substantial initial investment prior to commercial launch of the games as well as a significant commitment of future resources. In addition, our ability to purchase or license successful online games will depend on their availability at acceptable terms, including price, our ability to compete effectively against other potential purchasers or licensees to attract the developers of these games, and our ability to obtain government



approvals required for the purchase or licensing and operation of these games.

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The games that we develop, purchase or license may not be attractive to players, may be viewed by the regulatory authorities as not complying with content restrictions, may not be launched as scheduled or may not compete effectively with our competitors' games. Additionally, new technologies in our competitors' online game programming or operations could render our games obsolete or unattractive to players, thereby limiting our ability to recover related product development costs, purchase costs and licensing fees. If we are not able to successfully develop, purchase or license online games appealing to players, our future profitability and growth prospects will decline.

***Our new online games may attract away players of our established games, which could materially and adversely affect our business, results of operations and financial condition.***

We commercially launched ZT Online in January 2006 (and introduced ZT Online Classic Edition, a version of ZT Online, in the third quarter of 2008), ZT Online PTP and Giant Online in the fourth quarter of 2007 and ZT Online Green and My Sweetie in the second half of 2009, and introduced K III, XT Online and The Golden Land in the second half of 2009. We also plan to launch Dragon Soul and ZT Online II in year 2010. Our new online games may attract away players of our established games, particularly with respect to games with similar storylines, such as ZT Online and ZT Online II. Although we intend to target different types of players through ZT Online and ZT Online II and therefore minimize players of our existing games leaving such games in favor of our future games, we anticipate such movement may occur. This would decrease our established games' number of concurrent users, which could make these games less attractive to other players. Furthermore, if former players of our established games spend less money to purchase virtual items and services or playing time on our new online games than they would have spent if they had continued playing our established games, our business, results of operations and financial condition could be materially and adversely affected.

***We face significant competition, which could reduce our market share and adversely affect our business, financial condition and results of operations.***

The online game industry in China is highly competitive. Our MMO games mainly compete with certain MMO games developed and/or operated in China, including Fantasy Westward Journey, developed and operated by NetEase.com, Inc.; World of Warcraft, developed by Blizzard Entertainment and operated by NetEase.com, Inc.; Tian Long Ba Bu, developed and operated by Changyou.com Limited; Zhu Xian, developed and operated by Perfect World, Co., Ltd. and MIR, developed and operated by Shanda Interactive Entertainment Limited. Additionally, in 2009, Tencent Holdings Ltd. has increased its presence in the online game market and has obtained significant market share. Our principal competitors also include online game companies such as CDC Corporation, Kingsoft Corporation, Nineyou International Limited, Tencent Holdings Ltd., Webzen Inc., The 9 Limited, Changyou.com Limited, Perfect World, Co., Ltd., Shanda Interactive Entertainment Limited, NetEase.com, GigaMedia Limited, and Net Dragon Websoft Inc. Furthermore, we expect companies from more developed gaming markets, such as the United States and South Korea, to continue to enter into the online game industry in China and more games developed by overseas entities will be licensed to be operated in Chinese markets.

Many of our existing competitors, as well as a number of potential new competitors, have longer operating histories, greater brand name recognition, larger international player bases and significantly greater game development, technical, financial and marketing resources than we have. Furthermore, any of our current or future competitors may be acquired by, receive investments from or enter into other commercial relationships with larger, more well-established and well-financed companies and therefore obtain greater financial, marketing and development and licensing resources than we have. This may allow them to devote greater resources than we can to the development and promotion of new online games and technologies similar to or better than our own. These competitors may engage in more extensive research and development, undertake more far-reaching marketing campaigns, adopt more aggressive pricing policies and make more attractive offers of employment to our existing and potential employees

than we can. In addition, our existing and potential international competitors may establish cooperative relationships among themselves or with our local competitors. This may significantly enhance their competitiveness in the online game industry in China. New and increased competition may result in larger discounts demanded by our distributors, or price reductions in our virtual items and services, any of which could adversely affect our net revenues. In addition,

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increased competition in the online game industry in China could make it difficult for us to retain and expand our existing player base, which could reduce the number of dedicated players and players with high disposable incomes that play our games and from whom we derive most of our net revenues. If we are unable to compete effectively in the online game market in China, our business, financial condition and results of operations would be materially and adversely affected.

***We and our games have been, and in the future may be, subject to negative publicity, which may discourage people from playing our games and adversely affect our business, financial condition, results of operations and prospects.***

ZT Online has developed a large player base since its commercial launch in January 2006, and has therefore been the subject of a large volume of media reports and communications on the Internet by players as well as bloggers and other online commentators, some of which have been negative. ZT Online has also been the subject of criticism relating to technical problems affecting the game from time to time. Some media reports and Internet postings regarding us, our chairman and our games have been false or misleading. Although we take steps to refute and correct this false and misleading information when it comes to our attention, these efforts may not be successful. Negative publicity about our games may lead players to stop playing those games, and might also make them less willing to play any future games that we introduce, all of which could materially and adversely affect our business, financial condition, results of operations and prospects.

***Our operating results fluctuate from period to period, making them difficult to predict.***

Our operating results from period to period are highly dependent upon, and will fluctuate, based on the following factors:

- the availability, quality and playability of our games;
- the period of time over which we recognize revenue for some of our virtual items in our free-to-play games, which in certain cases is based on the estimated lifespan of our virtual items, which may be adjusted from time to time;
- the number of games that we and our competitors offer players, and our respective pricing;
- changes in our game features and the corresponding impact on player behavior and purchasing patterns (for example, our changes in the monetization structure of ZT Online to reduce the number of in-game promotional activities led to a decrease in our APP in the third quarter of 2008 and cancellation of selected monetization features such as Treasury Box in the third quarter of 2009);
- the quality, variety, popularity and mix of virtual items and services available for purchase in our free-to-play games and related in-game promotional efforts;
- game development costs and licensing or royalty payments for games potentially licensed in the future;
- the amount of overseas licensing net revenues generated through our licensing arrangements with operators of our games;
- our introduction of new online games, which may attract players away from our established games, and the mix of sales of our games;
- the mix of sales through our distributors (who purchase prepaid game cards at a discount to their face value) and direct sales of game points to players through our website;
- the breadth and depth of our distribution network and the corresponding availability of our prepaid game cards;
- the success of our advertising and promotional efforts; and
- seasonality of our sales of prepaid game cards and revenue recognition based on our game players' behavior, during and around the Chinese New Year holidays in the first quarter, and the National Day holidays in the fourth quarter, when fewer of our targeted players play our games.



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Due to these and other factors, our operating results will vary from period to period, will be difficult to predict for any given period, may be adversely affected from period to period and may not be indicative of our future performance.

***Our limited resources may affect our ability to manage our growth.***

Our growth to date has placed, and our anticipated further expansion will continue to place, a significant strain on our management, systems and resources. For example, during the period following the commercial launch of our first online game in January 2006 to December 2009, our total employees (not including liaison personnel) increased from approximately 200 to 1,575. We intend to increase our employee headcount even further, by increasing our number of research and development and customer service representatives. In addition to training and managing our workforce, we will need to continue to develop and improve our financial and management controls and our reporting systems and procedures.

***We may not be able to successfully implement our growth strategies, which would materially and adversely affect our revenue, profitability and competitiveness.***

We are pursuing a number of growth strategies, including developing new and/or enhanced online games and related products and services to attract more players, expanding our distribution and sales and marketing networks, strengthening our technology and operational platforms, enlarging our product development team, pursuing opportunities for acquisitions, strategic joint ventures, and investments and expanding our markets outside of China. For example, in the fourth quarter 2008 we introduced Win@Giant, an incubation program designed to identify and recruit talented individuals in the areas of game design, development, marketing and engineering. Besides, in the third quarter of 2008, we invested in 51.com, an online social networking company, which we may cooperate with in the future in developing online social networking capabilities in our games. In the second quarter of 2009, we acquired a 51% interest in Hangzhou Snow Wolf Software Co. Ltd. ( Snow Wolf ) to further enrich our game pipelines and enhance our R&D capability. Additionally, in the third quarter of 2009, we made an additional investment in Mobile Embedded Technology Inc., a mobile platform operating company, which provides games on mobile phones and other mobile value added services.

Pursuing these strategies may require us to expand our operations through internal development efforts and through partnerships, joint ventures, investments and acquisitions. In 2009, we established several online game research and development subsidiaries, which are 51% owned by the Company and 49% owned by the teams responsible for the research and development. If we are unable to successfully implement our growth strategies, our revenue and profitability may not grow as we expect, and our competitiveness may be materially and adversely affected.

***We may not sustain our historical growth rate or profitability.***

We have experienced significant revenue growth in a relatively short period of time. After commercially launching our first game in January 2006, net revenues increased from RMB408.5 million in 2006 to RMB1,527.5 million in 2007 and to RMB1,594.7 million in 2008, representing a 273.9% increase in 2007 and an 4.4% increase in 2008. However, in 2009, our net revenues decreased by 18.2% to RMB1,303.8 million (US\$191.0 million) for fiscal year 2009. Although we believe the change in our net revenues in 2009 was largely due to new regulations on certain game features promulgated by the PRC government and a change of our in-game monetization features, we may not sustain our historical levels of revenue growth in future periods due to a number of different factors, including, among others, economic factors out of our control, competitiveness in the online game industry, in which market share can be quickly acquired or lost, the greater difficulty of growing at sustained rates from a larger net revenue base, the need to increase our research and product development expenses in order to develop new and successful games, the potential need to expend greater amounts in order to license or acquire new games, and our inability to prevent our other costs

and operating expenses from increasing. Accordingly, you should not rely on the results of any prior period as an indication of our future operating performance.

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***We may be adversely affected by the slowdown of China's economy caused in part by the recent global crisis in the financial services and credit markets.***

We rely on the spending of our game players for our revenues, which may in turn depend on the players' level of disposable income, perceived future earnings capabilities and willingness to spend. The growth of China's economy experienced a slowdown after the second quarter of 2008, when the quarterly growth rate of China's gross domestic product reached 11.9%. A number of factors have contributed to this slowdown, including appreciation of the Renminbi, which has adversely affected China's exports, and tightening macroeconomic measures and monetary policies adopted by the PRC government aimed at preventing overheating of China's economy and controlling China's high level of inflation. The slowdown was further exacerbated by the recent global crisis in the financial services and credit markets, which in recent months has resulted in extreme volatility and dislocation of the global capital markets. In the first quarter of 2009, the growth rate of China's gross domestic product decreased to 6.1%, and the closing of the Shanghai Stock Exchange Composite Index dropped from its high of 6,124 reached on October 16, 2007 to 2,481 on May 21, 2010.

It is uncertain how long the global crisis in the financial services and credit markets will continue and the degree of adverse impact it will have on the global economy and the economies in China and other jurisdictions where we license our games. If our game players reduce their spending on playing our games due to such uncertain economic conditions, our net revenues may be adversely affected.

***Our business may be materially harmed if we do not feature our games in a sufficient number of Internet cafés in China.***

A substantial number of players access our game through Internet cafés. Due to limited space on their computer hard drives, Internet cafés generally only feature a limited number of games on their computers. We thus compete with a growing number of other online game operators to ensure that our games are featured on these computers. This competition may intensify in China due to a recent nationwide suspension of approval for the establishment of new Internet cafés since 2007. We take steps to ensure that our games are featured in a sufficient number of Internet cafés, including maintaining good relationships with Internet café administrators, requiring our distributors to maintain a sales presence in a wide range of Internet cafés and general sales and marketing efforts. If we fail to maintain good relationships with Internet café administrators, or if we and/or our distributors fail to successfully persuade Internet cafés to feature our online games on their computers, our business, financial condition and operating results may be materially and adversely affected.

***The limited use of PCs 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 PCs in China has increased in recent years, the penetration rate for PCs in China is much lower than in the United States. In addition, despite a decrease in the cost of Internet access in China due to a decrease in the cost of PCs and the introduction and expansion of broadband access, the cost of personal Internet access remains relatively high in comparison to the average per capita income in China. The PRC government has also promulgated a number of regulations to curb the growth of Internet cafés. See Intensified government regulation of Internet cafés could limit our ability to maintain or increase our net revenues and expand our customer base. The limited use of PCs in China, the relatively high cost of personal Internet access and increased restrictions on Internet cafés may limit the growth of our business. Furthermore, any Internet access or telecommunications fee increase could reduce the number of players that play our online games and materially and adversely affect our business, financial condition and results of operations.



***We rely on our nationwide distribution network for a significant portion of our net revenues. Failure to maintain good relationships with our distributors could materially disrupt our business and harm our net revenues.***

Online payment systems in China are still in a relatively early stage of development and are not as widely acceptable to customers in China as in the United States. As a result, although we make our prepaid game cards available for purchase online using an online payment system, our business is dependent on the performance of our regional distributors. In 2007, 2008 and 2009, 90.6%, 88.53% and 86.03%, respectively, of our sales proceeds were generated through sales of prepaid game cards to our distributors. Our largest

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distributor accounted for 6.6%, 6.1% and 6.3%, respectively, of our sales proceeds in 2007, 2008 and 2009. Maintaining relationships with existing distributors may be difficult and time-consuming. Although we typically enter into annual contracts with our distributors, our distribution agreements are not exclusive and do not prohibit our distributors from selling our competitors' game cards. Our failure to maintain good relationships with our distributors could restrict our sales channels or encourage our distributors to seek to distribute our competitors' products, each of which could materially disrupt our business and harm our net revenues. Furthermore, our growth strategy entails expanding our distribution network, which may be difficult to achieve in a timely manner or at all.

***We may be unable to effectively manage our nationwide distribution network. Any failure by our distributors to operate in compliance with our distribution agreements and applicable law may result in liability to us, may interrupt the effective operation of our distribution network, may harm our games' reputation and may result in decreased net revenues.***

We have limited ability to manage the activities of our distributors, who are independent from us. In addition, our distributors and the Internet cafés and other outlets in which they sell our prepaid game cards may violate our distribution agreements or the sales agreements between our distributors and the retail outlets. Such violations may include, among other things:

failure to meet minimum sales targets or penetration targets, or failure to maintain minimum price levels for our prepaid game cards in accordance with our distribution agreements;

failure to properly promote our online games in local Internet cafés and other important outlets, or failure to cooperate with our sales and marketing team's efforts in their designated territories; and

selling our prepaid game cards outside their designated territories, possibly in violation of the exclusive distribution rights that we have granted to other distributors.

Some of our distributors have committed such types of violations in the past, which resulted in our terminating our existing distribution agreements with the offending parties. If we decide to fine, suspend or terminate our distributors for acting in violation of our distribution agreements, or if the distributors fail to address material violations committed by any of their retail outlets, our ability to effectively sell our prepaid game cards in any given territory could be negatively impacted. These and similar actions could also negatively affect our games and our corporate image, possibly resulting in loss of players and a decline in sales. Additionally, we may be liable in China for legal or regulatory violations by any of our distributors.

***We have significantly reduced our number of liaison personnel.***

Beginning in the third quarter of 2008, we reduced our number of liaison personnel, from over 2,500 employees to approximately 1,550 employees by December 31, 2009, in order to reduce costs. We believe the reduction in our sales and marketing team will enhance our productivity while allowing us to maintain our previous ability to market our games and generate net revenues. However, the loss of part of our previous sales and marketing team may result in us being unable to sufficiently market our games, our former employees being employed by our competitors, or our remaining employees being unable to meet our productivity standards, which could materially and adversely affect our business, results of operations and financial condition.

***We may be subject to administrative fines and other penalties in Taiwan.***

In October 2006, we entered into a series of transactions whereby we attempted to obtain a 51% indirect equity interest in Lager Network, the Taiwan-based developer of K III and the graphics engine we use in Giant Online, and holder of the license to operate ZT Online in Hong Kong, Macau, Taiwan, Malaysia and Singapore. Our Taiwan legal counsel, Lee & Li, advised us that these transactions were void from the outset because of legal and administrative

restrictions in Taiwan that apply to ownership of Taiwanese assets by PRC persons. These transactions were subsequently unwound. If the Taiwan regulators were to view our investment in Lager Network as not being void from the outset, we may be required to take further action to unwind our acquisition of Lager Network, and our rights to any consequent equity interests in Lager Network could be suspended, we could be ordered to cease and withdraw our consequent investment in Lager Network within a

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specified period, and we could be fined for our continued non-compliance. This could materially and adversely affect our business, results of operations and financial condition.

***We could be liable for breaches of security of our website and third-party online payment system, which may have a material adverse effect on our reputation and business.***

In 2007, 2008 and 2009, 9.4%, 11.47% and 13.97% respectively, of our sales proceeds were generated from sales of our game points through a third-party online payment system. In such transactions, secure transmission of confidential information, such as customers' debit and credit card numbers and expiration dates, personal information and billing addresses, over public networks, including our official game website, is essential for maintaining consumer confidence. We currently provide password protection of our VIP player accounts and verification hardware for all of our player accounts. In addition, we are developing certain new tools to better ensure the security of our players' accounts in the future. While we have not experienced any breach of our security measures to date, such current security measures may be inadequate. In addition, we expect that an increasing number of our sales will be conducted over the Internet as a result of the growing use of online payment systems. We also expect that associated online crime will likely increase accordingly. We must therefore be prepared to increase our security measures and efforts so that our customers have confidence in the reliability of the online payment system that we use. We do not have control over the security measures of our third-party online payment operator, and its security measures may not be adequate at present or may not be adequate with the expected increased usage of online payment systems. We could be exposed to litigation and possible liability if we fail to secure confidential customer information, which could harm our reputation, ability to attract customers and ability to encourage players to purchase our game points.

***Unexpected network interruptions, security breaches or computer virus attacks could have a material adverse effect on our business, financial condition and results of operations.***

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 players. All of the game servers operating our games, and all of the servers handling log-in, billing and data back-up matters for us are hosted and maintained by third party service providers. Major risks involved in such network infrastructure include any break-downs or system failures resulting in a sustained shutdown of all or a material portion of our servers, including failures which may be attributable to sustained power shutdowns, or efforts to gain unauthorized access to our systems causing loss or corruption of data or malfunctions of software or hardware.

In the past, our server network has experienced unexpected outages for several hours and occasional slower performance in a number of locations in China as a result of failures by third party service providers. Our network systems are also vulnerable to damage from fire, flood, power loss, telecommunications failures, computer viruses, hacking and similar events. Any network interruption, virus or other inadequacy that causes interruptions in the availability of our online games or deterioration in the quality of access to our online games could reduce our players' satisfaction and ultimately harm our business, financial condition and results of operations. In addition, any security breach caused by hackings, which involve efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses could have a material adverse effect on our business, financial condition and results of operations. We do not maintain insurance policies covering losses relating to our network systems and we do not have business interruption insurance.

***Enhancements and rules changes to our games have resulted, and may continue to result, in players deciding not to play our games or making legal claims against us, which could materially and adversely affect our business, results of operations and financial condition.***

We periodically introduce expansion packs and make changes to our games based on feedback gathered from users and in order to encourage player behavior consistent with the basic principles of our game-playing environment. For example, in the third quarter of 2009, we canceled certain in-game monetization features, of which the most important feature is virtual treasure box, which may contain in-game items worth more than the cost of the treasure box itself, and allowing players to hire in-game substitute players, which enables

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them to raise their characters' experience levels without actually playing. We believe this change was the main reason for the subsequent temporary decrease in our active paying players, which fell by 7.9% from approximately 1,204,000 as of the quarter ended June 30, 2009 to 1,108,000 as of the quarter ended September 30, 2009. Our active paying players subsequently increased by 2.7% to approximately 1,138,000 in the quarter ended December 31, 2009.

However, the ability for players to adjust to game enhancements or policy changes and return to playing our games may or may not occur in response to future enhancements or changes in policies we introduce, which could materially and adversely affect our business, results of operations and financial condition.

Additionally, our players may choose to litigate if they are dissatisfied with our game adjustments. For example, in May 2007 we were sued for damages in a local court by a player in Jilin Province in response to a rule change we implemented, whereby payments of gold coins on our virtual insurance policies, exchangeable for transferable virtual items, were modified to payments of gold coin vouchers, exchangeable for non-transferable virtual items. We had made this rule change to discourage selling of these virtual items on third-party auction websites, which could result in lower revenues generated for us by our games and which we believe is inconsistent with our game-playing principles. On November 30, 2007, the court dismissed the case for the failure to state a claim. While the amount of damages sought in this lawsuit was not significant, an unfavorable judgment against us could have subjected us to lawsuits from other players seeking damages based on similar claims, the aggregate of which could be substantial. Future litigation could result in substantial costs and diversion of our resources, and could disrupt our business, as well as have a material adverse effect on our financial condition and results of operations.

***Undetected programming errors or defects in our games and the proliferation of cheating programs could materially and adversely affect our business, financial condition and results of operations.***

Our online games may contain undetected programming errors or other defects. In addition, parties unrelated to us have in the past, and may again in the future, develop Internet cheating programs that enable our users to acquire superior features for their game characters for which they would otherwise be required to pay or otherwise earn through game play. Furthermore, certain cheating programs could cause the loss of a character's superior features acquired by a player. The occurrence of undetected errors or defects in our games, and our failure to discover and disable cheating programs affecting the fairness of our game environment, could damage our and our games' reputations and result in players being discouraged from playing our games and purchasing virtual items and services in our games. This could materially and adversely affect our business, financial condition and results of operations.

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

Our future success heavily depends upon the continued services of our senior management. In particular, we rely on the expertise and experience of Yuzhu Shi, our founder, controlling beneficial owner and chief executive officer, in our business operations and game development, and rely on his personal relationships with our employees, the relevant regulatory authorities, our distributors, our advertising media and Lager Network, the developer of K III and the graphics engine we use in Giant Online and holder of the license to operate ZT Online in Hong Kong, Macau, Taiwan, Malaysia and Singapore. We do not maintain key-man life insurance for any of our senior management. If one or more of our senior management 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 China's legal system.

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***Our founder, controlling beneficial owner and chief executive officer, Yuzhu Shi, was previously involved in various enterprises, some of which were the subject of claims or legal actions.***

Over the past 19 years, our founder, controlling beneficial owner and chief executive officer, Yuzhu Shi, previously founded, managed or was substantially involved in various enterprises, including Zhuhai Giant Hi-Tech Group Limited, or Zhuhai Giant, Giant Investment Co., Ltd., or Giant Investment, Shanghai Jiante Shengming Technology Co., Ltd., Shanghai Jiante Bio-Technology Co., Ltd., Ready Finance Limited, Stone Group Holdings Limited and Shanghai Youyuan Gardening Co., Ltd. Zhuhai Giant was founded by Mr. Shi in 1991, and Mr. Shi served as its president from 1992 to 1995. In 1998, Zhuhai Giant engaged in an unsuccessful real estate venture, which caused Zhuhai Giant to cease operations with significant outstanding debts and claims for repayment. Zhuhai Giant settled these claims through negotiations with the relevant claimants. In addition, Giant Investment and its subsidiaries were previously the subject of several claims, administrative actions and negative publicity relating to the alleged false advertising of one of its products. Previous or potential new claims relating to these enterprises, or negative publicity relating thereto, could divert Mr. Shi's attention from the management of our company, discourage investors or lenders from providing capital or loans that we may require in the future.

***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.

In the fourth quarter of 2008, we introduced Win@Giant, an incubation program designed to attract talented employees, developers and business partners. While this program is intended to supplement and not replace our normal hiring efforts, we cannot assure you that this program will be successful or 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. As a rapidly growing company, our ability to train and integrate new employees into our operations may not meet the increasing demands of our business, which could adversely affect our business and future growth prospects.

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

Selective acquisitions form part of our strategy to expand our business. For example, in the third quarter of 2008, we acquired a 25% interest in 51.com, a China based social networking company, for approximately US\$51.1 million. In the third quarter of 2009, we acquired a 20% interest in Mobile Embedded Technology Inc., a mobile platform operation company, for US\$5.0 million. We do not, however, have any prior experience integrating any new companies into ours or utilizing assets from acquired companies in our business, and we believe that integration of a new company's operation and personnel will require significant management attention. 51.com is currently operating as an independent entity from us. Should we decide to further integrate 51.com or any future acquired businesses into our business, the diversion of our management's attention from our business and any difficulties encountered in the integration process could have an adverse effect on our ability to manage our business.

We may pursue acquisitions of companies, technologies and personnel that are complementary to our existing business. However, our ability to grow through future acquisitions or investments or hiring 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. Since we expect the online game industry to consolidate in the future, we may face significant competition in executing our growth strategy. Future acquisitions or investments could result in potential dilutive issuances of equity securities or incurrence of debt, contingent liabilities or impairment of 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 any particular acquisition or investment may not produce the intended benefits.

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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 the integration of new businesses.

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

We regard our copyrights, trademarks, trade secrets and other intellectual property as critical to our success. Unauthorized use of the intellectual property used in our business may adversely affect our business and reputation.

We have historically relied on a combination of trademark and copyright law, trade secret protection and restrictions on disclosure to protect our intellectual property rights. Although we presently enter into confidentiality and invention assignment agreements with most of our employees, in the past we only required more senior employees or those in commercially or technically sensitive positions to do so. We cannot assure you that these confidentiality agreements will not be breached, that we will have adequate remedies for any breach, or that our proprietary technology will not otherwise become known to, or be independently developed by, third parties.

As of December 31, 2009, we own 20 registered trademarks in total and are in the process of applying for the registration of 277 trademarks in China and 151 trademarks overseas. We cannot assure you that any of these trademark applications will ultimately proceed to registration or will result in registration with scope adequate for our business. Some of our pending applications or registrations may be successfully challenged or invalidated by others. If our trademark applications are not successful, we may have to use different marks for affected services or technologies, or enter into arrangements with any third parties who may have prior registrations, applications or rights, which might not be available on commercially reasonable terms, if at all.

Implementation of intellectual property laws in China has historically been lacking, primarily because of ambiguities in the laws and difficulties in enforcement. Accordingly, intellectual property right protection in China may not be as effective as in the United States or other countries. Policing unauthorized use of our proprietary technology, trademarks and other intellectual property is difficult and expensive, and litigation may be necessary in the future to enforce our intellectual property rights. Future litigation could result in substantial costs and diversion of our resources, and could disrupt our business, as well as have a material adverse effect on our financial condition and results of operations.

***We may be subject to infringement and misappropriation claims in the future, which may cause us to incur significant expenses, pay substantial damages and be prevented from providing our services or technologies.***

Our success depends, in part, on our ability to carry out our business without infringing the intellectual property rights of third parties. We may be subject to litigation involving claims of patent, copyright or trademark infringement, or other violations of intellectual property rights of third parties. In particular, the patent field covering online games and related technology is rapidly evolving and surrounded by a great deal of uncertainty, and we cannot assure you that our technologies, processes or methods would not be covered by third-party patents, either now existing or to be issued in the future. Future litigation may cause us to incur significant expenses, and third-party claims, if successfully asserted against us, may cause us to pay substantial damages, seek licenses from third parties, pay ongoing royalties, redesign our services or technologies, or prevent us from providing services or technologies subject to these claims. Even if we were to prevail, any litigation would likely be costly and time-consuming and divert the attention of our management and key personnel from our business operations.

***We have no general business insurance coverage, which may result in our incurring substantial costs and the diversion of resources.***

Insurance companies in China offer limited business insurance products and do not, to our knowledge, offer business liability insurance. While business interruption insurance is available to a limited extent in China,

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we have determined that the risks of disruption, cost of such insurance and the difficulties associated with acquiring such insurance on commercially reasonable terms make it impractical for us to subscribe for such insurance. As a result, we do not have any business liability, disruption or litigation insurance coverage for our operations in China. Except for legally required automobile liability insurance, we also do not carry any property or casualty insurance. Any business disruption or litigation, or any liability or damage to, or caused by, our facilities or our personnel may result in our incurring substantial costs and the diversion of resources.

***We may be unable to maintain an effective system of internal control over financial reporting, and as a result we may be unable to accurately report our financial results or prevent fraud.***

We are subject to provisions of the Sarbanes-Oxley Act of 2002. Section 404 of the Sarbanes-Oxley Act requires that we include a report from management on the effectiveness of our internal control over financial reporting in our annual reports on Form 20-F. In addition, our independent registered public accounting firm must attest to and report on the operating effectiveness of our internal control over financial reporting. While our management concluded that our internal control over financial reporting is effective as of December 31, 2009, and our independent registered public accounting firm reported on our internal controls over financial reporting, our management may conclude in the future that our internal controls are not effective. Our or our independent public accounting firm's failure to conclude that our internal control over financial reporting is effective could result in a loss of investor confidence in the reliability of our reporting processes, which could materially and adversely affect the trading price of our ADSs.

Our reporting obligations as a public company will continue to place a significant strain on our management, operational and financial resources and systems for the foreseeable future. Our failure to maintain effective internal control over financial reporting could result in the loss of investor confidence in the reliability of our financial reporting processes, which in turn could harm our business and negatively impact the trading price of our ADSs.

***The successful operation of our business depends upon the performance and reliability of the Internet infrastructure and fixed telecommunications networks in China.***

Our business depends on the performance and reliability of the Internet infrastructure in China. Almost all access to the Internet is maintained through state-owned telecommunication operators under the administrative control and regulatory supervision of the Ministry of Information Industry of China. In addition, the national networks in China are connected to the Internet through international gateways controlled by the PRC government. These international gateways are the only channels through which a domestic user can connect to the Internet. Although the PRC government has pledged to improve the Internet infrastructure in China as part of its stimulus packaged introduced in the first quarter of 2009, a more sophisticated Internet infrastructure may not be developed in China. We or the players of our online games may not have access to alternative networks in the event of disruptions, failures or other problems with China's Internet infrastructure.

***We face risks associated with the licensing of our games overseas, and if we are unable to effectively manage these risks, they could impair our ability to expand our business internationally.***

As of the date of this annual report, we have granted to Lager Network the license to operate ZT Online in Hong Kong, Macau, Taiwan, Malaysia and Singapore. We have also granted an exclusive license to VinaGame Software Service Joint Stock Company, or VinaGame, to operate ZT Online in Vietnam. We granted an exclusive license to Astrum Nival, LLC, or Astrum Nival, to operate ZT Online in the Russia and other Russian speaking territories. We may further license our existing and new games in other countries and regions. The offering of our games in the international markets could expose us to a number of risks, including:

difficulties in identifying and maintaining good relationships with licensees who are knowledgeable about, and can effectively distribute and operate our games in, international markets;  
difficulties in maintaining the reputation of our company and our games, given that our games are operated by licensees in the international markets pursuant to their own standards;  
difficulties in and costs of protecting our intellectual property rights internationally;

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difficulties and costs relating to compliance with the different commercial and legal requirements of the international markets in which we offer our games, such as game import regulatory procedures, taxes and other restrictions and expenses;

difficulties and uncertainties in obtaining software export contract registration license from the relevant PRC authorities;

fluctuations in currency exchange rates; and  
interruptions in cross-border Internet connections or other system failures.

## **Risks Related to the Regulation of Our Business**

PRC regulations relating to our industry are evolving. Any adverse or unanticipated regulatory changes could significantly harm our business or limit our ability to operate.

***Substantial uncertainties and restrictions exist with respect to the application and implementation of PRC laws and regulations in the online game industry. If the PRC government finds that our past or current structure for our business operations does not comply with PRC laws and regulations, we could be subject to severe penalties, including the shutting down of our operations.***

Foreign ownership in Internet content providers, which includes online games, is subject to significant restrictions under current PRC laws and regulations. The PRC government regulates Internet access and the operation of online games through strict business licensing requirements and other laws and regulations, which also include limitations on foreign ownership in PRC companies that provide Internet content. Specifically, foreign investors are not allowed to own more than a 50% equity interest in any Internet content provider. In addition, foreign and foreign-invested enterprises are currently not able to apply for the required licenses for operating online games in China.

Because we are a Cayman Islands company, we and our PRC subsidiary are treated as foreign or foreign-invested enterprises under PRC laws and regulations. To comply with PRC laws and regulations, we operate our online games in China through a series of contractual arrangements entered into between our PRC subsidiary, Shanghai Zhengtu Information Technology Co., Ltd, or Zhengtu Information, and Shanghai Giant Network Technology Co., Ltd, or Giant Network, which is beneficially owned by certain of our officers and directors and other individuals, all of whom are PRC citizens. Giant Network holds a Telecommunications and Information Services Operating License, or ICP license, issued by the Shanghai Municipal Information Commission, a local branch of the Ministry of Information Industry, which allows Giant Network to provide Internet content distribution services in Shanghai. This license is essential to the operation of our business.

Despite the lack of technical majority ownership, there exists a parent-subsidary relationship between our Cayman Islands Company and Giant Network through the irrevocable proxy agreement, whereby equity holders of Giant Network effectively assigned all of their voting rights underlying their equity interest to our Cayman Islands Company. We have entered into contractual arrangements with Giant Network pursuant to which Zhengtu Information, our wholly owned subsidiary, provides technical support and an exclusive software license to Giant Network. As a result of these contractual arrangements, under U.S. GAAP, we are also considered the primary beneficiary of Giant Network and, accordingly, we consolidate its historical results in our financial statements. For detailed descriptions of these contractual arrangements, see Information on the Company Organizational Structure and Major Shareholders and Related Party Transactions Related Party Transactions.

The relevant PRC regulatory authorities have broad discretion in determining whether a particular contractual structure is in violation of the law. For example, on July 26, 2006, the Ministry of Information Industry publicly released the Notice on Strengthening the Administration of Foreign Investment in Operating Value-added Telecom

Business, dated July 13, 2006, or the MII Notice, which reiterates certain provisions under China's Administrative Rules on Telecommunications Enterprises prohibiting a domestic company that holds an ICP license from renting, transferring or selling a telecommunications license to a foreign investors in any form, or providing any resources, sites or facilities to foreign investors that intend to conduct value-added telecom business illegally in China. There is currently no official interpretation or implementation practice under the MII Notice. It remains uncertain how the MII Notice will be enforced and whether or to

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what extent the MII Notice may affect the legality of the corporate and contractual structures adopted by online game companies that operate in China, such as ours. We have made inquiries with officials at the Ministry of Information Industry but have not yet been able to obtain a definitive answer regarding implementation of the MII Notice and any implications for the legality of our corporate and contractual structures. If our corporate and contractual structures are deemed by the Ministry of Information Industry to be illegal, either in whole or in part, we may have to modify such structures accordingly to comply with regulatory requirements. However, we cannot assure you that we can achieve this without material disruption to our business.

On September 28, 2009, the General Administration of Press and Publications, or the GAPP, the National Copyright Administration, and National Office of Combating Pornography and Illegal Publications jointly published the Notice Regarding the Consistent Implementation of the Stipulations on Three Provisions of the State Council and the Relevant Interpretations of the State Commission Office for Public Sector Reform and the Further Strengthening of the Administration of Pre-examination and Approval of Internet Games and the Examination and Approval of Imported Internet Games (Xin Chu Lian [2009] No. 13), or the GAPP Notice. The GAPP Notice restates the general principle espoused in recently promulgated regulations that foreign investment is not permitted in Internet game operating businesses in China. Article IV of the GAPP Notice prohibits foreign investors from participating in Internet game operating businesses via wholly owned, equity joint venture or cooperative joint venture investments in China, and from controlling and participating in such businesses directly or indirectly through contractual or technical support arrangements. In the event of a violation of these provisions, GAPP shall, in conjunction with the relevant departments of the PRC, investigate and handle the same in accordance with the law. In serious cases, the relevant licenses and registrations shall be cancelled. However, as a detailed interpretation of the GAPP Notice has not been issued, it is not yet clear how this GAPP Notice will be implemented. Furthermore, as some other government authorities like the Ministry of Commerce, the MOC, and the MII did not join GAPP in issuing the Notice, the views of these bodies will be indefinite in clarifying the scope of implementation and enforcement of the GAPP Notice. If the past or current ownership structures, contractual arrangements and businesses of our company, Zhengtu Information or Giant Network are found to be in violation of any existing or future PRC laws or regulations, including the MII Notice and the GAPP Notice, the relevant regulatory authorities would have broad discretion in dealing with such violations, including:

revoking the business and operating licenses of Zhengtu Information or Giant Network, which are essential to the operation of our business;

levying fines;

confiscating our income or the income of Zhengtu Information or Giant Network;

shutting down our servers or blocking our website;

discontinuing or restricting our operations or the operations of Zhengtu Information or Giant Network;

imposing conditions or requirements with which we, Zhengtu Information or Giant Network may not be able to comply;

requiring us, Zhengtu Information or Giant Network to restructure the relevant ownership structure, operations or contractual arrangements;

restricting or prohibiting our use of the proceeds from our public offering to finance our business and operations in China; and

taking other regulatory or enforcement actions that could be harmful to our business.

Any of these events could materially and adversely affect our business, financial condition and results of operations.



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

We rely on contractual arrangements with Giant Network and its shareholders in China to operate our business. For a description of these contractual arrangements, see Information on the Company Organizational Structure and Major Shareholders and Related Party Transactions Related Party Transactions. These contractual arrangements may not be as effective as direct ownership in providing us control over Giant Network. Direct ownership would allow us, for example, to directly exercise our rights as a shareholder to effect changes in the board of Giant Network, which, in turn, could effect changes, subject to any applicable fiduciary obligations, at the management level. However, under the current contractual arrangements, as a legal matter, if Giant Network or its shareholders fails to perform their respective obligations under these contractual arrangements, we may have to incur substantial costs and expend significant resources to enforce those arrangements, and rely on legal remedies under PRC law. These remedies may include seeking specific performance or injunctive relief, and claiming damages, any of which may not be effective. For example, if any of Giant Network's shareholders refuses to transfer its equity interest in Giant Network to us or our designee when we exercise the purchase option pursuant to these contractual arrangements, or if any of those individuals otherwise act in bad faith towards us, we may have to take legal action to compel it to fulfill its contractual obligations. In addition, as Giant Network is jointly owned by its shareholders, it may be difficult for us to change our corporate structure or to bring claims against it or its shareholders if any of them fails to perform their obligations under the related contracts or does not cooperate with any such actions by us.

All of these contractual arrangements are governed by PRC laws and provide for the resolution of disputes through arbitration in the PRC. Accordingly, these contracts would be interpreted in accordance with PRC laws and any disputes would be resolved in accordance with PRC legal procedures. The legal environment in the PRC is not as developed as in other jurisdictions, such as the United States. As a result, uncertainties in the PRC legal system could limit our ability to enforce these contractual arrangements. In the event we are unable to enforce these contractual arrangements, which relate to critical aspects of our operations, we may be unable to exert effective control over Giant Network and our ability to conduct our business may be negatively affected.

***The contractual arrangements entered into among our PRC subsidiary, our affiliated entity and its shareholders may be subject to audit or challenge by the PRC tax authorities; a finding that our PRC subsidiary or our affiliated entity owes additional taxes could substantially reduce our net income and the value of your investment.***

Under PRC laws and regulations, arrangements and transactions among related parties may be subject to audit or challenge by the PRC tax authorities. We could face material and adverse tax consequences if the PRC tax authorities determine that the contractual arrangements among Zhengtu Information, our PRC subsidiary, Giant Network, our affiliated entity, and Giant Network's shareholders do not represent arm's-length prices and adjust any of their income in the form of a transfer pricing adjustment. A transfer pricing adjustment could, among other things, result in, for PRC tax purposes, a reduction of expense deductions recorded by Zhengtu Information or Giant Network or an increase in taxable income, all of which could in turn increase our tax liabilities. In addition, the PRC tax authorities may impose late payment fees and other penalties on Zhengtu Information or Giant Network for under-paid taxes.

***Our business benefits from certain preferential tax treatment and other government incentives. Expiration, discontinuation, or reduction of such treatment will increase our tax burden and reduce our net income.***

Under certain PRC tax laws effective until December 31, 2007, the PRC government provided various incentives to domestic companies in the software and certain technology industries in China in order to encourage development of those industries. Both Zhengtu Information and Giant Network historically received preferential income tax

treatments due to their status as software enterprises and high-tech enterprises located in the Caohejing Economic Development Zone of Xuhui District of Shanghai. Specifically, both entities enjoyed a reduced enterprise income tax rate of 15%, as compared to the statutory rate of 33%, and fixed-term

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tax exemptions and reductions prior to 2007, and with respect to Zhengtu Information, in 2007. *See Item 5. Operating and Financial Review and Prospects A. Operating Results Taxation China.* In addition, we have been receiving government financial incentives based on business taxes and VAT paid by us, and for qualification as high technology projects and expect to continue to receive them through December 31, 2014 because there are no conditions or performance-based obligations attached to these incentives other than our continued registration in our present district in Shanghai and they are not subject to refund. These incentives were granted by the Shanghai local government, and there can be no assurance that such incentives we are currently enjoying will not be modified or challenged by the central government or the taxation authority. We received financial incentives totaling RMB16.8 million and RMB63.1 million and RMB88.5 million (US\$13.0 million) in 2007, 2008 and 2009, respectively. If these incentives are modified or otherwise challenged by any government authority, the loss will reduce our net income.

In 2007 China passed a new Enterprise Income Tax Law, or the New EIT Law, and its implementing rules, both of which became effective on January 1, 2008. The New EIT Law (i) reduces the top rate of enterprise income tax from 33% to 25%, (ii) permits companies to continue to enjoy their existing tax incentives, subject to certain transitional phase-out rules, and (iii) replaces tax incentives under the old laws with new tax incentives, subject to new qualification criteria (for example, the New EIT Law permits a new category of high- and new-technology enterprises to enjoy a reduced enterprise tax rate of 15%). Under the phase-out rules, enterprises established before the promulgation date of the New EIT Law and which were granted preferential EIT treatment under the then effective tax laws or regulations may continue to enjoy their preferential tax treatments until their expiration. Accordingly, Zhengtu Information, an enterprise established before the promulgation date of the New EIT Law, will continue to enjoy its preferential treatment under the phase-out rules. In addition, certain government authorities announced the new implementation of rules for application and assessment of high- and new-technology enterprise in April 2008 and every qualified company needs to re-apply for this qualification according to the new implementation rules. Zhengtu Information and Giant Network had obtained the qualification certificates of high- and new-technology enterprises status with a valid period of three years starting from 2008 to 2010. However, the continued qualification of a high- and new-technology enterprises for calendar year of 2010 will be subject to annual evaluation by the relevant government authority in China. In addition, Zhengtu Information and Giant Network will need to apply for an additional three-year extension upon the expiration of the current qualification certificate if they desire to continue to enjoy the 15% reduced rate. We cannot assure you that the tax authorities will not, in the future, discontinue any of our preferential tax treatments, potentially with retroactive effect. The discontinuation of any of our preferential tax treatments could materially increase our tax obligations. *See Item 5. Operating and Financial Review and Prospects A. Operating Results Taxation China.*

***We may be classified as a resident enterprise under the PRC New EIT Law; such classification could result in unfavorable tax consequences to us and our non-PRC shareholders.***

The New EIT Law provides that enterprises established outside of China whose de facto management bodies are located in China are considered resident enterprises and are generally subject to the uniform 25% enterprise income tax rate on their worldwide income. In addition, a circular issued by the State Administration of Taxation regarding the standards used to classify certain Chinese enterprise controlled companies established outside of China as resident enterprises clarified that dividends and other income paid by such resident enterprises will be considered to be PRC source income, subject to PRC withholding tax, currently at a rate of 10%, when recognized by non-PRC shareholders. This circular also subjects such resident enterprises to various reporting requirements with the PRC tax authorities. Under the implementation regulations to the enterprise income tax, a de facto management body is defined as a body that has material and overall management and control over the manufacturing and business operations, personnel and human resources, finances and treasury, and acquisition and disposition of properties and other assets of an enterprise. In addition, the circular mentioned above details that certain Chinese-invested enterprises will be classified as resident enterprises if the following are located or resident in China: senior management personnel and

departments that are responsible for daily production, operation and management; financial and personnel decision making bodies; key properties, accounting books, company seal, and minutes of board meetings and shareholders meetings; and half or more of the directors or senior management having

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voting rights. If the PRC tax authorities determine that our Cayman Island holding company is a resident enterprise, we may be subject to enterprise income tax at the rate of 25% on our worldwide income and 10% of withholding tax on dividends paid by us to our non-PRC shareholders and, while less clear, capital gains recognized by them with respect to the sale of our stock, may be subject to a PRC withholding tax. Such determination could have a material adverse effect on our net income and results of operations, and may require us to withhold tax on our non-PRC shareholders. We are actively monitoring the resident enterprise classification rules and our Cayman Island holding company's facts and circumstances relative to the classification rules. Similar results could follow if our BVI subsidiary is considered a PRC resident enterprise.

***Strengthened scrutiny over acquisition transactions by the PRC tax authorities may have a negative impact on our acquisition strategy.***

In connection with the new EIT Law, the Ministry of Finance and State Administration of Taxation jointly issued, on April 30, 2009, the Notice on Issues Concerning Process of Enterprise Income Tax in Enterprise Restructuring Business, or Circular 59. On December 10, 2009, the State Administration of Taxation issued the Notice on Strengthening the Management on Enterprise Income Tax for Non-resident Enterprises Equity Transfer, or Circular 698. Both Circular 59 and Circular 698 are effective retroactively to January 1, 2008. Under the two circulars, non-PRC-resident enterprises may be subject to income tax on capital gains generated from their transfers of equity interests in PRC resident enterprises. The PRC tax authorities have discretion under Circular 59 and Circular 698 to make adjustments to the taxable capital gains based on the difference between the fair value of the equity interests transferred and the cost of the investment. In addition, by promulgating and implementing the circulars, the PRC tax authorities have increased their scrutiny of the direct or indirect transfer of equity interests in a PRC resident enterprise by a non-PRC-resident enterprise. For example, Circular 698 specifies that the PRC State Administration of Taxation is entitled to redefine the nature of an equity transfer where offshore vehicles are interposed for tax-avoidance purposes and without reasonable commercial purpose. Since we pursue acquisitions as one of our growth strategies, and have conducted and may conduct acquisitions involving complex corporate structures, the PRC tax authorities may, at their discretion, adjust for capital gains, or request us to submit additional documentation for their review, in connection with any of our acquisitions, thus causing us to incur additional acquisition costs.

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

Starting in 2001, the Chinese 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. In February 2007, 14 PRC national government authorities, including the Ministry of Information Industry, the Ministry of Culture and the General Administration of Press and Publication, jointly issued a notice suspending nationwide approval for the establishment of new Internet cafés beginning 2007 and enhancing the punishment for Internet cafés admitting minors. This suspension may continue indefinitely. Furthermore, the Chinese 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.

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 net revenues and expand our customer base, which will in turn materially and adversely affect our business and results of operations.

***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 Chinese government. Various regulatory authorities of the Chinese central government, such as the State Council, 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 game industry.

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We are required to obtain various permits or approvals from different regulatory authorities in order to operate 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 game 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. Some of the licenses are subject to annual inspection by relevant government authorities, such as the ICP license. 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 business, financial condition and results of operations.

Since we have licensed ZT Online to some overseas companies such as Lager Network, VinaGame and Astrum Nival for operation outside mainland China, we are required to submit our software export contracts to the data center of the Ministry of Commerce and obtain a software export contract registration license. Failure to obtain this license may cause us to incur penalties such as warning and restrictions on or discontinuation of our self-export operations. For the games that we commercially launched in or after 2010, such as Dragon Soul, Elsword, Allods Online and ZT Online II, there is an additional set of regulatory requirements with which we must comply. This includes obtaining game content approval from the Ministry of Culture, completing registration with the Ministry of Commerce and the State Copyright Bureau, obtaining a software product registration certificate from the Ministry of Information Industry, and obtaining a publication approval from the General Administration of Press and Publication. Any failure by us to obtain these permits or approvals may cause us to suspend operation of our online games, or otherwise cause us to incur penalties, including fines and restrictions on or discontinuation of our operations, which could materially and adversely affect our business, financial condition and results of operations

As the online game 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 may arise. As a result, substantial uncertainties exist regarding the interpretation and implementation of current and any future Chinese laws and regulations applicable to the online games industry. While we believe that we are in compliance with all applicable Chinese laws and regulations currently in effect with the exception of those the violation of which has been disclosed in this annual report or would not otherwise have an adverse effect on Zhengtu Information and Giant Network as a whole, we cannot assure you that we will not be found in violation of any current or future Chinese laws and regulations.

***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 websites.***

In recent years, the Chinese government has adopted certain regulations governing Internet access and the distribution of news and other information over the Internet. Under these regulations, ICPs and Internet publishers are prohibited from posting or displaying over the Internet content that contradicts the fundamental principles of China's Constitution; compromises state security, divulges state secrets, subverts state power or damages national unity; harms the dignity or interests of the state; incites ethnic hatred or racial discrimination or damages inter-ethnic unity; sabotages China's religious policy or propagates heretical teachings or feudal superstitions; disseminates rumors, disturbs social order or disrupts social stability; propagates obscenity, pornography, gambling, violence, murder or fear or incites the commission of crimes; insults or slanders a third party or infringes upon the lawful rights and interests of a third party; or includes other content prohibited by laws or administrative regulations. Any person that fails to comply with these requirements may have its ICP license and other required licenses revoked and its websites shut down. In the past, failure to comply with these requirements has resulted in the closure of some websites. Website operators may also be held liable for censored information displayed on, retrieved from or linked to their websites. We believe that we are currently in compliance with the regulations and policies mentioned above. However, the Chinese government authorities may not take a view that is consistent with ours.

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 Chinese laws prohibiting the dissemination of content deemed to be socially

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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 Chinese 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 ICPs 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.

***The PRC government controls virtually all Internet access in China, and requires all computers sold in China to be installed with government-designated software to censor websites deemed inappropriate by the government, which may potentially discourage or restrict the use of the Internet or our online games, and consequently adversely impact our business, financial conditions and results of operation.***

The PRC government controls virtually all Internet access in China and may occasionally block Internet access throughout the country or in certain regions due to political concerns, in particular in response to, or out of concerns with respect to, special incidents or significant events, thereby preventing people in China, including our game players, from accessing the Internet and playing our online games.

On May 19, 2009, the MII issued a notice regarding the Pre-installment of Green Dam Web Filter Software on Computers. According to this notice, commencing on July 1, 2009, all computers sold in China are required to be installed with a government-designated software, called Green Dam Youth Escort, to block unhealthy words or pictures. However, according to media reports, such software may compromise the security of personal information. Given the controversy generated by this notice, the MII announced on June 30, 2009 that it would extend the deadline for the implementation of the notice. According to recent media reports, the minister of the MII further stated on August 13, 2009 that the Chinese government will not require all computers sold in China to be installed with the filter software but that computers used in schools, Internet cafes and other public places will be required to be installed with the filter software in order to prevent young people from being harmed by unhealthy online content. It is currently unclear to what extent this notice would be implemented. Although this notice is not intended to block access to online games, if any content of our online games is found by the filter software to contain unhealthy words or pictures, our website may be blocked by the software, and as a result users who play our games will not be able to access our online games, which would have an adverse effect on our business, financial conditions and results of operation.

***Compliance with the laws or regulations governing virtual currency may result in us having to obtain additional approvals or adversely affect our game operation revenues.***

In June 2009, the MOC and the Ministry of Commerce jointly published the Notice on Strengthening the Administration Work of the Virtual Currency in Online Games, or the Virtual Currency Notice, to require businesses that (i) issue online game virtual currency (in the form of prepaid cards and/or pre-payment or prepaid card points) or

(ii) offer online game virtual currency transaction services to apply for approval from the MOC through its provincial branches within three months following the date of such notice. The Virtual Currency Notice prohibits businesses that issue online game virtual currency from providing services that would enable the trading of such virtual currency. Any business that fails to submit the requisite application will be subject to sanctions, including but not limited to warnings, mandatory corrective measures and fines. The Virtual Currency Notice also prohibits online game operators from allocating virtual items or virtual currency to players based on random selection through lucky draw, wager or lottery which involves cash or virtual currency directly paid by the players. The Virtual Currency Notice also regulates, among other things,

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that game operators may not issue virtual currency to game players through means other than purchased by game players with legal currency. Moreover, any businesses that do not provide online game virtual currency transaction services are required to adopt technical measures to restrict the transfer of online game virtual currency among accounts of different game players. The above restrictions may limit our ability to maintain or increase our revenues and adversely affect our results of operations and business prospects.

***Regulations relating to offshore investment activities by PRC residents may increase our administrative burdens and create regulatory uncertainties that could restrict our overseas and cross-border investment activity, and a failure by our shareholders who are PRC residents to make any required applications and filings pursuant to such regulations may prevent us from being able to distribute profits and could expose us and our PRC resident shareholders to liability under PRC law.***

A Notice on Issues Relating to the Administration of Foreign Exchange in Fund-raising and Return Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies, or Notice 75, was promulgated by the PRC State Administration of Foreign Exchange, or SAFE, in October 2005 that requires registration with the local SAFE in connection with direct or indirect offshore investments by PRC residents. The regulation applies to our shareholders who are PRC residents and also applies to our offshore acquisitions.

The Notice 75 retroactively requires registration by March 31, 2006 of direct or indirect investments previously made by PRC residents in offshore companies. On May 29, 2007, SAFE issued guidance to its local branches for implementing Notice 75. The guidance standardizes more specific and stringent supervision on the registration relating to Notice 75. Specifically it requires PRC residents holding any equity interest in offshore companies, directly or indirectly, controlling or nominal, to make registration with SAFE and imposes obligations on the PRC subsidiaries of offshore companies to facilitate and urge registrations by relevant PRC residents and to file with SAFE the stock options granted by offshore companies to any PRC resident. The registration and filing procedures under Notice 75 are prerequisites for other approval and registration procedures necessary for capital inflow from the offshore entity, such as inbound investments or shareholders loans, or capital outflow to the offshore entity, such as the payment of profits or dividends, liquisocial networking distributions, equity sale proceeds, or the return of funds upon a capital reduction.

We have already notified our shareholders, and the shareholders of the offshore entities in our corporate group, who are PRC residents to urge them to make the necessary applications and filings as required under this regulation.

However, as a result of uncertainty concerning the reconciliation of the new regulation and ambiguities in SAFE registration procedures for registering PRC residents' share obtained from exercise of share options, 131 PRC individuals in all who have exercised their options to purchase our ordinary shares in accordance with our Employee Share Option Scheme are currently unable to register their share ownership with Shanghai SAFE. These individuals are actively communicating with Shanghai SAFE to seek alternative solutions. We do not expect that the inability by those individuals to register share ownership with Shanghai SAFE will have a material adverse effect on our business. We are committed to complying, and to ensuring that our shareholders who are subject to the regulation comply, with the relevant rules. However, we cannot assure you that all of our shareholders who are PRC residents will comply with our request to make or obtain any applicable registrations or approvals required by the regulation or other related legislation. The failure or inability of our PRC resident shareholders to receive any required approvals or make any required registrations may subject us to fines and legal sanctions, restrict our overseas or cross-border investment activities, limit our PRC subsidiary's ability to make distributions or pay dividends or affect our ownership structure, as a result of which our acquisition strategy and business operations and our ability to distribute profits to you could be materially and adversely affected.

***SAFE rules and regulations may limit our ability to transfer the net proceeds from our initial public offering to Giant Network, our variable interest entity, or VIE, in the PRC, which may adversely affect the business expansion of Giant Network, and we may not be able to convert the net proceeds from our initial public offering into Renminbi to invest in or acquire any other PRC companies, or establish other VIEs in the PRC.***

On August 29, 2008, SAFE promulgated Circular 142, a notice regulating the conversion by a foreign-invested company of foreign currency into Renminbi by restricting how the converted Renminbi may be used.

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The notice requires that the registered capital of a foreign-invested company settled in Renminbi converted from foreign currencies may only be used for purposes within the business scope approved by the applicable governmental authority and may not be used for equity investments within the PRC. In addition, SAFE strengthened its oversight of the flow and use of the registered capital of a foreign-invested company settled in Renminbi converted from foreign currencies. The use of such Renminbi capital may not be changed without SAFE's approval, and may not in any case be used to repay Renminbi loans if the proceeds of such loans have not been used. Violations of Circular 142 will result in severe penalties, such as heavy fines. As a result, Circular 142 may significantly limit our ability to transfer the net proceeds from our initial public offering to Giant Network through our subsidiary in the PRC, which may adversely affect the business expansion of Giant Network, and we may not be able to convert the net proceeds from our initial public offering into Renminbi to invest in or acquire any other PRC companies, or establish other VIEs in the PRC.

***We may be subject to fines and legal sanctions if we or our employees who are PRC citizens fail to comply with recent PRC regulations relating to employee stock options granted by overseas listed companies to PRC citizens.***

In December 2006, the People's Bank of China promulgated the Administrative Measures on Individual Person Foreign Exchange, or the PBOC Regulation, setting forth the respective requirements for foreign exchange transactions by individuals (both PRC or non-PRC citizens) under the current account and the capital account. In January 2007, SAFE issued the implementation rules for the PBOC Regulation which, among others, specified the approval requirement for certain capital account transactions such as a PRC citizen's participation in the employee stock ownership plan or stock options plan of an overseas listed company. On March 28, 2007, SAFE promulgated the Implementing Procedures on Administration of Foreign Exchange regarding PRC Individuals Participating in Employee Stock Ownership Plan and Stock Option Plan of Overseas Listed Companies, or the Stock Option Rule, to further clarify the formalities and application documents in connection with the subject matter. Under the Stock Option Rule, PRC citizens who are granted stock options or restricted share units, or issued restricted shares by an overseas publicly-listed company are required, through a PRC agent or PRC subsidiary of such overseas publicly-listed company, to complete certain other procedures and transactional foreign exchange matters upon the examination by, and approval of, SAFE. Failure to comply with the Stock Option Rule may subject the plan participants, the company offering the plan or the relevant intermediaries, as the case may be, to fines and legal or administrative sanctions under PRC foreign exchange regime.

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

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, regulators in China have tightened their regulation of Internet café operations through, among other things, suspending the issuance of new operating licenses and further reducing the hours during which the Internet cafés are permitted to remain open for business. Also, local and higher-level governmental authorities may from time to time decide to more strictly enforce age limits and other requirements relating to Internet cafés as a result of the occurrence of, and the media attention on, gang fights, arson and 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 player base. Moreover, any adverse public reaction to the online game industry may discourage players from spending too much time playing our online games, which could limit the growth of or reduce our net revenues. In addition, it is also possible that the Chinese 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.



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***Our operations may be adversely affected by implementation of addiction-related regulations.***

The Chinese government may decide to adopt more stringent policies to monitor the online game industry as a result of adverse public reaction to perceived addiction to online games, particularly by minors. On April 15, 2007, eight PRC government authorities, including the GAPP, the Ministry of Education and the Ministry of Information Industry issued a Notice on the Implementation of Online Game Anti-Addiction System to Protect the Physical and Psychological Health of Minors (the Anti-Addiction Notice), requiring all Chinese game operators to adopt an anti-addiction system in an effort to curb addiction to online games by minors. Under the anti-addiction system, three hours or less of continuous play is defined to be healthy, three to five hours is defined to be fatiguing, and five hours or more is defined to be unhealthy. Game operators are required to reduce the value of game benefits for minor players by half when those players reach the fatigue level, and to zero when they reach the unhealthy level. In addition, online game players in China are now required to register their identity card numbers before they can play an online game. This system allows game operators to identify which players are minors. Failure to comply with the requirements under the Anti-Addiction Notice may subject us to penalties, including but not limited to suspension of our operation of online games, revocation of our licenses and approvals for our operations, rejection or suspension of our application for approvals, licenses, or filings for any new game, or prohibiting us from operating any new game. We currently do not permit juvenile players to play our online games. If these restrictions are expanded to apply to adult players in the future, it could have a material and adverse effect on our business, financial condition and operating results.

***Our corporate structure may limit our ability to receive dividends from, and transfer funds to, our PRC subsidiary, which could restrict our ability to act in response to changing market conditions.***

We are a Cayman Islands holding company and substantially all of our operations are conducted through our PRC subsidiary, Zhengtu Information, and our affiliated entity, Giant Network. Current regulations in China permit our PRC subsidiaries to pay dividends to us only out of its accumulated distributable profits, if any, determined in accordance with their articles of association and PRC accounting standards and regulations. The ability of Zhengtu Information to make dividends and other payments to us may be restricted by factors that include changes in applicable foreign exchange and other laws and regulations. In particular, under PRC law, our subsidiary may only pay dividends after 10% of its after-tax profits have been set aside as reserve funds, unless such reserves have reached at least 50% of its registered capital. Such cash reserve may not be distributed as cash dividends. The PRC Income Tax Law also imposes a 10% withholding income tax on dividends distributed by a foreign invested enterprise to its immediate holding company outside China, which were exempted under the previous income tax and rules. A lower withholding tax rate will be applied if there is a tax treaty arrangement between mainland China and the jurisdiction of the foreign holding company, and subject to certain conditions upon Chinese tax authority's approval. The foreign invested enterprise will be subject to the withholding tax starting on January 1, 2008. There was no distribution of dividends from the Group's PRC subsidiaries in 2008 and 2009. Zhengtu Information is also required to allocate a portion of its after-tax profits, as determined by its board of directors, to its staff welfare and bonus funds, which may not be distributed to its shareholders. In addition, if our operating subsidiary incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other payments to us. Moreover, the profit available for distribution from our operating subsidiary is determined in accordance with generally accepted accounting principles in China. This calculation may differ from one performed in accordance with U.S. GAAP. As a result, we may not have sufficient distributions from our PRC subsidiaries to enable necessary profit distributions to us or any distributions to our shareholders in the future, the calculation of which would be based upon our financial statements prepared under U.S. GAAP.

Distributions by our PRC subsidiaries to us other than as dividends may be subject to governmental approval and taxation. Any transfer of funds from our company to our PRC subsidiaries, either as a shareholder loan or as an

increase in registered capital, is subject to registration or approval of Chinese governmental authorities, including the relevant administration of foreign exchange and/or the relevant examining and approval authority. These limitations on the free flow of funds between us and our PRC subsidiaries could restrict our ability to act in response to changing market conditions.



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## **Risks Relating to China**

***Our operations may be adversely affected by changes in China's economic, political, social and environmental conditions.***

Substantially all of our business operations are conducted in China and substantially all of our net revenues are derived from our sale of virtual items and services in our online games in China. Accordingly, our results of operations, financial condition and future prospects are subject to a significant degree to economic, political and social conditions in China. The PRC economy differs from the economies of most developed countries in many respects, including the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth in the past three decades, growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures benefit the overall PRC economy, but may also have a negative effect on us. For example, our financial condition and results of operation may be adversely affected by changes in tax regulations applicable to us. Since early 2004, the PRC government has implemented certain measures to control the pace of economic growth. Such measures may cause a decrease in the level of economic activity in China, including a decline in individual spending activities, which in turn could adversely affect our results of operational and financial condition.

In particular, our business is primarily dependent upon the economy and the business environment in China. Our growth strategy is based upon the assumption that demand in China for online games will continue to grow with the Chinese economy. However, the growth of the Chinese economy has been uneven across geographic regions and economic sectors. Several years ago the Chinese economy also experienced deflation, which may reoccur in the foreseeable future. We cannot assure you that the Chinese economy will continue to grow, or that if there is growth, such growth will be steady and uniform, or that if there is a slowdown, such slowdown will not have a negative effect on our business.

Natural disasters may also adversely affect our business and results of operation. For example, on May 12, 2008 an earthquake of magnitude 8.0 struck southwest China and caused the death of over 70,000 people. The State Council published a public notice on observation of the three-day mourning period from May 19, 2008 to May 21, 2008. On April 14, 2010, an earthquake of magnitude 7.1 struck southwest China and caused the death of over 2,000 people. The State Council published another public notice on observation of one mourning day on April 21, 2010. According to the public notices, all public recreational activities were to be suspended during the mourning period. In compliance with the public notice, we suspended all our three games, namely ZT Online, ZT PTP and Giant Online, and suspended revenue collection as a result of game play during the three-day period in order to express our condolences to the earthquake victims.

***The PRC legal system embodies uncertainties which could limit the legal protections available to you and us.***

The PRC legal system is a civil law system based on written statutes. Unlike common law systems, it is a system in which decided legal cases have little precedential value. In 1979, the PRC government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. The overall effect of legislation over the past three decades has significantly enhanced the protections afforded to various forms of foreign investment in China. Our PRC subsidiary, Zhengtu Information, is a foreign-invested enterprise incorporated in China. It is subject to laws and regulations applicable to foreign investment in China in general and laws and regulations applicable to foreign-invested enterprises in particular. However, these laws, regulations and legal requirements change frequently, and their interpretation and enforcement involve uncertainties. For example, we may

have to resort to administrative and court proceedings to enforce the legal protection that we enjoy either by law or contract. However, since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we enjoy than in more developed legal systems. In addition, such uncertainties, including the inability to enforce our contracts, could materially and adversely affect our business and operations. Furthermore, the PRC legal system is based in part on government policies and internal rules (some of which

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are not published on a timely basis or at all) that may have a retroactive effect. As a result, we may not be aware of our violation of these policies and rules until some time after the violation. In addition, any litigation in China may be protracted and result in substantial costs and diversion of resources and management attention. Furthermore, intellectual property rights and confidentiality protections in China may not be as effective as in the United States or other countries. Accordingly, we cannot predict the effect of future developments in the PRC legal system, particularly with regard to the online game industry, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws. These uncertainties could limit the legal protections available to us, and our foreign investors, including you.

***There are currently no laws or regulations in the PRC governing virtual asset property rights and therefore it is not clear what liabilities, if any, online game operators may have relating to the loss of virtual assets.***

In the course of playing online games, some virtual assets, such as special equipment, player experience grades and other features of our players' game characters, are acquired and accumulated. Such virtual assets can be highly valued by online game players and in some cases are traded between players for actual money or real assets. In practice, virtual assets can be lost for various reasons, such as data loss caused by delay of network service or by a network crash. There are currently no PRC laws and regulations governing virtual asset property rights. As a result, it is unclear who is the legal owner of virtual assets and whether the ownership of virtual assets is protected by law. In the event of a loss of virtual assets, we may be sued by players and may be held liable for damages, which may negatively affect our business, financial condition and results of operations.

***Restrictions on the convertibility of Renminbi into foreign currencies may limit our ability to make dividends or other payments in U.S. dollars or fund possible business activities outside China.***

Substantially all of our net revenues are currently generated in Renminbi. Any future restrictions on currency exchanges may limit our ability to use net revenues generated in Renminbi to make dividends or other payments in U.S. dollars or fund possible business activities outside China. Although the PRC government introduced the Foreign Exchange Administration Rules in 1996, as amended in August 2008, to allow greater convertibility of Renminbi for current account transactions, significant restrictions still remain, including primarily the restriction that enterprises may only buy, sell and/or remit foreign currencies at those banks authorized to conduct foreign exchange business after providing valid commercial documents. In addition, remittance of foreign currencies abroad and conversion of Renminbi for capital account items, including direct investment and loans, is subject to government approval in China, and companies are required to open and maintain separate foreign exchange accounts for capital account items. We cannot assure you the Chinese regulatory authorities will not impose more stringent restrictions on the convertibility of Renminbi, especially with respect to foreign exchange transactions.

***You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in China based on United States or other foreign laws against us, our management or the experts named in the annual report.***

We conduct substantially all of our operations in China and substantially all of our assets are located in China. In addition, all of our directors and executive officers reside within China. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon some of our directors and senior executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. It would also be difficult for investors to bring an original lawsuit against us or our directors or executive officers before a Chinese court based on U.S. federal securities laws or otherwise. Moreover, our PRC legal counsel, Grandall Legal Group (Shanghai), has advised us that the PRC does not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of judgment of courts.

*Any future outbreak of the H1N1 virus (swine flu), avian flu or severe acute respiratory syndrome in China, or similar adverse public health developments, may severely disrupt our business and operations and reduce the market for our products and services.*

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Adverse public health epidemics or pandemics could disrupt businesses and national economies in China. For example, from December 2002 to June 2003, China and certain other countries experienced an outbreak of a new and highly contagious form of atypical pneumonia now known as severe acute respiratory syndrome, or SARS. During May and June of 2003, many businesses in China were closed by the PRC government to prevent transmission of SARS. The World Health Organization has announced that there is a high likelihood of an outbreak of avian flu, with the potential to be as disruptive if not more disruptive than SARS. Recently, the World Health Organization has warned of the global spread of the H1N1 virus (swine flu), which has been reported as affecting individuals in China and have resulted in quarantines for individuals exposed to and infected by the virus. Any recurrence of the SARS outbreak, an avian flu outbreak, an H1N1 virus outbreak or development of a similar health hazard in China may disrupt consumer spending. In addition, health or other government regulation may require temporary closure of our offices and operations or of the third party service providers that host and maintain our servers. Lastly, such outbreak may cause the sickness or death of our key management and employees. Any of such occurrences would adversely affect our business and results of operations.

### *Fluctuation in the value of the Renminbi may have a material adverse effect on your investment.*

The change in value of the Renminbi against the U.S. dollar and other currencies is affected by, among other things, changes in China's political and economic conditions. 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 current policy, the Renminbi is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. While the international reaction to the Renminbi 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 significant appreciation of the Renminbi against the U.S. dollar. As substantially all of our costs and expenses are denominated in Renminbi, the revaluation beginning in July 2005 and potential future revaluation has and could further increase our costs in U.S. dollar terms. For example, to the extent that we need to convert U.S. dollars we receive from our U.S. investments, if any, into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we receive from the conversion. Conversely, if we decide to convert our Renminbi into U.S. dollars for the purpose of making payments for dividends on our shares or ADSs or for other business purposes, appreciation of the U.S. dollar against the Renminbi would have a negative effect on the U.S. dollar amount available to us.

## **Risks Related to Our Ordinary Shares and ADSs**

### *The market price for our ADSs may be volatile which could result in a loss to you.*

The market price for our ADSs is likely to be highly volatile and subject to wide fluctuations in response to a number of factors, including:

- actual or anticipated fluctuations in our quarterly operating results;
- announcements of competitive developments;
- changes in the economic performance or market valuations of companies with comparable businesses;
- regulatory developments in China affecting us, our industry, our corporate structure or our advertisers;
- announcements regarding litigation or administrative proceedings involving us;
- changes in financial estimates by securities research analysts;
- addition or departure of our executive officers;
- release or expiry of lock-up or other transfer restrictions on our outstanding common shares or ADSs; and
- sales or perceived sales of additional common shares or ADSs.



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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 have a material adverse effect on the market price of our ADSs.

***Future sales or perceived sales of ADSs or ordinary shares by existing shareholders could cause our ADS price to decline.***

If our existing shareholders sell, indicate an intention to sell or are perceived to intend to sell substantial amounts of our ordinary shares in the public market, the trading price of our ADSs could decline. As of December 31, 2009, we had 226,819,007 outstanding ordinary shares. On October 31, 2009, the two year lockup agreement entered into by our current chief executive officer and chairman, Yuzhu Shi, during our public offering expired with respect to 102,000,000 of our ordinary shares, which he may sell in conformance with Rules 144 and 701 of the Securities Act of 1933. In addition, the 3,629,400 ordinary shares subject to outstanding options under our 2006 Plan and 2007 Plan are eligible for sale in the public market to the extent permitted by the provisions of their various vesting agreements, lock-up agreements and Rules 144 and 701 under the Securities Act. If these additional shares are sold, or if it is perceived that they will be sold in the public market, the trading price of our ordinary shares could decline.

***Our corporate actions are substantially controlled by our principal shareholders and their affiliated entities.***

As at December 31, 2009, our principal shareholders and their affiliated entities owned approximately 55.86% of our outstanding ordinary shares. These shareholders, acting individually or as a group, could exert control over and substantially influence matters such as electing directors and approving mergers or other business combination transactions. For example, between February 2006 and June 2007, prior to the establishment of our current board of directors, including our independent directors, Giant Network and Zhengtu Information made interest-free advances in the total amount of RMB900.0 million to Shanghai Jiante Shengming Technology Co., Ltd., a company controlled by Yuzhu Shi, our controlling beneficial owner. This concentration of ownership and voting power may also discourage, delay or prevent a change in control of our company, which could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company that might reduce the price of our ADSs. These actions may be taken even if they are opposed by our other shareholders.

***We may be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to U.S. holders of our ADSs or ordinary shares.***

Depending upon the value of our ADSs or ordinary shares and the nature of our assets and income over time, we could be classified as a passive foreign investment company or PFIC for U.S. federal income tax purposes. We will be classified as a PFIC in any taxable year if either: (a) the average quarterly value of our gross assets that produce passive income, or are held for the production of passive income, is at least 50% of the average quarterly value of our total gross assets or (b) 75% or more of our gross income for the taxable year is passive income. According to these technical rules, we would likely become a PFIC for a given taxable year if our market capitalization were to decrease significantly while we hold substantial cash and cash equivalents in that year.

We believe that we were not a PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2009. Although we intend to conduct our business activities in a manner to reduce the risk of our classification as a PFIC in the future, we currently hold, and expect to continue to hold, a substantial amount of cash and other passive assets, and, because the value of our assets is likely to be determined in large part by reference to the market prices of our ADSs and ordinary shares, which are likely to fluctuate, there can be no assurance that we will not be classified as a PFIC for 2010 or any future taxable year. If we are a PFIC for any taxable year during which a U.S. investor held our ADSs or ordinary shares, certain adverse U.S. federal income tax consequences would apply to the U.S. investor.

*See Item 10. Additional Information E. Taxation U.S. Federal Income Taxation Passive foreign investment company.*

***You may lose some or all of the value of a distribution by the depositary if the depositary cannot convert RMB into U.S. dollars on a reasonable basis at the time of such distribution for regulatory or other reasons.***

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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.

The depositary will convert any cash dividend or other cash distribution we pay on the ordinary shares into U.S. dollars, if it can do so on a practicable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any approval from any government is needed and cannot be obtained, the depositary is allowed to distribute RMB only to those ADS holders to whom it is possible to do so. It will hold RMB it cannot convert for the account of the ADS holders who have not been paid. However, it will not invest RMB and it will not be liable for interest. In addition, if the exchange rates fluctuate during a time when the depositary cannot convert RMB at the time of such distribution for regulatory or other reasons, the ADS holders who have not been paid may lose some or all of the value of the distribution.

***Your right to participate in any future rights offerings may be limited, which may cause dilution to your holdings and you may not receive cash dividends if it is impractical to make them available to you.***

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 they relate under the Securities Act or an exemption from the registration requirements is available. Also, under the deposit agreement, the depositary will not make rights available to you unless either the rights and any related securities are both registered under the Securities Act, or the distribution of them to ADS holders is exempted 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. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

In addition, the depositary of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on our common shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of common shares your ADSs represent. However, the depositary may, at its discretion, decide that it is impractical to make a distribution available to any holders of ADSs. For example, the depositary may determine that it is not practicable to distribute certain property through the mail, or that the value of certain distributions may be less than the cost of mailing them. In these cases, the depositary may decide not to distribute such property and you will not receive such distribution.

***We are a Cayman Islands company and, because judicial precedent regarding the rights of shareholders is more limited under Cayman Islands law than under U.S. law, you may have less protection of your shareholder rights than you would under U.S. law.***

Our corporate affairs are governed by our amended and restated memorandum and articles of association, the Cayman Islands Companies Law and the common law of the Cayman Islands. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in 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 precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a less developed body of securities laws than the United States. In addition, some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the

Cayman Islands.

The Cayman Islands courts are unlikely:

to recognize or enforce judgments of United States courts obtained against us or our directors or officers predicated upon the civil liability provisions of the securities laws of the United States or any state in the United States; or

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to entertain original actions brought against us or our directors or officers predicated upon the securities laws of the United States or any state in the United States.

There is no statutory recognition in the Cayman Islands of judgments obtained in the United States, although the Cayman Islands will generally recognize as a valid judgment, a final and conclusive judgment in personam obtained in the federal or state courts in the United States under which a sum of money is payable (other than a sum of money payable in respect of multiple damages, taxes or other charges of a like nature or in respect of a fine or other penalty) and would give a judgment based thereon provided that (i) such courts had proper jurisdiction over the parties subject to such judgment; (ii) such courts did not contravene the rules of natural justice of the Cayman Islands; (iii) such judgment was not obtained by fraud; (iv) the enforcement of the judgment would not be contrary to the public policy of the Cayman Islands; (v) no new admissible evidence relevant to the action is submitted prior to the rendering of the judgment by the courts of the Cayman Islands; and (vi) there is due compliance with the correct procedures under the laws of the Cayman Islands. You should also read [Description of Share Capital](#) [Differences in Corporate Law](#) for some of the differences between the corporate and securities laws in the Cayman Islands and the United States.

You will have limited ability to bring an action against us or against our directors and officers, or to enforce a judgment against us or them, because we are incorporated in the Cayman Islands, because we conduct a majority of our operations in China and because the majority of our directors and officers reside outside the U.S.

We are incorporated in the Cayman Islands, and conduct all of our operations in China through our subsidiary and affiliated entity established in China. All of our directors and officers reside outside the United States and substantially all of the assets of those persons are located outside 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 applicable 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. For more information regarding the relevant laws of the Cayman Islands and China, see [Enforceability of Civil Liabilities](#).

Shareholders of Cayman Islands exempted companies such as ourselves have no general rights under Cayman Islands law to inspect corporate records and accounts or to obtain copies of lists of shareholders of these companies. Our directors have discretion under our articles of association to determine whether or not, and under what conditions, our corporate records may be inspected by our shareholders, but are not obliged to make them available to our shareholders. This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

Cayman Islands companies may not have standing to initiate a derivative action in a federal court of the United States. As a result, your ability to protect your interests if you are harmed in a manner that would otherwise enable you to sue in a United States federal court may be limited.

As a result of all of the above, public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of the board of directors or controlling shareholders than they would as public shareholders of a U.S. company.

***As a controlled company, we are exempt from certain New York Stock Exchange corporate governance requirements, which may result in our independent directors not having as much influence as they would if we were not a controlled company.***

We are a controlled company as defined under Section 303A of the Corporate Governance Rules of the New York Stock Exchange, the NYSE, because one of our shareholders holds more than 50% of our voting power. As a result,

for so long as we remain a controlled company as defined under that rule, we are exempt from, and our shareholders generally are not provided with the benefits of, some of the NYSE corporate governance requirements, including that:

a majority of our board of directors must be independent directors;

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our compensation committee must be composed entirely of independent directors; and our corporate governance and nomination committee must be composed entirely of independent directors. Although we currently have a majority of independent directors, that may change in the future.

***The voting rights of holders of ADSs are limited in several significant ways by the terms of the deposit agreement.***

Holders of our ADSs may only exercise their voting rights with respect to the underlying ordinary shares in accordance with the provisions of the deposit agreement. Upon receipt of voting instructions from a holder of ADSs in the manner set forth in the deposit agreement, the depository will endeavor to vote the underlying ordinary shares in accordance with these instructions. Under our amended and restated memorandum and articles of association and Cayman Islands law, the minimum notice period required for convening a general meeting is five days. When a general meeting is convened, you may not receive sufficient notice of a shareholders' meeting to permit you to withdraw your ordinary shares to allow you to cast your vote with respect to any specific matter at the meeting. In addition, the depository and its agents may not be able to send voting instructions to you or carry out your voting instructions in a timely manner. We will make all reasonable efforts to cause the depository to extend voting rights to you in a timely manner, but 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. Furthermore, the depository and its agents will not be responsible for any failure to carry out any instructions to vote, for the manner in which any vote is cast or for the effect of any such vote. As a result, you may not be able to exercise your right to vote and you may lack recourse if your ordinary shares are not voted as you requested.

The depository of our ADSs will, except in limited circumstances, grant to us a discretionary proxy to vote the ordinary shares underlying your ADSs if you do not vote at shareholders' meetings, which could adversely affect your interests and the ability of our shareholders as a group to influence the management of our company.

Under the deposit agreement for the ADSs, the depository will give us a discretionary proxy to vote our ordinary shares underlying your ADSs at shareholders' meetings if you do not vote, unless:

we have failed to timely provide the depository with our notice of meeting and related voting materials;  
we have instructed the depository that we do not wish a discretionary proxy to be given;  
we have informed the depository that there is substantial opposition as to a matter to be voted on at the meeting;  
a matter to be voted on at the meeting would have a material adverse impact on shareholders; or  
voting at the meeting is made on a show of hands.

The effect of this discretionary proxy is that you cannot prevent our ordinary shares underlying your ADSs from being voted, absent the situations described above, and it may make it more difficult for shareholders to influence the management of our company. Holders of our ordinary shares are not subject to this discretionary proxy.

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

The depository of our ADSs has agreed to pay you the cash dividends or other distributions it or the custodian for our ADSs receives on our ordinary shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of our ordinary shares your ADSs represent. However, the depository is not responsible if it is unlawful or impractical to make a distribution available to any holders of ADSs. For example, it would be unlawful to make a distribution to a holder of ADSs if it consists of securities that require registration under the Securities Act but that are not properly registered or distributed pursuant to an applicable exemption from registration. The depository is not



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responsible for making a distribution available to any holders of ADSs if any government approval or registration is required for such distribution. We have no obligation to take any other action to permit the distribution of our ADSs, ordinary shares, rights or anything else to holders of our ADSs. This means that you may not receive the distributions 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 and adverse effect on the value of your ADSs.

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

Your ADSs, represented by American depositary receipts, are transferable on the books of the depositary. However, the depositary may close its books at any time or from time to time when it deems expedient in connection with the performance of its duties. The depositary may close its books from time to time for a number of reasons, including in connection with corporate events such as a rights offering, during which time the depositary needs to maintain an exact number of ADS holders on its books for a specified period. The depositary may also close its books in emergencies, and on weekends and public holidays. The depositary may refuse to deliver, transfer or register transfers of our ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary thinks it is necessary or advisable to do so in connection with the performance of its duty under the deposit agreement, including due to any requirement of law or any government or governmental body, or under any provision of the deposit agreement.

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## **ITEM 4. INFORMATION ON THE COMPANY**

### **A. History and Development of the Company**

We commenced operations in 2004 through Shanghai Zhengtu Network Technology Co., Ltd., a limited liability company organized under PRC laws. On October 16, 2007 this entity changed its name to Shanghai Giant Network Technology Co., Ltd., or Giant Network.

In order to implement an offshore holding company structure to comply with Chinese laws imposing restrictions on foreign ownership in the online game businesses in China, on July 26, 2006, Yuzhu Shi, our current chief executive officer and chairman, and his daughter, Jing Shi, together with 18 other individual shareholders (most of whom are direct or beneficial shareholders of Giant Network) established our current Cayman Islands holding company, Giant Network Technology Limited, or Giant, and its wholly owned subsidiary, Eddia International Group Limited, or Eddia, in the British Virgin Islands. Eddia established Shanghai Zhengtu Information Technology Co., Ltd., or Zhengtu Information, a wholly owned subsidiary in China on September 6, 2006, and contributed US\$1,500,000 as its registered capital. As a result, we own 100% of the equity of Zhengtu Information through Eddia. On June 11, 2007, Giant changed its name from Giant Network Technology Limited to Giant Interactive Group Inc. On December 22, 2008, we established Giant HK, a wholly-owned subsidiary, in Hong Kong, which operates as an investment holding company. In 2009, Shanghai Zhengduo Information Technology Co., Ltd. ( Zhengduo Information ), Zhuhai Zhengtu Information Technology Co., Ltd. ( Zhuhai Zhengtu ), Wuxi Giant Network Technology Co. Ltd. ( Wuxi Network ), Shanghai Jujia Network Technology Co. Ltd. ( Jujia Network ), Shanghai Juhuo Network Technology Co. Ltd. ( Juhuo Network ) and Shanghai Juhe Network Technology Co. Ltd. ( Juhe Network ) are all incorporated for online game research and development. Additionally, in May 2009, the Company acquired a 51% interest in Snow Wolf to further enrich our game pipeline and enhance our research and development capability.

Following the establishment of our offshore holding structure, all of our online game business continues to be operated through Giant Network. The beneficial shareholders of Giant Network currently include Yuzhu Shi, who beneficially owns or controls 75% of Giant Network's equity interests through his beneficial ownership of Shanghai Lanlin Bio-Technology Co., Ltd., and an additional 18 PRC individuals who beneficially own the remaining 25%. We have entered into contractual arrangements with Giant Network pursuant to which our wholly owned subsidiary, Zhengtu Information, provides technical support and consulting services to Giant Network. In addition, we have entered into agreements with Giant Network and its shareholders, providing us with the ability to effectively control this entity. Accordingly, we have consolidated the historical results of Giant Network in our financial statements as a variable interest entity, or VIE, pursuant to U.S. GAAP. For additional information on our organizational structure, see Item 4.C, Organizational Structure.

In the opinion of our PRC legal counsel, Grandall Legal Group (Shanghai), subject to the interpretation and implementation of the GAPP Notice, the ownership structure of Zhengtu Information and Giant Network and our contractual arrangements with Giant Network and its shareholders comply with, and immediately before our initial public offering, complied with current Chinese laws and regulations. In the opinion of our Chinese counsel, there are, however, substantial uncertainties regarding the interpretation and application of current or future Chinese laws and regulations and there may be changes and other developments in Chinese laws and regulations or their interpretations. Accordingly, Chinese government authorities may ultimately take a view that is inconsistent with the opinion of our PRC legal counsel.

Our principal executive offices are located at 2/F No. 29 Building, 396 Guilin Road, Shanghai, 200233, People's Republic of China. Our telephone number at this address is +86 21 3397-9999 and our fax number is +86 21



6451-8006. Our website address is *www.ga-me.com*. The information contained on our website is not part of this annual report. On November 6, 2007, we completed our initial public offering, which involved the sale by us and some of our shareholders of 65,777,036 of our ADSs, representing 65,777,036 of our ordinary shares.

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## **B. Business overview**

### **Overview**

We are a leading online game developer and operator in China in terms of market share according to iResearch Consulting Group, an independent Chinese research center. We focus on massively multiplayer online, or MMO, games that are played through networked game servers in which tens of thousands of players are able to simultaneously connect and interact.

Our first internally-developed MMO game, ZT Online, was commercially launched in January 2006. We commercially launched our second internally-developed MMO game, ZT Online PTP, a pay-to-play game based on the ZT Online free-to-play game, and our third internally-developed MMO game, Giant Online, in the fourth quarter of 2007. In the third quarter 2008, we also introduced a version of ZT Online, ZT Online Classic Edition, designed to target players of the original ZT Online who preferred the monetization model of the 2006 version of ZT Online. Our MMO games' collective compound quarterly growth rate was -2.0% and -3.3%, respectively, in terms of peak concurrent users and average concurrent users from the quarter ended December 31, 2008 through the quarter ended December 31, 2009. ZT Online, ZT Online PTP, ZT Online Green, ZT Online Classic Edition and Giant Online together had 1,505,000 quarterly peak concurrent users and 556,000 quarterly average concurrent users for the year ended December 31, 2008, and had 1,572,000 quarterly peak concurrent users and 474,000 quarterly average concurrent users for the year ended December 31, 2009. In addition, we commercially launched two free-to-play games, ZT Online Green and My Sweetie, and introduced King of Kings III, or K III, XT Online and The Golden Land in the second half of 2009; and we plan to commercially launch Dragon Soul and ZT Online II in 2010.

We believe that our success is largely attributable to our ability to internally develop, operate and market a high quality MMO games tailored to China's core game player audience, which we define as players between the ages of 18 and 40. We have a team of over 724 experienced game developers as of December 31, 2009, which includes dedicated product development and enhancement teams for each of our MMO games. We believe that we will be able to leverage our national distribution and operational platform to market these games to players throughout China.

Besides the ZT Online Series games, Giant Online and other games, which were internally developed by the Company, we acquired the intellectual property rights of K III, from Lager Network, a developer in Taiwan, in the third quarter of 2007, and introduced the game in China in the fourth quarter of 2009. In the first quarter of 2008, we acquired an exclusive license to operate Empire of Sports, or EOS, in China, Hong Kong, Macau and Taiwan, but intend to terminate the license of EOS by the third quarter of 2010. We are currently in the process of internally developing our two additional MMO games, ZT Online II and Dragon Soul, and intend to commercially launch ZT Online II and Dragon Soul in 2010. In December 2009 and January 2010, we acquired two exclusive licenses to operate Elsword and Allods Online, two 3D-MMO games, in mainland China and intend to launch Elsword in the second half of 2010 and Allods Online in 2011. See Information on the Company Our Games Future Games .

We have built nationwide distribution and marketing networks to sell and market our prepaid game cards and game points. As of December 31, 2009, our distribution network consisted of more than 290 non-exclusive regional distributors and reached over 116,500 retail outlets, including Internet cafés, software stores, supermarkets, bookstores, newspaper stands and convenience stores located throughout China. We also sell game points through our official game website. As of December 31, 2009, our marketing network consisted of over 1,550 liaison personnel throughout China.

Since the commercial launch of our first MMO game, ZT Online, in January 2006, we have continued to achieve stable net revenues and net income, despite an increasingly competitive online game market in China and a

challenging global economic environment in 2007 and 2008. For 2009, we enriched our game pipelines by launching several internally-developed games and initiating research and development of new games. Both net revenue and net income decreased sequentially due to the cancellation of select monetization features such as Treasure Box in the third quarter of 2009. In 2007, 2008 and 2009, our net revenues were RMB1,527.5 million, RMB1,594.7 million and RMB1,303.8 million (US\$191.0 million) respectively. Our net income for the same periods was RMB1,136.4 million, RMB1,113.6 million and RMB859.0 million (US\$125.9 million), respectively. As of the quarter ended March 31, 2010, our net revenues were RMB304.4 million (US\$44.6 million). As of December 31, 2008 and December 31, 2009, deferred revenues

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and advances from distributors totaled RMB489.7 million and RMB410.9 million (US\$60.2 million), respectively. Deferred revenues and advances from distributors represent amounts that we have received for sales of our prepaid game cards and game points that have not yet been recognized as revenues. Although substantially all of our revenues have been generated in China, starting in January 2007 we have also derived revenues from the license of ZT Online to Lager Network for operation in Hong Kong, Macau, Taiwan, Malaysia and Singapore, and starting from November of 2008, we have derived revenues from the license of ZT Online to VinaGame for operation in Vietnam.

## **Our Strengths**

### **A Leader in the Online Game Market in China**

We are a leading developer and operator of online games in China as measured by market share, according to iResearch. With the commercial launch of ZT Online Series and Giant Online, our MMO games' popularity has enabled us to attract a large player base, which we believe enriches players' interactive game experience and stimulates the purchase of virtual items and services by our players. The online games operated by the Company collectively had 1,646,000 and 1,572,000 quarterly peak concurrent users and 566,000 and 474,000 quarterly average concurrent users for the years ended December 31, 2008 and December 31, 2009, respectively. We have also received a number of industry awards, including, among others:

Outstanding Internet Culture Enterprise by Ministry of Culture of the People's Republic of China for 2008 and 2009;

Award for Excellent Enterprise by 2009 Game Industry Annual Meeting;

Top 10 Game Developer, Top 10 Game Operator, Award for Chinese Game with Oversea Developments, Special Award of the Year and Love Care Game Enterprise by the 2008 China Game Industry Annual Meeting;

China Best Customer Service and China Best Management Team for Customer Service by Fourth China Best Customer Service Voting for 2008 to 2009;

Original Online Game by 2009 China Online Culture Celebration Ceremony;

2008 China Best Online Game Develop Team awarded by 2008 Digital Interactive Entertainment Industry Annual Voting organized by the Shanghai Municipal Information Commission and the Administration of Press and Publication of Shanghai Municipality;

2007 Customer Service Provider Award by the Ministry of Commerce of the People's Republic of China; 2008 Most Anticipated Online Game (for Giant Online), 2007 Top 10 Game Developer and 2007 Top 10 Game Operator awarded by 2007 Digital Interactive Entertainment Industry Annual Voting organized by the Shanghai Municipal Information Commission and the Administration of Press and Publication of Shanghai Municipality;

2006 Top Popular Online Game jointly awarded by iResearch and *www.xunlei.com*;

2006 Annual Creation Award and Most Impressive Award of 2006 Sina Network Ceremony as voted by website visitors to *www.sina.com.cn*; and

Best Role Playing Game awarded by 2006 Digital Interactive Entertainment Industry Annual Voting organized by the Shanghai Municipal Information Commission and the Administration of Press and Publication of Shanghai Municipality.

### **Strong Product and Technology Development and Enhancement Capabilities for the Chinese Market**

We have strong product and technology development capabilities that have enabled us to develop a leading proprietary technology platform. Our server technology enables a greater number of players to interact with each other in the game environment, which we believe provides our players with an opportunity to experience more intense and varied social interaction than would be possible otherwise. ZT Online, ZT Online



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PTP, ZT Online Classic Edition, ZT Online Green and K III each enable up to 40,000 players to simultaneously interact in the same shard, which we believe is more than most MMO games in China. Giant Online enables up to 1,000,000 players to play concurrently in the same shard.

We believe that our success is also attributable to our strong player first culture and our ability to constantly enhance and update our game features around our free-to-play model and tailor our games to our players preferences. As of December 31, 2009, our Shanghai-based product development team consists of over 724 software engineers, platform engineers and media specialists, most of whom have extensive experience in developing games that appeal specifically to Chinese players. In addition, in the fourth quarter of 2008, we launched Win@Giant, an incubation program designed to attract talented designers, developers and engineers to our team. We have dedicated product development teams for each of our existing and upcoming games, and obtain players feedback and recommendations through various channels, including ideas generated through our Win@Giant incubation program, conducting online surveys, monitoring online discussion forums, conducting real time online and phone discussions with players, and organizing frequent offline player community events whereby we solicit player opinions.

We believe that our ability to rapidly deploy game updates is a critical competitive advantage over other online game companies that operate in China and that rely on foreign partners to develop and produce content and interpret local preferences. We generally provide weekly and quarterly updates to our MMO games. We are also able to avoid the significant costs required to localize the games for the Chinese market that operators of games developed outside of China must incur, including translating the game into Chinese and editing the content to be suitable and appealing to Chinese players.

### **Expertise and Innovation in Free-to-Play Games**

We were one of the first companies in China to operate an MMO game on a free-to-play basis, and we continue to focus on operating and developing games that take advantage of this business model. We believe that the free-to-play model enables us to build quickly a large base of active players, providing us with a large number of potential customers to purchase our virtual items and services. We target China's core audience for online games, which we define as players between the ages of 18 and 40, due to their higher levels of disposable income and their willingness to spend more money on virtual items and services.

We believe that our approach to selling virtual items and services in MMO games in China fosters player loyalty and high ARPU for our core players. For example, in order to build a virtual sword, a player must purchase raw materials that are virtually produced in our game, such as steel and gems, which the player then assembles following the completion of in-game tasks. This build your own virtual items and services feature allows players to personalize their purchased items, closely integrates in-game purchases with game play and permits players to make incremental purchases to enhance virtual items they already own. To expand our base of paying players and convert non-paying players into paying players, in 2007 we were the first Chinese game company to develop innovative virtual items and services such as virtual treasure boxes, which may contain in-game items worth more than the cost of the treasure box itself, and to allow players to hire in-game substitute players, which enables them to raise their characters experience levels without actually playing. Even though we canceled certain in-game monetization features in the third quarter of 2009, such as virtual treasure box, we regularly monitor and analyze in-game behavioral and consumption patterns of our players, which we believe enables us to continue developing innovative virtual items and services that match our players tastes.

## **Extensive Nationwide Distribution and Marketing Networks**

We manage nationwide distribution and marketing networks in China, which build on our management team's extensive experience and proven track record in the consumer goods industry. As of December 31, 2009, our distribution network is composed of more than 290 non-exclusive regional distributors and extends across almost all provinces in China. This network enables us to reach over 116,500 retail outlets, including Internet cafés covering substantially all of the large cities and many of the medium and smaller-sized cities in China. We also work closely with our distributors in an effort to expand our reach.

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In addition, as of December 31, 2009, we have established a nationwide marketing network of over 1,550 liaison personnel. We conduct frequent on-site visits to Internet cafés and which hosts and sponsors local marketing events. We carry out marketing and promotional activities throughout China, enabling us to reach a wide target audience and to introduce our games to new players.

### **Experienced Management Team**

Our management team has extensive experience in China's information technology and consumer goods industries, which we believe enables it to effectively develop, operate, market and support high-quality games. Our team possesses in-depth knowledge of the Chinese market. Mr. Yuzhu Shi, our founder, chairman and chief executive officer, has 20 years entrepreneurial experience, including five years of experience in the interactive entertainment market. Mr. Shiliang Song, our chief technology officer, has been in the software industry for nine years, and has been with us since our inception. Mr. Hui Yuan, our vice president of southwest China research and development, has 15 years of experience in the software industry, and has been with us since our inception. Ms. Wei Liu, our president, has been with us since 2007 and has worked with certain members of our key management team for more than 16 years. Mr. Lv Zhang, our vice president of corporate asset, game maintenance and care and customer services, has been with us since our inception and has 25 years of experience in the software industry. Several core members of our management team, including Mr. Yuzhu Shi, Ms. Wei Liu, Mr. Lv Zhang, Mr. Yongjun Fei, our vice president of office administration and legal center, and Mr. Yonghua Lu, our vice president of sales and marketing, have worked together for approximately 16 years. The collective and complementary experience of our management team has contributed to our rapid growth and the successful execution of our strategies and is critical to our future success.

### **Our Strategies**

Our objective is to become the largest online game developer and operator in Asia. Our business strategies include the following:

#### **Expand and Enhance Our Product Offerings**

We will continue to invest in the development of high-quality games that offer compelling game play and engaging storylines to attract and retain large player bases. We intend to focus our near-term development efforts on generating a select number of leading games in specific high-growth MMO game genres, including fantasy, medieval and science fiction. In addition, we will continue to explore opportunities to purchase or license promising third party games such as K III, Elsword and Allods Online, or penetrate the online game market through our Win@Giant incubation program, which has developed our first casual MMO game, My Sweetie. We also intend to continue to expand our technological infrastructure and sales and marketing capabilities, and accumulate further game development and consumer expertise, to become a more effective and vertically integrated developer and operator of online games.

We intend to continue to focus on updating our existing MMO games. We will continue to develop weekly and quarterly updates for our games to include such features as new maps, virtual items and services. We also intend to promote customer service initiatives, including the collection and application of customer feedback in order to further enhance players' game experiences.

#### **Enhance Interactive Community Features to Attract New Players and Increase Player Loyalty**



In order to attract new players and to increase the loyalty of our current community of players, we intend to enhance the range and quality of our game-related services and to provide additional interactive community features. More specifically, we will focus on expanding our virtual community by hosting blogs, enhancing our instant messenger service and using other tools to strengthen communication and interaction within our player base. In the third quarter of 2008, we acquired a 25% interest in 51.com, which we believe to be the one of the largest social networking websites in China. We plan to enable players of our existing games to use their prepaid game points and the experience points they earned in our existing games to develop their characters in our future games.

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### **Expand Our Player Base in China and in International Markets**

We plan to broaden our player base by attracting users in medium and smaller-sized cities in China, where approximately a third of China's population resides and where we believe fewer online game options are available. The minimum connection speed required to play ZT Online is 10 Kilobits per second, which connection speed we believe is available in many such medium and smaller sized cities. To expand to these cities, we intend to further expand our nationwide distribution network. We believe that these expanded networks will enable us to enlarge our nationwide player base. In order to properly manage and sustain our increased distribution and marketing efforts, we plan to improve our monitoring and inspection systems, substantially enlarge our marketing staff and increase local relationships and marketing/promotional expertise. In addition, we will continue to look for opportunities that will allow us to take advantage of emerging payment and distribution channels.

To broaden our user base, we have implemented a segmentation strategy for our ZT Online Series, whereby we offer multiple versions of ZT Online games to cater to gamers of various spending preferences. In addition, we have recently diversified our product portfolio into additional game genres. We began with only hardcore MMORPGs focusing on combat, such as ZT Online and Giant Online, but during 2009 we launched our first casual MMORPG, My Sweetie, and our first webgame, The Golden Land. In 2010, we plan to launch our first advanced casual game, Elsword.

We additionally have licensed ZT Online to Lager Network Technology, Inc., or Lager Network, for operation in Hong Kong, Macau, Taiwan, Malaysia and Singapore, granted an exclusive license to VinaGame to operate ZT Online in Vietnam, and granted an exclusive license to Astrum Nival to operate ZT Online in the Russia and other Russian speaking territories. We may expand our player base by working with local game operators to selectively offer our games to other markets, particularly South Korea, Japan and countries in Southeast Asia. We believe that these countries generally have large populations of existing online game players and advanced technology infrastructure, which represents an opportunity for us. We will also continue to develop games, such as The Golden Land, our first webgame, that may be suitable for operation in additional international markets as well.

### **Strengthen Our Technology and Operational Platforms**

We will further strengthen our content delivery infrastructure technology in order to continuously enhance the operating quality and stability of our games and deliver a superior player experience. We believe that our continued investment in the development of new operating and network technologies will enable us to provide a feature-rich and highly scalable game platform. For a discussion of related capital expenditures incurred in 2009, see Operating and Financial Review and Prospects Capital Expenditures.

We also intend to continue our investment in game testing and quality control systems, which we believe are critical in ensuring the highest level of user satisfaction and supporting the growth of our player community. In addition, we plan to streamline our Internet data center management processes to optimize server resource allocation and enhance network reliability. Furthermore, we plan to continue investing in systems to mitigate the potential threat of account fraud, cheating and hacking.

### **Continue to Attract and Retain Quality Development Talent**

We intend to continue to aggressively recruit and acquire high-quality game development personnel by leveraging the business success of ZT Online and our innovation-focused corporate culture. We plan to target seasoned technology experts with proven game development expertise and the ability to build proprietary infrastructure and development

tools. To achieve this goal, we also plan to actively evaluate potential acquisition opportunities of proven game development studios and teams. As a result, in the first quarter of 2009 we introduced Win@Giant, our incubation program designed to attract talented designers, engineers, developers and potential partners to us. Additionally, we intend to provide our employees with appropriate incentives to motivate and reward strong performance, such as providing advancement opportunities, training, a more flexible working environment and an employee incentive plan. We organize different kinds of on-the-job training for employees at different levels, such as introductory training for new entry employees and advanced management training for senior management.

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## **Pursue Opportunities for Acquisitions, Strategic Joint Ventures and Opportunistic Investments**

We intend to selectively acquire other online game businesses that we view to be complementary to our own, particularly game development studios in China, to broaden our technology platform, expand our product development team and obtain access to other valuable resources. We also intend to establish relationships with and pursue strategic investments in successful companies in other industries that may complement our business and broaden our player base. For example, in the third quarter of 2008 we acquired a 25% interest in 51.com, a leading Chinese social networking site. Additionally, in the third quarter of 2009, we made an additional investment in Mobile Embedded Technology Inc., a mobile platform operating company, which also provides games on mobile phones and other mobile value added services. We believe our strong understanding of the Chinese online game market, extensive player base, leading technology platform and proven product development capability will be attractive to leading international interactive entertainment companies that seek to enter the Chinese market. We may consider strategically partnering with leading interactive entertainment developers to identify game designs that may be suitable for the Chinese market, and engage in joint development efforts to localize popular foreign games for that market.

## **Our Games**

We currently operate several MMO games, all of which were either developed internally by us or has been acquired by us. We commercially launched our first free-to-play MMO game, ZT Online, in January 2006. We commercially launched ZT Online PTP, our first pay-to-play MMO game, and Giant Online, our second free-to-play MMO game, in the fourth quarter of 2007. In the third quarter of 2008 we also introduced ZT Online Classic Edition, a version of ZT Online aimed at regaining players who preferred the monetization structure of ZT Online in 2006. We have acquired the intellectual property rights to K III, which was developed by Lager Network, a Taiwan-based game developer, and launched the game in China in the fourth quarter of 2009. In the first quarter of 2008, we also acquired an exclusive license from Empire of Sports Ltd. to operate our fifth online game, EOS, in China, but intend to terminate the license of EOS by the third quarter of 2010. We commercially launched two free-to-play games, ZT Online Green and My Sweetie, and introduced K III, XT Online and The Golden Land in the second half of 2009; and we plan to commercially launch Dragon Soul and ZT Online II in 2010. We are currently in the process of internally developing our next MMO game, ZT Online II, the upcoming sequel to the Company's flagship game, featuring brand new 2D graphics with vivid background and artwork, enriched gameplay and a more balanced in-game economy. Small-scale engineering testing began in the first quarter of 2010, with positive feedback from testing participants. ZT Online II is expected to begin limited closed beta testing in the third quarter of 2010. In December 2009, we signed an exclusive agreement with KOG of South Korea Co., Ltd., or KOG, to operate Elsword in mainland China. In January 2010, we acquired an exclusive license to operate Allods Online, in mainland China and intend to launch Allods Online in 2011. Furthermore, we launched in the second half of 2009 our first casual MMO game, My Sweetie, the first project developed through our Win@Giant incubation program.

While each of our games is unique, they share certain broad characteristics, including the following:

**Target Market.** Each of our MMO games is targeted at China's core audience for online games, which we define as players between the ages of 18 and 40. We believe that members of this demographic generally have greater disposable income and are more willing to spend money to improve their characters' standing in the game. We also believe that our ability to effectively target this lucrative market segment has enabled us to earn high ARPU.

**Interoperability.** Our MMO games have a high degree of interoperability, meaning that a player may access all of our games through a single account. We also intend to introduce a function enabling players to accumulate experience points for multiple games simultaneously.

### **The ZT Online Series**

ZT Online, or Zheng Tu in Chinese, is a two-dimensional online role-playing game set in ancient China, and was the first game that was wholly developed by our internal product development team. ZT Online players assume one of five different roles, including soldiers and magicians, in 10 different

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kingdoms. Players develop skills, use magical weapons and team up with other players to fight against monsters and players from other kingdoms. Revenues from the ZT Online Series accounted for most of our net revenues in 2007, 2008 and 2009.

In order to play ZT Online, players must log into one of multiple shards, or independent copies of the game world. Players can only interact with other players in his or her respective shard at any given time, but our technology allows players to travel among the different shards. We have developed proprietary technology for use in ZT Online that allows up to 40,000 players to play together in a single shard at any given time, which we believe is higher than many of the other MMO games currently operated in China.

ZT Online is free of charge to play. Players may purchase physical or virtual prepaid game cards and game points on our official game website or from Internet cafés and other distribution points which allow their characters to obtain gold coins, one of the currencies used in the ZT Online game. Players may also earn silver coins for their characters when they successfully fulfill tasks or adventures in the game world. The game also has gold coin vouchers, which are offered both as a salary to players who meet certain requirements and as a reward in connection with certain of our promotions. Gold coin vouchers are not exchangeable for gold coins or silver coins, and can only be used by players to purchase certain specified and non-transferable virtual items and services. Players may trade silver coins for gold coins, and vice-versa, inside the game. Neither gold coins, gold coin vouchers, nor silver coins may be used by players to purchase any items or services outside of the ZT Online game. However, certain players make use of third party auction websites to sell their game accounts, which may include gold coins, gold coin vouchers and silver coins, for real money. See Risk Factors Risks Relating to Our Business and Industry Enhancements and rules changes to our games have resulted, and may continue to result, in players deciding not to play our games or making legal claims against us, which could materially and adversely affect our business, results of operations and financial condition.

ZT Online allows players to purchase a wide range of virtual items and services for their characters using their gold and/or silver coins. These include weapons, clothing, pets, ceremonies and rites, and many others. Some virtual items are consumed at a predetermined rate or otherwise have limitations on repeated use, for example a magic shield that can only be carried for seven days or medicine that can only be consumed once, while others may continue to exist for an undetermined time until receiving a certain amount of damage in the game from battle and other causes. Weapons may be repaired or replaced by purchases of certain in-game raw materials or by payment of additional gold or silver coins.

ZT Online offers an uninterrupted play experience, where players can choose to enter the game 24 hours a day, seven days a week. ZT Online can be accessed from any location with an Internet connection. We believe that substantially all ZT Online players access the game from PCs located at home or at Internet cafés.

We commercially launched ZT Online in China in January 2006. In 2006, ZT Online was ranked by IDC as the most popular online game in China, as determined by players' votes. We have licensed ZT Online to Lager Network for operation in Hong Kong, Macau, Taiwan, Malaysia and Singapore, licensed ZT Online to VinaGame for operation in Vietnam, and licensed ZT Online to Atrum Nival for operation in the Russia and other Russian speaking territories. We have obtained a software export contract registration license from the Ministry of Commerce in connection with ZT Online.

### **ZT Online Classic Edition**

In the third quarter of 2008 we introduced ZT Online Classic Edition, a version of ZT Online for players who prefer the original monetization features of ZT Online.

**ZT Online Green Edition**

In the third quarter of 2009, we introduced ZT Online Green, another version of ZT Online that features an enhanced in-game economy to benefit lower spending and non-paying accounts, along with additional maps, skills, items, etc.

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### **ZT Online PTP**

ZT Online PTP is the first pay-to-play MMO game developed by us, and is based on the ZT Online free-to-play game. As in ZT Online, players assume one of five different roles in 10 different kingdoms. ZT Online PTP also requires players to log into one of multiple shards while enabling players to travel between different shards.

Unlike ZT Online, however, ZT Online PTP requires players to pay to play the game by purchasing physical or virtual prepaid game cards on our official game website or from Internet cafés and other distribution points. Virtual items and services are not sold in the game, and therefore players must focus on building up their characters' experience to advance in the game.

ZT Online PTP shares the same graphics and system requirements as ZT Online. We commercially launched ZT Online PTP in the fourth quarter of 2007.

### **Giant Online**

We believe that Giant Online is one of the first modern-era military-themed MMO games developed in China. Giant Online players may assume one of 14 different roles, such as detectives and spies. As with ZT Online, the game world in Giant Online is divided into numerous regions. Each player must guide his or her character to develop skills and cooperate with other players to fight against players from other regions.

Giant Online features multiple shards and also enables players to travel between different shards. Giant Online enables up to 1,000,000 players to concurrently play in the same shard.

In addition to the functions that traditional MMO games provide, we believe that Giant Online offers a variety of other features and functions that enhance players' entertainment experience. Players can equip their characters with a range of modern weaponry. Apart from waging war, characters can also engage in various forms of in-game social interaction, such as friendship and even romance.

Giant Online enables players, and groups of players, to purchase a wide range of virtual items and services. See Information of the Company Our Games ZT Online. These virtual items and services include weapons, vehicles and pets. We intend for Giant Online to be the free-to-play MMO game in China with the most affordable virtual items and services.

Giant Online is a 2.5 dimensional game, meaning that the background and items in the game are depicted three dimensionally, while the characters are depicted two dimensionally. Although 2.5 dimensional games typically require more computing capacity than two dimensional games such as ZT Online, our product development team has developed server software that effectively offsets technical restraints and facilitates the development of a larger player base.

We commercially launched Giant Online in the fourth quarter of 2007 and began open beta testing in the first quarter of 2008. We have obtained game content approval from the Ministry of Culture for Giant Online.

### **King of Kings III**

We acquired the intellectual property rights to K III from Lager Network in the third quarter of 2007. See Information of the Company Intellectual Property. We commenced closed beta testing for K III in the fourth quarter of 2009 and launched the game into open beta testing in the second quarter of 2010. K III is a three-dimensional online



role-playing experience set in a European-style magical world. Players assume the roles of K III heroes as they explore across a virtual world of forests and medieval cities and castles. K III is the third installment of the King of Kings series of MMO games, which was launched in Taiwan in 1999, and which we believe was the first MMO game series to be operated in greater China.

In order to operate K III in China, we are required to comply with a set of regulatory requirements, including the procurement of certain permits and approvals. We obtained game content approval from the Ministry of Culture and publication approval from the General Administration of Press and Publication in connection with K III in 2009, registered with the State Copy Bureau of China for K III and completed the registration with the Ministry of Information Industry in connection with K III.

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### **My Sweetie**

My Sweetie is a 2.5D free-to-play casual MMO game, which allows players to create virtual characters, raise virtual pets on their PC desktops and go online to interact with other virtual pet-owners. It is the first project developed from the Win@Giant program. My Sweetie was commercially launched in the second half of 2009.

### **XT Online**

XT Online is a 2.5D ancient Chinese martial arts MMORPG. Users practice different schools/styles of martial arts to become masters, with a focus on brotherhood and trust-building among other martial artists. XT Online entered into limited closed beta testing in the fourth quarter of 2009 and into closed beta testing during the second quarter of 2010.

### **The Golden Land**

The Golden Land is a medieval strategy webgame. The Golden Land entered into limited closed beta testing in the fourth quarter of 2009 and is planned to be jointly operated by various domestic internet websites in 2010.

### **Future Games**

In addition to ZT Online series games, Giant Online, K III, XT Online, The Golden Land and My Sweetie, we have another two MMO games in development, the ZT Online II and Dragon Soul. In addition, in late 2009 and early 2010 we signed an exclusive agreement to operate Elsword and Allods Online in mainland China.

### **ZT Online II**

ZT Online II is an internally-developed 2-D sequel to ZT Online. ZT Online II features enriched gameplay with enhanced 2D graphics, new roles, different types of quests and a revised economic system. The majority of ZT Online II's basic game design is now complete and ZT Online II is slated to undergo closed beta testing beginning in the third quarter of 2010. We are in the process of obtaining game content approval from the Ministry of Culture and publication approval from the PRC General Administration of Press and Publication for ZT Online II.

### **Dragon Soul**

Dragon Soul is a 3D ancient Chinese PK MMORPG developed by Giant's internal R&D team based in Chengdu, Sichuan. The game utilizes a self-developed 3D engine, featuring realistic lighting and maps with no boundaries. The game begun engineering testing in the fourth quarter 2009.

### **Allods Online**

In January 2010, we entered into an Exclusive Agreement with Mail.Ru Inc., or Mail.Ru, pursuant to which we are authorized to operate Allods Online in mainland China in 2010. Allods Online is a free-to-play MMO role-playing game developed by Astrum Nival, a studio owned by Mail.Ru. Allods Online is currently operated in the Russian speaking markets, and is under closed beta testing in Europe and United States. Over the coming months, we will localize and tailor Allods Online to Chinese gamers' preferences and anticipate a commercial launch in 2011.

## **Elsword**

In December 2009, we signed an exclusive agreement with KOG to operate Elsword in mainland China. Elsword is a 3D side-scrolling, advanced casual MMO game and is currently expected to begin engineering testing in the second half of 2010.

## **Operation of Our Games**

Our platform support team and our maintenance team presently consist of a total of approximately 71 personnel, and are responsible for managing our game platform and our games in-game environments, respectively.

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We rely on our platform support team to maintain and upgrade our approximately 4,838 servers in 200 server groups located in Internet data centers in eight cities throughout China. We employ platform support personnel at the locations where our server groups are housed, and therefore are able to resolve any hardware or software issues generally within several hours or less.

Our maintenance team supervises our games in-game environments to ensure that Internet connection and data transmission are adequate and that game features are functioning properly and also to police against harmful or illegal behavior by players. We also use input from our maintenance team when developing game updates and enhancements.

## **Game Development and Enhancement**

We intend to expand our product offerings by continuing to develop additional MMO games internally. We have a core product development team that is responsible for developing new games. We also maintain dedicated teams for each existing game that develop updates such as new virtual items and services for their respective games. We believe that these updates improve our games appeal and help maintain their marketability. We derive many of our game development and enhancement ideas from our players by maintaining multiple channels whereby we obtain our players ideas and feedback. These include online surveys, online discussion forums, instant messaging and our 24-hour telephone hotline. We also introduced the Win@Giant incubation program in the first quarter of 2009 in order to solicit feedback and proposals from talented designers, engineers, developers and potential partners to us. In addition, we frequently organize offline player community events whereby we solicit player opinions. We also have a team of dedicated market researchers headed by our chief executive officer and chairman of the board, Yuzhu Shi, that play almost all of the major MMO games presently being operated in China. This team keeps the management team informed of trends and innovations in the industry, and also monitors community interaction in other MMO games as a source of reference and ideas from a wider spectrum of players.

## **New Game Development**

We generally require approximately 18 months to develop and commercially launch each new MMO game, from the initial proposal of the game to completion of open beta testing. The process is typically initiated by our management team, which analyzes the feasibility of each new game idea that we develop internally, and either approves further development of that idea or discards it. Game ideas that are approved by management are presented to our planning department, which presently consists of 119 employees as of December 31, 2009. The planning department then creates a game development plan, which consists of the proposed storyline, technical parameters and baseline artwork.

We assemble a dedicated development team for each new game that we propose to develop. Our development team presently has more than 724 members, including software programmers, platform technicians and media specialists.

Most of our software programmers and platform technicians have extensive gaming and software development experience.

We rely on our quality control department at each stage of a new game s development to ensure the game s quality and playability. Our quality control team presently consists of approximately 27 individuals as of December 31, 2009, most of whom have university or graduate degrees.

Most members of our development teams have extensive experience relating to online games operated in China, which we believe enables us to develop games that appeal to Chinese online game players. We plan to continue to invest in, and significantly expand, our game development capabilities.

## **Existing Game Enhancement**

Unlike many other operators of MMO games in China, we develop most of our MMO games, including ZT Online Series and Giant Online, and related updates internally and, therefore, do not need to spend time and resources to localize them for play in China. This enables us to develop games and updates relatively quickly.

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We typically release daily, weekly, monthly and quarterly updates and expansion packs. Expansion packs are large updates for the games and include many new features. Expansion packs require several months to develop. Our monthly and quarterly updates include features such as new maps and virtual services and items. These updates are typically electronically distributed through our official game website, and through our marketing network in the form of DVD-ROM disks. Quarterly updates require approximately one to two months for us to develop. We also distribute daily bug fixes and weekly updates, which on average require three days for us to develop.

## **Distribution and Marketing**

### **Distribution**

We maintain an official game website dedicated to our MMO games, and we distribute our MMO game software to players for free via that website. We also distribute our free MMO game software on data DVD-ROM disks at selected Internet cafés.

We distribute our physical prepaid game cards and virtual prepaid game cards through our distribution network and also distribute virtual prepaid game cards through our official game website. Our physical prepaid game cards expire two years after printing, and our virtual prepaid game cards expire one year after issuance.

### **Distribution Network**

As of the fourth quarter of 2009, our distribution network currently includes more than 290 non-exclusive regional distributors. Our distributors purchase our prepaid game cards from us at a pre-set discount. They subsequently resell our prepaid game cards to retail outlets and sub-distributors, who distribute them to Internet cafés, newsstands, convenience stores, software stores and book stores. We require full payment prior to delivery of prepaid game cards to distributors. We provide refunds for unsold inventory after six months under certain circumstances, but only to the extent that the inventory has not already expired. We have not had any refund requests from distributors since we commercially launched our first game in January 2006. We offer distributors a volume-related incentive upon the consummation of sales which is payable every six months in the form of prepaid game cards. We also provide distributors with monthly and annual performance-based bonuses, which have not been significant.

We generally enter into an annual distribution agreement with each physical and virtual prepaid game card distributor for a designated sales territory. Our distribution agreements contain both pre-set sales targets and pre-set penetration targets, whereby distributors are required to sell our prepaid game cards in a minimum number of Internet cafés in its designated sales territory. We also require that each distributor work closely with and support our marketing team and its activities. Our distribution agreements are not exclusive, and do not prohibit our distributors from working with our competitors.

### **Licensing of Our Games**

We have licensed ZT Online to Lager Network for operation in Hong Kong, Macau, Taiwan, Malaysia and Singapore under a license agreement which extends to November, 2012. Under our license agreement, we allow Lager Network to exclusively operate, promote, service, sub-license (excluding Taiwan) and distribute our games and game-related products in Hong Kong, Macau, Taiwan, Malaysia and Singapore. In return, we are entitled to ongoing usage-based royalties, which are based on the volume of consumption of game points by players with game accounts registered with Lager Network. Lager Network is responsible for the sales and marketing of ZT Online in Hong Kong, Macau,

Taiwan, Malaysia and Singapore. Lager Network is also responsible for maintenance of the network infrastructure and customer service. We are responsible for the technical support for the operation of ZT Online, including providing upgraded versions and periodic updates of our game.

We have also licensed ZT Online to VinaGame, for operation in Vietnam pursuant to a license and distribution agreement which expires at the third anniversary of the date when VinaGame commercially launches ZT Online in Vietnam. Under our license agreement, we allow VinaGame the exclusive rights to service marks, trade and business names, logos, slogans, characters, game titles or other properties used on or in association with ZT Online. In return, we are entitled to ongoing usage-based royalties determined based on the volume of consumption of game points by player with game accounts registered with VinaGame and are payable to us by VinaGame in accordance with a mutually agreed schedule.

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We have also licensed ZT Online to Astrum Nival, an online game operator and publisher in Russia, for operation in the Russian Federation and other Russian speaking territories according to an online game license agreement which expires at the third anniversary of the date of the commercial launch. Under the license agreement, Astrum Nival is entitled to exclusively operate ZT Online in Russia and other Russian speaking territories and use the trademarks associated with the game as granted. We are responsible for the technical support for the operation of ZT Online, including providing periodic updates of the game and patches for curing technical errors.

### **Direct Online Sales**

We sell virtual prepaid game cards directly to players through our official game website using an online payment system jointly supported by China Union Pay (a system provided by Shanghai ChinaPay E-Payment Service Co., Ltd), China PnR (a system provided by Shanghai China Payment and Remittance Network Technology Co., Ltd), China Alipay (a system provided by Alipay.com Co., Ltd) and China 19Pay (a system provided by Beijing Speedpay Technology Co., Ltd) that facilitate online payment from most major commercial banks within China. China Union Pay, China PnR and China Alipay charge us service fees of 0.45%, 0.45% and 0.40%, respectively, on our direct sales, which are significantly less than discounts and volume-related incentives given to distributors.

### **Marketing**

As of December 31, 2009, we employed approximately 1,550 liaison personnel in provincial capitals and special municipalities in China. We significantly reduced our sales and marketing staff during 2009 from over 1,800 staff at December 31, 2008 to approximately 1,550 by the end of our last fiscal year due to a reduction in marketing campaigns and tighter cost controls. In the near-term, we intend to keep our number of liaison personnel at current levels. We advertise our games on Internet portals such as Tencent.com, 17173.com and Sina.com. Our Internet advertisements link visitors directly to our game website, where they can register to play our games.

Our marketing team organizes promotional events at Internet cafés throughout China. These mainly consist of renting out portions of Internet cafés for players to play our games for free. We believe that this exposes our games to a larger audience and enables us to expand our player base. We also promote our games by distributing marketing posters and promotional souvenirs such as cell phone straps to Internet cafés that are part of our distribution network. We believe that these are effective strategies to reach a broad audience because a large number of our players access our games in Internet cafés and our distribution network includes more than 101,000 Internet cafés.

We organize in-game promotional events, such as lucky draws, which we believe encourages the development of virtual communities among our players, increases player interest in our games and introduces players to new features of our games. Moreover, we frequently post in-game announcements to promote new features and other improvements to our games and to announce our in-game events.

Due to the social appeal of online games, word-of-mouth is also a major channel for promoting our games. One of our ongoing marketing strategies is to continue to build our player base and nationwide distribution network to retain our existing players and attract new players.

### **Pricing**

We sell prepaid game cards through our distributors and game points through our official game website that enable players to purchase virtual items and services for their characters in our games. Each prepaid game card contains a unique access code and password that enables players to add value to their game account. Currently, prepaid game



cards and game points may only be used to play one of our online games, although a player may choose which game account, among all accounts held by the player, to apply the prepaid game card or the game points. Players use their prepaid game cards or game points to purchase gold coins, which can then be used to purchase a particular virtual item or service.

The prepaid game cards offered by our distributors are sold in a variety of denominations, from RMB10 (approximately US\$1.47) to RMB468 (approximately US\$68.60). Purchasers can also purchase virtual prepaid game points on our official game website for any whole number denomination, starting at a minimum of RMB15 (approximately US\$2.20).

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We generally develop a pricing curve to set the retail prices for the virtual items and services that we offer in our games. Pricing curves are developed primarily based on the magnitude of the advantage to the player's character that the virtual item or service represents, demand for the virtual item or service, user game playing and payment patterns, and game development costs. Since the commercial launch of ZT Online in January 2006, we have tracked and accumulated player data from our games, which provides us with an extensive database to analyze player patterns and to establish pricing curves for particular types of virtual items and services in the game.

## **Customer Service**

We regard customer service as one of our key marketing tools and we are committed to providing prompt responses to our players' inquiries. We provide service to our customers through four principal channels:

our call center, which serves our customers 24 hours per day, seven days per week;  
instant messaging;  
dedicated online discussion forums; and  
e-mail.

Examples of services we provide include addressing problems in adding game points to game accounts with prepaid game cards, retrieving forgotten passwords and recovering lost game accounts, virtual items and in-game characters. In addition, we also investigate and address irregularities in game operation reported by players, including eliminating cheating programs that are used by players to enable their game characters to acquire superior in-game capabilities.

As of December 31, 2009, our dedicated customer service team included 319 employees. With the growth of our player base and the expansion of our game portfolio, we expect to continue to expand the size of our customer service team. In addition to providing customer service to our players, our representatives also collect player comments and generate weekly reports for our management and operations that summarize important issues raised by players as well as how such issues have been addressed.

## **Our Proprietary Technology**

As a developer of MMO games, we have focused our technology development efforts on making our games truly massively multiplayer. These efforts have resulted in proprietary server technology that enables a greater number of players to simultaneously interact in our games. This technology allows us to cluster together a number of servers to create greater capacity for each of the shards in which our players' characters exist. For example, in ZT Online, ZT Online PTP and K III up to 40,000 players are able to interact in a single shard, which we believe is more than most other MMO games in China. We have recently developed even more advanced proprietary server technology in connection with Giant Online that we believe will enable up to 1,000,000 players to interact in the same shard.

## **Operational Infrastructure**

We believe we have reliable and secure operational infrastructure to fully support our current and planned online games. As of December 31, 2009, our server network for our game operations consisted of approximately 4,838 servers in 200 server groups with the capacity to accommodate up to six million concurrent online users. These servers, all of which are owned by us, are located at Internet data centers in seven major cities in China, including Shanghai, Beijing, Shenzhen, Xi'an, Tianjin, Zhengzhou and Nanjing, each of which has a fully redundant power supply and diesel power generator backup.

We directly access the Internet backbone network via 82 gigabyte bandwidth lines jointly supplied by China Telecom and China Netcom. Our primary hardware suppliers include Hewlett-Packard, Huawei, Cisco and Network Appliance, and we have entered into agreements with each of them for warranty and maintenance services for our hardware platform. As of December 31, 2009, we employed 143 technical support staff to maintain our current technology infrastructure and develop new software features to further enhance the functionality of our management and security systems.

We take stringent measures to ensure the security of our players' data on our servers. We have successfully obtained ISO 27001 certification, which relates to all forms of information security.

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## Competition

We compete principally with the following three groups of competitors in China:

domestic online game developers and operators in China, including CDC Corporation, Nineyou International Limited, Kingsoft Corporation, Perfect World Co., Ltd., Changyou.com Limited, Shanda Interactive Entertainment Limited, Tencent Holdings Ltd, Net Dragon and The9 Limited;  
major Internet portal operators in China, including NetEase.com, Inc. and major Chinese Internet portals, 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; and  
overseas online game developers, including Blizzard Entertainment and Webzen Inc., etc.  
Our MMO games are currently competing with, among others, the following MMO games in China:

Fantasy Westward Journey, developed and operated by NetEase.com, Inc.;;  
World of Warcraft, developed by Blizzard Entertainment and operated by NetEase.com, Inc. in China;  
Tian Long Ba Bu, developed and operated by Changyou.com Limited;  
Zhu Xian, developed and operated by Perfect World, Co., Ltd.; and  
MIR, developed and operated by Shanda Interactive Entertainment Limited.

Our existing and potential competitors may compete with us in marketing activities, quality of online games, and for our 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 Business and Industry We face significant competition, which could reduce our market share and adversely affect our business, financial condition and results of operations.

## Intellectual Property

Our intellectual property is an essential element of our business operations. Our intellectual property rights include trademarks, domain names associated with the name Zheng Tu and ztgame in China and copyright and other rights associated with our websites, technology platform, self-developed software and other aspects of our business.

We rely on copyright, trademark, trade secret and other intellectual property law, as well as non-competition, confidentiality and license agreements with our employees, suppliers and business partners to protect our intellectual property rights. Our employees are generally required to enter into agreements under which they undertake to keep confidential all information relating to our methods, business and trade secrets during, and for two years after, the period of their employment with us.

We are the registered owner of the following software copyrights in China, each of which we have registered with the State Copyright Bureau of China:

Registered Software	Copyright Owner
ZT Online Software Version 1.0	Shanghai Zhengtu Information Technology Co., Ltd.
ZT Online Software Version 2.0	Shanghai Zhengtu Information Technology Co., Ltd.
Zhengtu Consolidated User Platform Software Version 1.0	Shanghai Giant Network Technology Co., Ltd.

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Giant Online Software Version 1.0	Shanghai Zhengtu Information Technology Co., Ltd.
ZT Online Software Version 3.0	Shanghai Zhengtu Information Technology Co., Ltd.
ZT Online II Software Version 1.0	Shanghai Zhengtu Information Technology Co., Ltd.
ZT Online Software Green Edition	Shanghai Zhengtu Information Technology Co., Ltd.
King of Kings III Software Version 1.0	Shanghai Zhengtu Information Technology Co., Ltd.
My Sweetie Software Version 1.0	Shanghai Zhengtu Information Technology Co., Ltd.
The Golden Land Software Version 1.0	Shanghai Zhengtu Information Technology Co., Ltd.
XT Online Software Version 1.0	Hangzhou Snow Wolf Software Co., Ltd.
Dragon Soul Software Version 1.0	Shanghai Zhengtu Information Technology Co., Ltd.

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We own the rights to over 26 domain names, including our official websites and domain names registered in connection with ZT Online.

As of December 31, 2009, we own 20 registered trademarks in total and are in the process of applying for the registration of 277 trademarks in China and 151 trademarks overseas. Despite our precautions, it may be possible for third parties to obtain and use our intellectual property. Unauthorized use of our intellectual property by third parties, and the expenses incurred in protecting our intellectual property rights, may adversely affect our business. See Risk Factors Risks Relating to Our Business Unauthorized use of our intellectual property by third parties, and the expenses incurred in protecting our intellectual property rights, may adversely affect our business.

We purchased the intellectual property rights to the MMO game K III from Lager Network pursuant to a letter of intent executed in May 2007 and a supplemental agreement executed in July 2007. Pursuant to these arrangements, Lager Network perpetually assigned to Zhengtu Information all worldwide rights, title and exclusive license to the computer source code, generic code, game engine, graphic materials, artwork, story lines, music, sound effects, documentation and all other materials related to K III. This includes all patents, patent applications, trademarks, trade names, trade secrets, processes, compositions of matter, formulas, designs, inventions, proprietary rights, know-how and any other confidential or proprietary information embodied by K III, except for certain patents that have been perpetually licensed to Zhengtu Information by Lager Network. Pursuant to the supplemental agreement, we have all rights in any improvements we make to, or any derivative works we make from, K III. Furthermore, Lager Network is required under the supplemental agreement to provide us with maintenance and technical support for K III indefinitely, and assigns to us in advance any improvements to K III developed by it in the course of providing technical support and maintenance. In consideration for this transfer of K III and its related rights to us, we issued 4,000,000 of our ordinary shares to Lager Network's indirect shareholder, Huth Group Limited.

We entered into a Long Form Agreement with Empire of Sports Ltd. or EOS Ltd. on February 6, 2008 with regard to the licensing of the MMO game EOS. Pursuant to the Long Form Agreement, EOS Ltd. granted to Zhengtu Information an exclusive and non-transferable license in China to any software developed or licensed by EOS Ltd. or F4 SA to operate and/or support the operation of EOS, any variation of such software made by or on behalf of EOS Ltd or F4 SA, and any documentation provided by EOS Ltd. to Zhengtu Information in relation to such software (EOS Software). In addition, EOS Ltd. granted to Zhengtu Information a co-exclusive, non-transferable license to reproduce and use the EOS Ltd. company name and logo, certain trademarks of EOS Ltd. and certain copyrighted materials owned by or licensed to EOS Ltd. Furthermore, Zhengtu Information was granted a co-exclusive, non-transferable license to modify the manuals and other documents related to the EOS Software as shall be necessary to create appropriate end user documentation for the installation and use of the EOS Software in China. Pursuant to the Long Form Agreement, EOS Ltd. is required to provide Zhengtu Information maintenance support at no additional cost and technical support at no additional cost for the initial five to six months and at a cost to be discussed by the parties beyond the initial period. The Long Form Agreement will expire on September 15, 2011 and is unilaterally renewable by Zhengtu Information. In consideration for the distribution license, we will pay a fixed upfront fee in installments and certain royalties calculated based on our end user revenue attributable to EOS. However, we intend to terminate the license of EOS by the third quarter of 2010 as our internal evaluation indicated that EOS may not be as widely accepted by PRC players as originally expected. In May 2010, we notified EOS of our intent and the negotiation with EOS is expected to complete in the third quarter of 2010.

In addition, in December 2009, we signed an exclusive agreement with KOG to operate Elsword in mainland China. The game is currently expected to begin engineering testing in the second half of 2010.

In January 2010, we entered into an Exclusive Agreement with Mail.Ru pursuant to which we are authorized to operate Allods Online in mainland China in 2010. Allods Online is currently operated in the Russian speaking

markets, and is under closed beta testing in Europe and United States. Over the coming months, we will localize and tailor Allods Online to Chinese gamers' preferences and anticipate a commercial launch in 2011.

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### **Insurance**

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

Besides the legally required social insurance, we maintain commercial health insurance and life insurance coverage for all our employees and executive officers. In addition, we maintain directors and officers (D&O) insurance offered by Marsh (Hong Kong) Limited.

### **Facilities**

Our principal offices, encompassing substantially all of our operations, are located on premises comprising approximately 11,500 square meters in an office building in Shanghai, China under certain leases that expire in April, 2010 and April, 2013, respectively. We lease all of our premises in mainland China from unrelated third parties. We also leased office space from a related party, Prexton Investment, in Hong Kong SAR for the operations of the Company and Giant HK. The lease expired on May 30, 2010. The Company's existing office is planned to be relocated from Puyuan Technology Park in Xuhui District to new sites at Yishan Road in Xuhui District and at Chongkai Road in Songjiang District in the second half of 2010.

We believe our existing facilities are adequate for our current requirements and that additional space can be obtained on commercially reasonable terms to meet our future requirements.

### **Legal and Administrative Proceedings**

We may from time to time become a party to various legal or administrative proceedings arising in the ordinary course of our business.

On November 26 and December 20, 2007, Pyramid Holdings, Inc. and Rosie L. Brooks, respectively, filed a class action against us in the United States District Court, Southern District of New York, for alleged violations of federal securities laws with our initial public offering. On July 30, 2008, the Court consolidated these actions into one class action and appointed a group of individual shareholders made up of Dunping Qui, Xie Yong, Linming Shi, and Arthur Michael Gray (the Qui Group) and their counsel as lead plaintiffs and lead plaintiffs' counsel, respectively, under the Private Securities Litigation Reform Act.

On October 6, 2008, the Qui Group filed a consolidated amended complaint (the Complaint) asserting claims for violations of Sections 11 and 12(a)(2) of the Securities Act of 1933. The Complaint alleges that plaintiffs purchased ADSs issued pursuant to or traceable to our initial public offering and that the registration statement and prospectus for that offering contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading and were not prepared in accordance with the applicable rules and regulations.



Specifically, the Complaint alleges that prior to our initial public offering, we implemented a rule change to discourage gold farming activities in ZT Online. Gold farming occurs when companies hire individuals to play the game to generate online currency that is sold on third party websites for cash. According to the Complaint, this rule change caused a decline in average concurrent users ( ACU ) and peak concurrent users ( PCU ) and that the registration statement and prospectus in connection with our initial public offering failed adequately to disclose these declines. The Complaint seeks a declaration that action is a proper class action; damages to class members with interest; that the initial public offering be rescinded; and litigation costs and expenses, including attorneys fees, accountants fees and experts fees.

We filed a motion to dismiss the Complaint for failure to state a claim on November 21, 2008. This motion has been fully briefed and was deemed submitted to the Court for decision as of February 25, 2009. On August 5, 2009, the Court denied our motion to dismiss the Complaint, because the Court required more

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facts and evidence prior to making the ruling. Subsequently, we entered and currently are still at the stage of discovery during which we and Qui Group would present more documents and testimony as per the request of the other party.

On January 18, 2009, Min Shen and Mu Tang filed a case against us in Wuxi Intermediate People's Court of Jiangsu Province. The plaintiffs allege that a socket that we used in ZT Online client server infringed their copyright of certain software. The plaintiffs seek the injunctive relief of our using certain software and relief of the damages. In September 2009, Min Shen and Mu Tang withdrew their claim, with the approval from the Court.

## Regulation

Our business, including the operation of online games and the posting of online game-related content on our websites, is subject to various Chinese laws and regulations relating to the telecommunications industry, the Internet and the online game industry, and is regulated by various government authorities, including the State Council, the Ministry of Information Industry, or MII, the GAPP, the State Administration for Industry and Commerce, or SAIC, the Ministry of Culture, or MOC, the National Copyright Administration, or NCA, the Ministry of Public Security, or MPS, and the Bureau of State Secrecy, or BSS.

The principal Chinese regulations governing Internet content as well as online game services in China include:

- Telecommunications Regulations (2000);
- the Administrative Rules for Foreign Investments in Telecommunications Enterprises (2008);
- the Administrative Measures for Telecommunications Business Operating Licenses (2009);
- the Internet Information Services Administrative Measures (2000);
- the Tentative Measures for Administration of Internet Culture (2003);
- the Notice on Issues Relating to the Implementation of The Tentative Measures for Administration of Internet Culture (2003);
- the Tentative Measures for Administration of Internet Publication (2002);
- the Foreign Investment Industrial Guidance Catalogue (2007);
- the Administrative Measures on Software Products (2009);
- the Notice on Enhancing the Content Review Work of Online Game Products (2004);
- Some Opinions of the Ministry of Culture and the Ministry of Information Industry on the Development and Administration of Online Games (2005);
- the Notice on the Work of Purification of Online Games (2005);
- the Notice on Strengthening the Administration of Foreign Investment in the Operation of Value-Added Telecommunication Business (2006);
- the Notice on the Implementation of Online Game Anti-addiction System to Protect the Physical and Psychological Health of Minors (2007);
- the Administrative Measures on Internet Electronic Bulletin Board Services (2000);
- the Measures on Computer Software Copyright Registration (2002);
- the Notice of the Ministry of Culture on Enhancing the Supervision on Internet Culture Market (2002); and
- the Notice relating to Further Strengthening the Administration Work on Internet Cafés and Internet Games (2007).
- the Administrative Provisions on the Publishing of Electronic Publications (2008).

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the Notice on Strengthening the Administration of the Virtual Currency in Online Games (2009).  
the Notice Regarding the Consistent Implementation of the Stipulations on Three Provisions of the State Council and the Relevant Interpretations of the State Commission Office for Public Sector Reform and the Further Strengthening of the Administration of Pre-examination and Approval of Internet Games and the Examination and Approval of Imported Internet Games (2009); and

the Notice on Improving and Strengthening the Administration of Content in Online Games (2009).

### **Restrictions on Foreign Ownership**

Current Chinese laws and regulations impose substantial restrictions on foreign ownership of Internet content and online game businesses in China. Pursuant to these regulations, a foreign investor is currently prohibited from owning more than 50.0% of the equity interest in a foreign-invested telecommunications enterprise that provides value-added telecommunications services (including wireless paging business in basic telecommunications services). Internet content services are classified as basic telecommunications businesses and value-added telecommunications businesses. In addition, foreign-owned enterprises are currently not permitted to apply for licenses to operate online games in China. As a result, we conduct our Internet content and online game businesses in China through contractual arrangements entered into between our PRC subsidiary, Shanghai Zhengtu Information Technology Co., Ltd, or Zhengtu Information, and Shanghai Giant Network Technology Co., Ltd, or Giant Network, which is wholly owned by Lv Zhang, Wei Liu, Chen Cheng, Tao Yue, Kai Chen, Haixiao Lin, Yonggui Wang, Fabing Qu, Yuliang Feng and Shanghai Lan Lin Bio-Technology Co., Ltd, all of whom are PRC citizens or entities.

In July 2006, the MII issued the Notice on Strengthening the Administration of Foreign Investment in the Operation of Value Added Telecommunication Business, or the New MII Notice, which reiterates certain provisions under the Administrative Rules on Telecommunications Enterprises. According to the New MII Notice, foreign investors can only operate a telecommunications business in China by establishing a telecommunications enterprise with a valid telecommunications business operation license. Domestic ICP license holders are prohibited from leasing, transferring or selling telecommunications business operation licenses to foreign investors in any form, or providing any resource, sites or facilities to foreign investors to facilitate the illegal operation of telecommunications business in China. The New MII Notice also requires that ICP license holders (including their shareholders) directly own the domain names and registered trademarks used by such ICP license holders in their daily operations. The New MII 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 improve the network and information security, draft relevant information safety administration regulations and set up networks and information safety emergency plans. The provincial communications administration bureaus in charge of telecommunications services are required to ensure that existing ICP license holders will conduct a self-assessment of their compliance with the New MII Notice and to submit status reports to the MII before November 1, 2006. For those who are not in compliance with the above requirements and fail to rectify the noncompliance within the limited period set by provincial communications administration bureaus, the provincial communications administration bureaus may revoke their operating licenses.

In September 2009, the GAPP, the State Bureau of Copyright and the National Office of Combating Pornography and Illegal Publications jointly published the Notice Regarding the Consistent Implementation of the Stipulations on Three Provisions of the State Council and the Relevant Interpretations of the State Commission Office for Public Sector Reform and the Further Strengthening of the Administration of Pre-examination and Approval of Internet Games and the Examination and Approval of Imported Internet Games, or the GAPP Notice. The GAPP Notice restates the general principle espoused in recently promulgated regulations that foreign investment is not permitted in Internet game operating businesses in China. Article IV of the GAPP Notice prohibits foreign investors from participating in Internet game operating businesses via wholly owned, equity joint venture or cooperative joint venture investments in

China, and from controlling and participating in such businesses directly or indirectly through contractual or technical support arrangements. In the event of a violation of these provisions, GAPP shall, in conjunction with the relevant departments of the State, investigate and handle the same in accordance with the law. In serious cases, the

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relevant licenses and registrations shall be cancelled. See Risk Factors Risks Related to the Regulation of Our Business Substantial uncertainties and restrictions exist with respect to the application and implementation of PRC laws and regulations in the online game industry. If the PRC government finds that our past or current structure for our business operations does not comply with PRC laws and regulations, we could be subject to severe penalties, including the shutting down of our operations.

In the opinion of our PRC legal counsel, Grandall Legal Group (Shanghai), subject to the interpretation and implementation of the GAPP notice, the ownership structure of Zhengtu Information and Giant Network and our contractual arrangements with Giant Network and its shareholders comply with all existing PRC laws, rules and regulations. However, in the opinion of our PRC legal counsel, there are substantial uncertainties regarding the interpretation and application of current or future PRC laws and regulations and there may be changes and other developments in the PRC laws and regulations or their interpretations. Accordingly, we cannot assure you that Chinese government authorities will ultimately take a view that is consistent with the opinion of our PRC legal counsel.

## Regulation of Licenses

Online game operators are required to hold a variety of permits and licenses, which, among others, include:

***ICP License.*** Under current Chinese laws and regulations, a commercial operator of Internet content services must obtain a value-added telecommunications business operating license for Internet content from the appropriate telecommunications authorities in order to carry on any commercial Internet content operations in China. At present, our affiliated entity Giant Network holds a valid ICP License.

***Internet Culture Operation License.*** With respect to the online game industry in China, since online games fall into the definition of Internet culture products under the Tentative Measures for Administration of Internet Culture (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. At present, Giant Network holds a valid Internet culture operation license.

***Internet Publishing License.*** The GAPP and the MII jointly impose a license requirement for any company that intends to engage in Internet publishing, defined as any online transmission act by an Internet information service provider to select, edit and publish content or programs on the internet or transmit such content or programs to for public browsing, perusal, use or downloading. According to the Tentative Measures for Administration of Internet Publication (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 game businesses in China. Giant Network does not hold an Internet publishing license, and is currently publishing our online games through third parties who own Internet publishing licenses, consistent with the current practice of our competitors and other entities in China.

***Online Bulletin Board Service Approval.*** The MII has promulgated rules requiring ICP license holders that provide online discussion forum services to obtain approval from, the relevant telecommunication authorities. Giant Network has received these approvals in connection with the discussion forums that we operate.

In addition to the aforementioned permits and licenses that are required for online game operators, additional permits or licenses are required for each online game that an operator operates. These include, among others, those set forth below in Regulation of Internet Content and Regulation of Information Security.

## **Regulation of Internet Content**

The Chinese government has promulgated measures relating to Internet content through a number of ministries and agencies, including the MII, the MOC and the GAPP. These measures specifically prohibit Internet activities, which include 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 China, or compromise State security or secrets. If an ICP license

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holder violates these measures, the Chinese government may revoke its ICP license and shut down its websites. Under the Administrative Provisions on the Publishing of Electronic Publications promulgated on February 21, 2008 and other regulations issued by GAPP, if a PRC company is contractually authorized to publish online games imported or licensed from abroad, it must obtain the approval of, and register the copyright license contract with, GAPP. In addition, according to the Notice on the Work of Purification of Online Games jointly issued by the MOC, the MII and other governmental authorities in June 2005, online games must be registered and filed as software products in accordance with the Administrative Measures on Software Products (2000) for the purpose of being operated in China. Furthermore, in accordance with the Notice on Enhancing the Content Review Work of Online Game Products (2004) promulgated by the MOC, imported and domestic online games are subject to a content review by or filing with the MOC prior to operation of the same in China. On April 24, 2009, the MOC issued the Public Announcement on Regulating Applications for the Examination of the Content of Imported Online Game, or the Announcement. The Announcement emphasizes that enterprises operating imported online games must have the content of those games examined and approved by the MOC. On November 13, 2009, the MOC issued the Circular on Improving and Strengthening the Administration of Content in Online Games. This circular emphasizes that a correct culture value tendency shall be maintained to enhance the culture implication in online games, and modes of the games which mainly comprise of upgrading by killing beasts, the PK system and the marriage system in the game shall be restricted to protect minor game players by guiding them in registration and limiting their gaming time through technical measures. This circular also requires online game operators to establish and maintain committees to monitor game content.

## **Regulation of Information Security**

Internet content in China is also regulated and restricted in relation to state security. The Standing Committee of the National People's Congress, China's national legislative body, has enacted a law that can subject offenders to criminal punishment in China if he or she engages in 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 MPS 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 MPS has supervision and inspection rights in this regard, and we may be subject to the jurisdiction of its local security bureaus. If an ICP license holder violates these measures, the Chinese government may revoke its ICP license and shut down its websites.

## **Import and Export Regulation**

Our ability to obtain intellectual property rights to online games from outside of China and from Hong Kong, Macau and Taiwan is subject to several regulatory restrictions. We are required to obtain approval of imported Internet games from the GAPP. In the event our imported Internet games operation services in China have not been examined and approved by the GAPP, the GAPP may inform the relevant local department for the administration of press and publication to ban the same in accordance with the law and suspend the our relevant operation, and inform the department for the administration of telecommunications to cancel the relevant Internet access service and close down the related websites. The Ministry of Commerce requires us to register any agreement with an exporter of technology, including those exporters based in Hong Kong, Macau, Taiwan and areas outside of China, whenever we import technologies such as online game software into China. In addition, the Ministry of Culture requires us to submit each online game that we wish to import for content review and approval. If we import into China and operate online games without obtaining game content approval, the Ministry of Culture may impose certain penalties on us, including the revocation of our Internet culture operation license that we require to operate online games in China.

Furthermore, the State Copyright Bureau requires us to register copyright import agreements that relate to imported software. Without completing registration with the State Copyright Bureau, we are not permitted to publish or reproduce imported game software in China. The Ministry of Information Industry also requires us to register online games that we wish to import into China. We require this registration in order to operate an imported online game in China.



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Our ability to export our software is regulated in various ways. According to the Software Export Administration and Statistic Measures jointly issued by the Ministry of Commerce, the Ministry of Science and Technology, the National Bureau of Statistics of China and SAFE on October 25, 2001, we are also required to submit our software export contracts to the data center of the Ministry of Commerce and obtain a registration license. In addition, if the software is deemed to be software for which exports are restricted, we are required to obtain the Ministry of Commerce's approval before we may begin substantial negotiations regarding the software export and we are also required to obtain an approval certificate from the Ministry of Commerce before we sign the software export contract. If our software is deemed to contain a national secret, we must obtain approval from the Ministry of Science and Technology before we may commence substantial negotiations regarding the software export.

## **Intellectual Property Rights**

China has adopted comprehensive legislation governing intellectual property rights, including trademarks, patents and copyrights. China has adhered to the main international conventions on intellectual property rights and has become a member of the Agreement on Trade Related Aspects of Intellectual Property Rights upon its accession to the World Trade Organization in December 2001.

China amended its Copyright Law in 2001 to widen the scope of works eligible for copyright protection. The amended Copyright Law extends copyright protection to cover Internet activities and products disseminated over the Internet. Copyrighted software is protected under the Copyright Law and other regulations. In addition, there is a voluntary registration system administered by the China Copyright Protection Center.

Registered trademarks are protected under the Trademark Law adopted in 1982 and revised in 2001. Trademarks can be registered with the Trademark Office of the SAIC for renewable ten-year periods. Trademark license agreements are required to be filed with the Trademark Office of the SAIC.

The PRC Patent Law protects external design patents, invention patents and utility patents. Invention patents are valid for 20 years, whereas utility patents and external design patents are each valid for 10 years.

The MII amended its Administrative Measures on China Internet Domain Names in the PRC in 2004. According to the revised regulation, domain name owners are required to register their domain names. The regulation prohibits the registration and use of domain names with the following content that may:

- be in violation of the basic principles set forth in the PRC Constitution;
- jeopardize state security, disclose any state secret, subvert state power or harm national unification;
  - damage state honor or interests;
- incite ethnic hatred or discrimination or damage ethnic unity;
- harm state religious policies or advocate heresy or feudal superstition;
- disseminate rumors, disrupt social order or sabotage social stability;
- disseminate obscenity, pornography or induce gambling, violence, murder, terror or other crimes;
- humiliate or slander any other person, or infringe the legal interests of any other person; or
- be otherwise prohibited by the PRC laws or administrative regulations.

Domain name disputes are governed by the Measures on Domain Name Dispute Resolution of China Internet Network Information Center promulgated by CNNIC, and amended on February 14, 2006 and becoming effective as of March 17, 2006, under which CNNIC can authorize domain name dispute resolution institutions to decide such disputes.

On May 18, 2006, the State Council promulgated the Regulations on Protection of the Right of Dissemination through Information Networks, which became effective on July 1, 2006. The new regulations require that every organization or individual who disseminates a third party's work, performance, audio or visual recording products to the public through information networks shall obtain permission from, and pay compensation to, the legitimate copyright owner of such products, unless otherwise provided under relevant

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laws and regulations. The legitimate copyright owner may take technical measures to protect his or her right of dissemination through information networks and any organization or individual shall not intentionally avoid, destroy or otherwise assist others in avoiding such protective measures unless permissible under law.

### **Software Copyright Regulations**

In order to protect the rights and interests of computer software copyright owners, on December 20, 2001 the State Council enacted Regulations on the Protection of Computer Software which became effective on January 1, 2002.

Subsequently, the State Bureau of Copyright formulated the Measures on the Registration of Computer Software Copyright on February 20, 2002. According to the Regulations on the Protection of Computer Software, anyone who publishes, revises or translates computer software without the owner's approval shall be civilly liable. For the software copyrights of legal persons or other organizations, the term of protection for the software copyright is 50 years, ending on December 31 of the fiftieth year after the first publication of the software. The software copyright owner may follow registration procedures with the State Bureau of Copyright and obtain a Registration Certificate of Software Copyright, which is the prima facie proof of copyright ownership.

### **Software Development Activity Regulations**

On October 27, 2000, the MII issued the Administrative Measures on Software Products to regulate software products and promote the development of the software industry in the PRC. This regulation has been amended and replaced by the new Software Measures issued by the MII on March 1, 2009, effective as of April 10, 2009. Pursuant to the new

Software Measures, software developers or producers are allowed to sell or license their software products independently or through agents. Software products developed in the PRC can be registered with the local provincial government authorities in charge of the information industry and filed with the MII. Upon registration, the software products shall be granted registration certificates. Each registration certificate is valid for five years and may be renewed upon expiration. Software products developed in the PRC that satisfy the requirements of the Software Measures and have been registered and filed in accordance with the Software Measures may enjoy preferential treatments under relevant policy of the State Council. The MII and other relevant departments may supervise and inspect the development, production, sale and import and export of software products in the PRC.

### **Internet Café Regulation**

Internet cafés are required to obtain an Internet Culture Operation license from the MOC and then register with the SAIC, and are subject to requirements and regulations with respect to their location, size, number of computers, business hours and the age limit of our customers. For instance, a regulation prohibits Internet cafés from operating during the hours from 12 a.m. to 8 a.m. and from granting minors access to Internet cafés. Although we do not own or operate any Internet cafés, many Internet cafés distribute our prepaid game cards. The Chinese government has promulgated several regulations administrating Internet cafés, thereby intensifying restrictions on Internet cafés, which are currently the primary retail outlets for our prepaid game cards and venue for players to play our online games. A notice jointly issued by 14 PRC national government authorities, including the MII, the MOC and the GAPP in February 2007 suspended nationwide approval for the establishment of new Internet cafés in 2007 and enhanced the punishment for Internet cafés admitting minors. Intensified government regulation of Internet cafés could restrict our ability to maintain or increase our net revenues and expand our player base.

## Virtual Currency Regulations

According to the Notice relating to Further Strengthening the Administration Work on Internet Cafés and Internet Games, the People's Bank of China has been directed to strengthen the administration of the virtual currency in Internet games to avoid any adverse impact to the real economic and financial order. This notice provides that the total amount of the virtual currency issued by Internet game operators and the amount purchased by individual users should be strictly limited, the virtual transactions and the real transactions by way of electronic commerce should be strictly divided, and virtual currency should only be used to purchase virtual items.

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In June 2009, the MOC and the Ministry of Commerce jointly published the Notice on Strengthening the Administration Work of the Virtual Currency in Online Games, or the Virtual Currency Notice, to require businesses that (i) issue online game virtual currency (in the form of prepaid cards and/or pre-payment or prepaid card points) or (ii) offer online game virtual currency transaction services to apply for approval from the MOC through its provincial branches within three months following the date of such notice. The Virtual Currency Notice prohibits businesses that issue online game virtual currency from providing services that would enable the trading of such virtual currency. Any business that fails to submit the requisite application will be subject to sanctions, including but not limited to warnings, mandatory corrective measures and fines. The Virtual Currency Notice also prohibits online game operators from allocating virtual items or virtual currency to players based on random selection through lucky draw, wager or lottery which involves cash or virtual currency directly paid by the players. The Virtual Currency Notice also regulates, among other things, that game operators may not issue virtual currency to game players through means other than purchased by game players with legal currency. Moreover, any businesses that do not provide online game virtual currency transaction services are required to adopt technical measures to restrict the transfer of online game virtual currency among accounts of different game players.

## **Privacy Protection**

Chinese law does not prohibit Internet content providers from collecting and analyzing personal information from their users. We require our players to accept a user agreement whereby they agree to provide certain personal information to us. Chinese 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 MII or its local bureaus may impose penalties, and the Internet content provider may be liable for damages caused to its users.

## **Anti-Addiction System**

In April 2007, eight government authorities, including among others the MII, the GAPP and the Ministry of Education, jointly issued the Notice on the Implementation of Online Game Anti-addiction System to Protect the Physical and Psychological Health of Minors, or the Anti-Addiction Notice, requiring all Chinese game operators to adopt an anti-addiction system in an effort to curb addictive behavior by minors (defined as those under the age of 18 years). Under the Anti-Addiction Notice, three hours or less of continuous play by minors is considered to be healthy, three to five hours of continuous play by minors is considered to be fatiguing, and five hours or more of continuous play by minors is considered to be unhealthy. Game operators are required to reduce the value of game benefits by half if the minor player has reached the fatiguing level, and to reduce the value of game benefits to zero if the minor player has reached the unhealthy level. The Anti-Addiction Notice does not limit adults playing time. In order to implement the Anti-Addiction Notice, game operators must adopt a real-name registration system, which will require online game players to register their real identification information before they can play online games to verify their age and identity. Failure to comply with the requirements under the Anti-Addiction Notice may subject us to penalties, including but not limited to suspension of our operation of online games, revocation of our licenses and approvals for our operations, rejection or suspension of our application for approvals, licenses, or filings for any new game, or prohibiting us from operating any new game.

## **Employment Contracts**

On June 29, 2007, the National People's Congress promulgated the Employment Contract Law of PRC, or ECL, which became effective as of January 1, 2008. The ECL requires employers to provide written contracts to their employees,

restricts the use of temporary workers and aims to give employees long-term job security.

Pursuant to the ECL, employment contracts lawfully concluded prior to the implementation of the ECL and continuing as of the date of its implementation shall continue to be performed. Where an employment relationship was established prior to the implementation of the ECL but no written employment contract was concluded, a contract must be concluded within one month after its implementation.

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## **Overseas Investment by Domestic Resident Regulations**

In October 2005, SAFE issued the Notice on Issues Relating to the Administration of Foreign Exchange in Fund-raising and Return Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies ( Notice 75 ), which became effective as of November 1, 2005. Under Notice 75, PRC residents, whether natural or legal person, must register with the relevant local SAFE branch prior to their establishment or control of an offshore entity established for the purpose of overseas equity financing involving onshore assets or equity interests held by them, and must also make filings with SAFE thereafter upon the occurrence of certain material capital changes. The notice applies retroactively to direct or indirect investments previously made by PRC residents in offshore companies. On May 29, 2007, SAFE issued guidance to its local branches for implementing Notice 75. The guidance standardizes more specific and stringent supervision on the registration relating to Notice 75. Specifically it requires PRC residents holding any equity interest in special purpose vehicles, or SPVs, directly or indirectly, controlling or nominal, to make registration with SAFE and imposes obligations on the PRC subsidiaries of SPVs to facilitate and urge registrations by relevant PRC residents and to file with SAFE the stock options granted by SPVs to any PRC resident. The registration and filing procedures under Notice 75 are prerequisites for other approval and registration procedures necessary for capital inflow from the offshore entity, such as inbound investments or shareholders loans, or capital outflow to the offshore entity, such as the payment of profits or dividends, liquidation distributions, equity sale proceeds, or the return of funds upon a capital reduction.

## **New M&A Regulations and Overseas Listings**

In August 8, 2006, six government agencies including the Ministry of Commerce, the State Assets Supervision and Administration Commission, or SASAC, the State Administration for Taxation, the State Administration for Industry and Commerce, the CSRC, and SAFE, jointly promulgated a regulation entitled Regulation on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the New M&A Rule. Under the New M&A Rule, effective as of September 8, 2006, acquisition of any PRC enterprise, directly or indirectly, by a foreign investor need to be approved by Ministry of Commerce or its local branches; and furthermore, when such investor and the acquired PRC enterprise have any affiliating relationship, special approval from Ministry of Commerce is required. The New M&A Rule also contains a provision requiring offshore SPVs formed for listing purposes through acquisitions of PRC domestic companies and controlled by PRC individuals to obtain the approval of the CSRC prior to publicly listing their securities on an overseas stock exchange.

On September 21, 2006, the CSRC published on its official website procedures regarding its approval of overseas listings by SPVs. The CSRC approval procedures require the filing of a number of documents with the CSRC and it would take several months to complete the approval process. However, other than documents required to be submitted, no other details with respect to the timing, criteria and process for obtaining any required approval from CSRC have been specified. Therefore, it remains unclear how the New M&A Rule or the CSRC procedures will be interpreted, amended and implemented by the relevant authorities.

## **Employee Share Options**

In December 2006, the People's Bank of China promulgated the Administrative Measures on Individual Person Foreign Exchange, or the PBOC Regulation, setting forth the respective requirements for foreign exchange transactions by individuals (both PRC or non-PRC citizens) under the current account and the capital account. In January 2007, SAFE issued the implementation rules for the PBOC Regulation which, among others, specified the approval requirement for certain capital account transactions such as a PRC citizen's participation in the employee

stock ownership plan or stock options plan of an overseas listed company. On March 28, 2007, SAFE promulgated the Implementing Procedures on Administration of Foreign Exchange regarding PRC Individuals Participating in Employee Stock Ownership Plan and Stock Option Plan of Overseas Listed Companies, or the Stock Option Rule, to further clarify the formalities and application documents in connection with the subject matter. Under the Stock Option Rule, PRC individuals who will participate in the employment stock ownership plan or the stock option plan of an overseas listed company are required to appoint a domestic agent to deal with the relevant foreign exchange matters in the PRC. For participants of an employment stock ownership plan, an overseas custodian bank should be retained by the domestic agent to hold on trusteeship all overseas assets held by such participants under the employment stock



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ownership plan. In the case of a stock option plan, a financial institution with stock brokerage qualification at the place where the overseas listed company is listed or a qualified institution designated by the overseas listed company is required to be retained to handle matters in connection with exercise or sale of stock options for the stock option plan participants. For participants who had already participated in an employment stock ownership plan or stock option plan before the date of the Stock Option Rule, the Stock Option Rule requires their domestic employers or domestic agents to make up for the relevant formalities within three months of the date of the Stock Option Rule. Failure to comply with the Stock Option Rule may subject the plan participants, the company offering the plan or the relevant intermediaries, as the case may be, to penalties under PRC foreign exchange regime. However, as these rules have only been recently promulgated, it is currently unclear as to how these rules will be interpreted and implemented. In addition, the General Administration of Taxation has issued certain circulars concerning employee stock options.

Pursuant to these circulars, our employees working in China who exercise stock options will be subject to PRC individual income tax. Our PRC subsidiaries have obligations to file documents related to employee stock options with relevant tax authorities and withhold individual income taxes of those employees who exercise their stock options. If our employees fail to pay and we fail to withhold their income taxes, we may face sanctions imposed by tax authorities or any other PRC government authorities.

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## C. Organizational Structure

The following diagram illustrates our current corporate structure and the place of formation and affiliation of each of our subsidiaries and our affiliated entity as of the date of this annual report:<sup>(1)</sup>

(1) For risks relating to our current corporate structure, see Risk Factors Risks Related to the Regulation of Our Business.

(2) Agreements that provide us with effective control over Shanghai Giant Network Technology Co., Ltd., or Giant Network, include irrevocable powers of attorney, share pledge agreements, purchase options and

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- cooperation agreements. See Contractual Arrangements with the Consolidated Affiliated Entity and Its Shareholders Agreements that Provide Us Substantial Ability to Control and an Option to Acquire Giant Network. The economic benefits and losses of Giant Network accrue to Shanghai Zhengtu Information Technology Co., Ltd. pursuant to an exclusive technical consulting and services agreement, and an online game software sales and
- (3)licensing agreement. See Contractual Arrangements with the Consolidated Affiliated Entity and Its Shareholders Exclusive Technical Consulting and Services Agreement and Online Game Software Sales and Licensing Agreement that Transfers Economic Benefits from the Affiliated Entity to Us. Shanghai Lanlin Bio-Technology Co., Ltd., or Shanghai Lanlin, is wholly beneficially owned by Yuzhu Shi, our current chief executive officer and chairman, through (i) his 95% interest in Giant Investment Co., Ltd. (which holds a 90% interest in Shanghai Lanlin), (ii) a written statement by Jinhua Niu (who holds a 5% interest in Giant
- (4) Investment Co., Ltd.) disclaiming all ownership rights in Giant Investment Co., Ltd. in favor of Yuzhu Shi and (iii) a proxy shareholding agreement with Kai Chen (who holds a 10% interest in Shanghai Lanlin) which gives Yuzhu Shi all beneficial ownership rights of Kai Chen's shares in Shanghai Lanlin. Kai Chen holds 0.75% on his own behalf, 1% on behalf of Min Tang, our vice president of media and administration, 0.625% on behalf of Yonghua Lu, our vice president of sales and marketing, 0.375% on behalf of
- (5) Yong Chu, 0.75% on behalf of Yongjun Fei, 0.25% on behalf of Zhaoyou Huang, 0.375% on behalf of Wenqing Wang, 0.25% on behalf of Jin Xu, 1% on behalf of Yan Zeng and 0.375% on behalf of Lianlong Zhang. Shareholders of Giant Network who are also shareholders of Giant Interactive Group Inc. include Kai Chen (who holds shares for the benefit of Yong Chu, Yongjun Fei, Zhaoyou Huang, Yonghua Lu, Min Tang, Wenqing Wang,
- (6) Jin Xu and Lianlong Zhang); Chen Cheng, Yuliang Feng, Haixiao Lin, Wei Liu, Fabing Qu, Yonggui Wang, Tao Yue and Lv Zhang.

### **Contractual Arrangements with the Consolidated Affiliated Entity and Its Shareholders**

Our relationships with Giant Network, our affiliated entity, and its shareholders are governed by a series of contractual arrangements. These contractual arrangements are as set forth below. Amendments to the contractual agreements set forth below (including but not limited to any change in pricing, loan approval or payment of dividends), must be approved by our board of directors.

Under Chinese law, Giant Network is an independent legal person and is not exposed to liabilities incurred by us; however, Zhengtu Information effectively has control over Giant Network through control of Giant Network's management and the assignment to Zhengtu Information of Giant Network's shareholders' rights. Other than pursuant to the contractual arrangements between Giant Network and Zhengtu Information, Giant Network does not transfer any other funds generated from its operations to us.

### **Agreements that Provide Us Substantial Ability to Control and an Option to Acquire Giant Network**

We have entered into certain agreements that provide us substantial ability to control Giant Network and its shareholders, and have obtained an exclusive option to purchase all of the equity interests of Giant Network. These agreements include:

*Irrevocable Powers of Attorney.* Under irrevocable powers of attorney, each of the shareholders of Giant Network has granted to the designee of Zhengtu Information, Yuzhu Shi, the power to exercise all voting rights of such shareholder in shareholders' meetings, including but not limited to the power to determine the sale or transfer of all or part of such shareholder's equity interest in, and appoint and elect the directors, general managers and other senior

management of Giant Network. No payments are required to be made under these irrevocable powers of attorney. These irrevocable powers of attorney have terms of ten years and will be automatically renewed for another ten years unless otherwise objected to by Zhengtu Information. However, these irrevocable powers of attorney will be terminated if Zhengtu Information replaces the designee, at which time each of the shareholders will issue a new power of attorney to such new designee.

*Share Pledge Agreement.* Under the share pledge agreement by and among Zhengtu Information, Giant Network and shareholders of Giant Network, each of the shareholders of Giant Network has pledged all of its equity interests in Giant Network to Zhengtu Information to guarantee the

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performance of Giant Network under the relevant service agreements including the exclusive technical consulting and service agreement, the online game software sales and licensing agreement and other paid services or licensing agreements that are entered into between Zhengtu Information and Giant Network from time to time. Each of the shareholders of Giant Network also agreed that, without the prior written consent of Zhengtu Information, it will not transfer or create a pledge over its equity interests in Giant Network, or cause board or shareholder meetings of Giant Network to pass any resolution to sell, transfer or create a pledge over its equity interests in Giant Network, except if such transfer is conducted pursuant to the purchase option and cooperation agreement or would not affect the pledge's effectiveness by and among the shareholders of Giant Network, as pledgers, with prior written notice to Zhengtu Information.

In the event Giant Network is liquidated or dissolved, subject to any requirements under applicable PRC law, all of its assets must be sold to Zhengtu Information or an eligible party designated by Zhengtu Information at a purchase price equal to the net assets of Giant Network or the minimum price permissible by PRC law. Giant Network's shareholders are required to remit to Zhengtu Information any interests that have been distributed to them in connection with its liquidation or dissolution, subject to PRC law. In the event Zhengtu Information is liquidated or dissolved, following any expenditures required by PRC law and repayment of its liabilities to any creditors, all remaining assets will be distributed to its sole shareholder, Eddia.

If Giant Network or any of the shareholders of Giant Network breaches its respective contractual obligations under the share pledge agreement, Zhengtu Information, as pledgee, will be entitled to demand the immediate repayment of all outstanding amounts under the relevant service agreements, or enforce the pledge. Presently, Zhengtu Information would not be able to hold equity interests in Giant Network itself upon enforcement of the pledge due to restrictions on foreign ownership of operators of online games in China. However, Zhengtu Information may still enforce the pledge by obtaining proceeds from the sale of the pledged property in a transaction mutually agreed upon with Giant Network or by petitioning the court to have the pledged property auctioned. According to the irrevocable powers of attorney described above, Yuzhu Shi, as the attorney-in-fact of all the shareholders of Giant Network, may approve the sale of a pledged interest to any individual or entity designated by Zhengtu Information and permissible by PRC law. See Risk Factors Risks Related to the Regulation of Our Business Substantial uncertainties and restrictions exist with respect to the application and implementation of PRC laws and regulations in the online game industry. If the PRC government finds that our past or current structure for our business operations does not comply with PRC laws and regulations, we could be subject to severe penalties, including the shutting down of our operations. The agreement will continue to be effective until the expiration of all relevant service agreements.

*Purchase Option and Cooperation Agreement.* Pursuant to the purchase option and cooperation agreement among Zhengtu Information, Giant Network and shareholders of Giant Network, each of the shareholders of Giant Network has irrevocably and unconditionally granted Zhengtu Information or its designee an exclusive option to purchase, at any time if and when permitted under Chinese law, all or any portion of the equity interests in Giant Network for the minimum price permissible by Chinese law or RMB10,000,000, whichever is higher. Any consideration received from the sale by Giant Network's shareholders or any persons or entities designated by them will be remitted to Giant Network. The agreement will continue to be effective until all equity interests in Giant Network have been transferred to Zhengtu Information or its designee. This agreement provides further that if any profits or dividends of Giant Network are remitted to its shareholders or Yuzhu Shi, who is a designated recipient by those shareholders, these recipients will be required to return all proceeds to Zhengtu Information in accordance with any applicable PRC laws and regulations. Furthermore, if any loans or other funds are remitted to Yuzhu Shi and the shareholders of Giant Network, or any persons or entities designated by them, these recipients will be required to remit those proceeds back to Giant Network. Zhengtu Information will extend its financial support to Giant Network including, but not limited to, advancing payments for any losses incurred by Giant Network. In the event that Giant Network is liquidated or dissolved, subject to any requirements



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under applicable PRC law, all the assets of Giant Network will be sold to Zhengtu Information at the minimum price permissible by PRC law. If Giant Network or any of its shareholders materially breaches any of its obligations under the purchase option and cooperation agreement, Zhengtu Information can request that corrective remedies be made within a reasonable period of time. If the breach is not corrected, Zhengtu Information can, among other things, terminate the agreement and request compensation for all damages and losses.

***Exclusive Technical Consulting and Services Agreement and Online Game Software Sales and Licensing Agreement that Transfers Economic Benefits from the Affiliated Entity to Us***

We have entered into a series of contractual arrangements with Giant Network, pursuant to which economic interests in Giant Network are transferred to us:

*Exclusive Technical Consulting and Service Agreement.* Pursuant to the exclusive technical consulting and services agreement, Zhengtu Information is the exclusive provider of technical support and consulting services to Giant Network in exchange for service fees, which will be determined on an arms-length and reasonable basis based on the costs and expenses incurred by Zhengtu Information and Giant Network. Under this agreement, Giant Network may not, among other things, transfer its rights and obligations thereunder to any third party without the prior written consent of Zhengtu Information. If Giant Network breaches the exclusive technical consulting and service agreement, Zhengtu Information can demand such breaches be corrected within sixty days and is entitled to receive compensation of all damages and losses. In the case of any material breach, Zhengtu Information is entitled to terminate the agreement. Zhengtu Information could seek to terminate the agreement in the event that Giant Network stops paying fees to Zhengtu Information, which would otherwise result in Zhengtu Information providing technical consulting and services for no consideration. This agreement has a term of ten years and is renewable at the option of Zhengtu Information. According to PRC laws, Zhengtu Information can demand payment from Giant Network for services that have already been rendered but that have not yet been paid for, and may resort to legal remedies if it does not receive payment. We rely on Giant Network to act as our operating company in China, and derive a substantial portion of our revenues from Giant Network pursuant to the exclusive technical consulting and services agreement. Accordingly, termination of this agreement would immediately prevent Zhengtu Information from obtaining consulting and service fees from Giant Network and therefore would materially and adversely affect our business, results of operations and financial condition. See Risk Factors Risks Related to the Regulation of Our Business The contractual arrangements with our affiliated Chinese entity and its shareholders, which relate to critical aspects of our operations, may not be as effective in providing operational control as direct ownership. In addition, these arrangements may be difficult and costly to enforce under PRC law.

*Online Game Software Sales and Licensing Agreement.* Under the online game software sales and licensing agreement between Zhengtu Information and Giant Network, Zhengtu Information has agreed to grant Giant Network an exclusive license within China to launch and sell our MMO games, ZT Online, Giant Online, and other game-related products. Our wholly owned subsidiary, Zhengtu Information, retains all the intellectual property rights associated with the game, client-end software and server software according to the agreement. Other than the initial fee to be paid by Giant Network in installments, Giant Network is also required to pay a royalty fee to Zhengtu Information on a monthly basis. The agreement states that Giant Network cannot alter the licensed software by itself or through a third party without the prior written consent of Zhengtu Information. The agreement also states that Giant Network cannot sell or sub-license the software and products outside of the PRC, or export or assist any third party to export the software and products from the PRC. Zhengtu Information is entitled to, among other things, terminate the agreement if Giant Network materially breaches the agreement. The agreement will continue to be effective until both parties agree to terminate it in writing.

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**D. Property, Plant and Equipment**

See Information on the Company Facilities and Information on the Company Operational Infrastructure.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable.



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## **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 within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. See Introduction Forward Looking Statements. In evaluating our business, you should carefully consider the information provided under Item 3.D, Key Information Risk Factors. We caution you that our businesses and financial performance are subject to substantial risks and uncertainties.

### **A. Operating Results**

#### **Overview**

We are a leading online game developer and operator in China in terms of market share, according to a report published by iResearch. Our focus is on massively multiplayer online, or MMO, games.

Our first internally-developed MMO game, ZT Online, was commercially launched in January 2006. We commercially launched our second internally-developed MMO game, ZT Online PTP, a pay-to-play game based on the ZT Online free-to-play game, and our third internally-developed MMO game, Giant Online, in the fourth quarter of 2007. In the third quarter of 2008, we also introduced a version of ZT Online, ZT Online Classic Edition, in order to regain players who preferred the monetization structure of ZT Online in 2006. In the second half of 2009, we commercially launched two free-to-play games, ZT Online Green and My Sweetie, introduced K III, XT Online and The Golden Land, and planned to commercially launch Dragon Soul and ZT Online II in 2010.

The ZT Online Series and Giant Online, together with all the other games under the Company's operation, had 1,505,000 quarterly peak concurrent users and 556,000 quarterly average concurrent users for the year ended December 31, 2008 and 1,572,000 quarterly peak concurrent users and 474,000 quarterly average concurrent users for the year ended December 31, 2009, representing a compound quarterly growth rate of -2.0% and -3.3%, respectively, in terms of peak concurrent users and average concurrent users from the quarter ended December 31, 2008 through the quarter ended December 31, 2009. In addition to the ZT Online series, we introduced and launched other MMORPGs such as K III, XT Online, The Golden Land and My Sweetie, which is our first casual game and our first developed product from our Win@Giant program in 2009.

We acquired the intellectual property rights to our fourth MMO game, K III, from Lager Network in the third quarter of 2007, and launched the game in China in the fourth quarter of 2009. In the first quarter of 2008, we also acquired an exclusive license to operate our fifth MMO game, Empire of Sports, or EOS, in China. However, we intend to terminate the EOS license in 2010 as our beta testing results in the first quarter of 2010 proved that this game was not suited for the China market. In May 2010, we notified EOS of our intent and the negotiation with EOS is expected to complete in the third quarter of 2010. The prepayment already made to EOS was approximately RMB5.1 million (US\$0.8 million), which will need to be expensed upon the termination of the EOS license. We are currently negotiating the termination with the licensor and we do not expect to incur a significant penalty. The prepayment of the license upfront fee will be written-off upon finalization of the termination. We are currently in the process of internally developing our next MMO game, ZT Online II, and intend to commercially launch ZT Online II in 2010. In December 2009, we entered into an exclusive agreement with KOG to license Elsword, a 3D side-scrolling, advanced

casual MMO game for operation in China. In January 2010, we acquired an exclusive license to operate another MMO game, Allods Online, in mainland China and intend to launch Allods Online in 2011. It is difficult to determine if a particular MMO game will be commercially successful and, if successful, what the lifespan of that game will be. We generally anticipate that a successful MMO game will experience strong growth in terms of the number of concurrent users in the first 18 months of commercial operation, little or no growth in the second 18 months of commercial operation, and a decline, likely significant, in the number of concurrent users after 36 months of commercial operation.

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We offer virtual items and services available for in-game purchase in our free-to-play games. Players of our games can obtain virtual items and services by using game points purchased through our distribution network in the form of physical or virtual prepaid game cards or directly on our game website. Currently, our prepaid game cards are sold throughout China. Our distribution network currently consists of over 290 non-exclusive regional distributors, and reaches over 116,500 retail outlets, including Internet cafés, software stores, supermarkets, bookstores, newspaper stands and convenience stores located throughout China at the end of 2009. We also license ZT Online to Lager Network for operation in Hong Kong, Macau, Taiwan, Malaysia and Singapore, and have licensed ZT Online to VinaGame for operation in Vietnam since the fourth quarter of 2008. Furthermore, we granted an exclusive license to Astrum Nival to operate ZT Online in the Russia and other Russian speaking territories.

Our marketing network has representatives located throughout China. These marketing representatives promote our games at Internet cafés and in local media, encouraging players to purchase our prepaid game cards. We support these activities through our advertising and promotional campaigns.

In 2007, 2008 and 2009, our net revenues were RMB1,527.5 million, RMB1,594.7 million and RMB1,303.8 million (US\$191.0 million) respectively. Our net income for the same years was RMB1,136.4 million, RMB1,113.6 million and RMB859.0 million (US\$125.9 million), respectively. As of December 31, 2008 and December 31, 2009, deferred revenues and advances from distributors totaled RMB489.7 million and RMB410.9 million (US\$60.2 million), respectively. Deferred revenues and advances from distributors represent amounts that we have received for sales of our prepaid game cards and game points that have not yet been recognized as net revenues.

## **Factors Affecting Our Results of Operations**

We have benefited from a number of trends that are currently accelerating the growth of the online game industry in China, including overall economic growth that has resulted in increased disposable income and discretionary consumer spending; increasing use of the Internet with the growth of PC and broadband Internet penetration; growing popularity of online games, compared with other forms of entertainment; and favorable demographic trends, particularly the growth in China's core online game-playing population. However, recent competitiveness in the online game industry in China, combined with the effects of the global economic crisis, present new challenges to our business.

Company-specific factors that may affect our future financial condition and results of operations include the following:

- the availability, quality and playability of our games;
- the period of time over which we recognize revenue for some of our virtual items in our free-to-play games, which in certain cases is based on the estimated lifespan of our virtual items, which are adjusted from time to time;
- the number of games that we offer players, and our pricing relative to our competitors;
- the popularity of our competitors' games and the growing competitiveness in the market;
- recent focus by our competitors on adapting to our model of a smaller number of very popular games as opposed to larger variety of games;
- our research and development efforts, which tend to be more costly during the development stage of a new game, and ability to incorporate the latest gaming technologies and graphics into our games;
- costs of expansion and purchase of servers and equipment in anticipation of new games;
- our ability to streamline our costs in response to the global economic crisis;
- changes in our game rules and the corresponding impact on player behavior and purchasing patterns;

the quality, variety, popularity and mix of virtual items and services available for purchase in our free-to-play games and related in-game promotional efforts;

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game development costs and licensing or royalty payments for games potentially licensed in the future;  
the amount of overseas licensing net revenues generated through our licensing arrangements with operators of our games;  
our introduction of new online games, which may attract players away from our established games, and the mix of sales of our games;  
the mix of sales through our distributors (who purchase prepaid game cards at a discount to their face value) and direct sales of game points to players through our website;  
the breadth and depth of our distribution network and the corresponding availability of our prepaid game cards;  
the success of our advertising and promotional efforts;  
seasonality of our sales of prepaid game cards and revenue recognition based on our game players' behavior, during and around the Chinese New Year holidays in the first quarter, the Labor Day holidays in the second quarter, and the National Day holidays in the fourth quarter, when fewer of our targeted players play our games; and  
the success of our investments and merger and acquisition activities.

## **Pricing**

We sell prepaid game cards through our distributors and game points through our official game website that enable players to conveniently purchase virtual items and services for their characters in our games. Each prepaid game card contains a unique access code and password that enables players to add value to their game account. Currently, prepaid game cards and game points may only be used to play one of our online games, although a player may choose which game account, among all accounts held by the player, to apply the prepaid game card or the game points. Players use their prepaid game cards or game points to purchase gold coins, which can then be used to purchase a particular virtual item or service.

The prepaid game cards offered by our distributors are sold in a variety of denominations, from RMB10 (approximately US\$1.47) to RMB468 (approximately US\$68.60). Purchasers can also purchase virtual prepaid game points on our official game website for any whole number denomination, starting at a minimum of RMB15 (approximately US\$2.20).

We generally develop a pricing curve to set the retail prices for the virtual items and services that we offer in our games. Pricing curves are developed primarily based on the magnitude of the advantage to the player's character that the virtual item or service represents, demand for the virtual item or service, user game playing and payment patterns, and game development costs. Since the commercial launch of ZT Online in January 2006, we have tracked and accumulated player data from our games, which provides us with an extensive database to analyze player patterns and to establish pricing curves for particular types of virtual items and services in the game.

## **Revenues**

### **Net Revenues**

#### **Online Game Net Revenues**

Online game net revenues represent revenues that we generate from our free-to-play and our pay-to-play games. In 2007, 2008 and 2009, we had online game net revenues of RMB1,521.4 million, RMB1,589.7 million and RMB1,293.0 million (US\$189.4 million), representing 99.6%, 99.7% and 99.2%, respectively, of our total net revenues in those years. The substantial majority of our online game net revenues from these years were derived from our first online game, ZT Online, and a series of games derived therefrom, including ZT Online PTP, ZT Online



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Our online game net revenues are shown net of distributor discounts and volume-related incentives and business taxes and related surcharges on the sale of prepaid game cards and game points by Giant Network. Distributor discounts were typically 11% of the face value of the prepaid game cards sold to distributors in 2009, as compared to 11% in 2008 and 14% in 2007, with volume-related incentives in the form of free prepaid game cards generally up to 3%. To attract distributors, new online game companies in China frequently offer higher discounts. In 2007, 2008 and 2009, our net revenues were presented net of business taxes and related surcharges of RMB104.9 million, RMB95.4 million and RMB72.7 million (US\$10.6 million), respectively, equal to 6.4%, 5.7% and 5.3%, respectively, of our gross revenues in those years. See [Taxation China Business Taxes and Related Surcharges](#) below.

During 2007, 2008 and 2009, 90.6%, 88.5% and 86.03%, respectively, of our sales proceeds were derived from prepaid game cards (reflecting a specified amount of game points) sold through our distributors, and 9.4%, 11.5% and 13.97%, respectively, were derived from game point sales made through our official game website. As described below, we are only required to pay a 0.40 - 0.45% service fee (included in our cost of services) on sales of game points through our official game website.

### **Overseas Licensing Net Revenues**

Overseas licensing net revenues represent license fees that we derive from the license of our games to other operators. We generated no overseas licensing net revenues in 2006. In 2007, we derived RMB6.1 million in overseas licensing net revenues from our license of ZT Online to Lager Network for operation in Hong Kong, Macau and Taiwan. Under our license agreement with Lager Network, we are entitled to receive from Lager Network ongoing usage-based royalties. The usage-based royalties are determined based on the volume of consumption of game points by players with game accounts registered with Lager Network. In 2008, in response to certain foreign currency restrictions between Taiwan and the PRC, we entered into an arrangement with Lager Network whereby Lager Network will pay for services rendered by certain of our employees to partially offset outstanding royalty fees due to us. Beginning on October 1, 2008, such royalty income is recorded at the fair value of the personal services paid by Lager Network on behalf of us. We have considered the recoverability of the remaining unsettled royalty fee and have made a provision for RMB6.6 million (US\$1.0 million) as of December 31, 2008. In 2008 and 2009, we derived RMB4.4 million and RMB10.7 million (US\$1.6 million), respectively, in overseas licensing net revenues from our license of ZT Online to Lager Network in Hong Kong, Macau, Taiwan, Malaysia and Singapore, and our exclusive license to VinaGame to operate ZT Online in Vietnam beginning the fourth quarter of 2008. In the future, we expect to generate greater overseas licensing net revenues by licensing additional games such as ZT Online PTP and Giant Online to operators outside of China, and by increasing the number of markets into which we license our games. We intend to remain selective in the licensing of our games to third parties and limit licensing to situations we feel present opportunities for us to expand our brand while maintaining quality control over our licensed games. In 2010, we expect our revenues from overseas licensing will continue to increase as we expect more revenues from the overseas market such as Russia and Taiwan.

### **Revenue Collection**

**Online Game Net Revenues.** We generate our online game net revenues through sales of prepaid game cards through our distribution network and game points on our website. For prepaid game card sales made through our distribution network, we receive the full purchase price, less the applicable discount, from the distributors prior to delivering the prepaid game cards to them. For sales made through our website, we receive the full purchase price, less the 0.40 - 0.45% service fee, which are reflected in our cost of services paid to our online payment system operator prior to issuing game points to the purchasers. As a result, we generally do not have any accounts receivable. We make available to each distributor refunds for unsold prepaid game cards after six months, but only to the extent that the

cards have not already expired, are undamaged and are not part of the first batch of prepaid game cards purchased by the distributor. Furthermore, distributors may only return a preset portion of the prepaid game cards that they had originally purchased. We have not had any refund requests from distributors since we commercially launched our first game in January 2006. Once game points are registered to a specific game account, we do not allow any refunds of game points.



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**Overseas Licensing Net Revenues.** Under our license agreement with Lager Network, we are entitled to receive from Lager Network ongoing usage-based royalties. The ongoing usage-based royalties are determined based on the volume of consumption of game points by players with game accounts registered with Lager Network, and are payable to us by Lager Network in accordance with a mutually agreed arrangement. In 2008, we entered into an arrangement with Lager Network whereby Lager Network will pay for services rendered by certain of our employees to partially offset outstanding royalty fees due to us. Under our license agreement with VinaGame. We are entitled to ongoing usage-based royalties determined based on the volume of consumption of game points by player with game accounts registered with VinaGame and are payable to us by VinaGame in accordance with a mutually agreed schedule.

### **Advances From Distributors, Deferred Revenue and Online Game Net Revenue Recognition**

We account for amounts received from distributors upon the sale of our prepaid game cards prior to their registration to specific game accounts as advances from distributors in our consolidated balance sheet. Once a prepaid game card is registered to a specific game account, we account for related amounts as deferred revenues.

For most of our online sales, game points are automatically registered to the purchaser's game account, with the amount received accounted for as deferred revenue on our consolidated balance sheet. In less than 1% of cases, purchasers do not specify a game account. Under those circumstances, we account for amounts received as advances from distributors until the purchaser specifies a game account. At which time, we account for the relevant amount as deferred revenues.

With respect to our free-to-play games, we recognize online game net revenue upon the consumption or expiration of virtual items or services purchased by players. For some virtual items, we recognize online game net revenues ratably over the estimated lifespan of that product or the estimated lifespan of the game. See Critical Accounting Policies Revenue Recognition below. We also recognize online game net revenue when unregistered and suspended prepaid game cards or unregistered and suspended game points purchased on our website expire, which is generally two years after the printing of physical prepaid game cards and one year from the date of issuance of virtual cards. No such revenue was recognized in 2008 and 2009.

As of December 31, 2009, we had advances from distributors of RMB89.6 million (US\$13.1 million) and deferred revenues of RMB321.3 million (US\$47.1 million).

### **Cost of Services**

Our cost of services primarily consists of a portion of our business taxes and surcharges, compensation for personnel operating our games, maintenance of computer equipment, co-location fees and Internet access fees and depreciation of equipment and amortization of software and other intangible assets. As of December 31, 2009, our cost of services did not include any licensing fees, as we internally developed ZT Online (including ZT Online, Classic Edition), ZT Online PTP, ZT Online Green and Giant Online.

### **Sales Taxes and Related Surcharges**

Our cost of services includes the business taxes, VAT and related surcharges that Zhengtu Information pays on revenues that it derives from its contractual arrangements with Giant Network. In 2007, 2008 and 2009, these business

taxes, VAT and related surcharges constituted 44.0%, 30.5% and 19.1%, respectively, of our total cost of services, and were equal to 5.0%, 4.2% and 3.0%, respectively, of our net revenues. Giant Network incurs additional business taxes and related surcharges in connection with sales of our prepaid game cards and game points. However, we present our net revenues net of these taxes and related surcharges. See [Taxation - China - Business Tax and Related Surcharges](#).

## **Compensation for Personnel Operating our Games**

We account for compensation expenses for our employees that are directly involved in the operation of our online games, including our maintenance team, platform team and customer support team, as a cost of service. In 2007, 2008 and 2009, these expenses constituted 19.2%, 19.3% and 22.2%, respectively, of our total cost of services and equaled 2.2%, 2.6% and 3.5%, respectively, of our net revenues. Compensation expenses include employee wages, share-based compensation and welfare benefits, such as social insurance, medical insurance, housing subsidies, unemployment insurance and pension benefits.

TABLE OF CONTENTS**Maintenance of Computer Equipment, Co-location Fees and Internet Access Fees**

Our costs associated with the maintenance of computer equipment, co-location fees and Internet access fees constituted 19.8%, 26.7% and 28.5%, respectively, of our total cost of services and were equal to 2.3%, 3.6% and 4.5%, respectively, of our net revenues in 2007, 2008 and 2009. The bulk of these expenses related to co-location and Internet access fees charged by third-party Internet data centers from which we operate our servers. Another large component is server maintenance. We typically rely on the Internet data centers to resolve our minor server problems, but use our own Shanghai-based maintenance team to resolve larger problems. In 2010, we expect to our co-location and Internet access fees and server maintenance costs to remain the same as 2009 level. Additionally, in the first quarter of 2008, we entered a partnership arrangement with Huawei Technologies to improve our server performance and research server platforms for online games. We may decide to install servers in new locations in China, which could increase our costs further.

**Depreciation of Equipment and Amortization of Software and Other Intangible Assets**

Our depreciation of equipment and amortization of software and other intangible assets related primarily to our servers and other computer equipment as well as capitalized product development costs, constituted 9.0%, 18.5% and 24.2%, respectively, of our total cost of services and were equal to 1.0%, 2.5% and 3.8%, respectively, of our net revenues in 2007, 2008 and 2009. We include depreciation and amortization expenses within our cost of services when the relevant assets are directly related to the operation of our platform and provision of online games. Depreciation and amortization expenses are characterized as operating expenses in all other cases. In 2010, we expect increases in these expenses in connection with the development of K III, ZT Online II, XT Online, The Golden Land, Dragon Soul and other potential projects.

**Operating Expenses**

Operating expenses consist of research and product development expenses, sales and marketing expenses, general and administrative expenses and government financial incentives. The following table sets forth a breakdown of our operating expenses for the years indicated.

	For the year ended December 31, 2007 (RMB) (in thousands)	For the year ended December 31, 2008 (RMB)	For the year ended December 31, 2009 (RMB)      (US\$)	
Gross profit	1,353,450	1,376,780	1,099,765	161,117
Operating (expenses) income:				
Research and product development expenses	(26,918 )	(88,539 )	(113,354 )	(16,607 )
Sales and marketing expenses	(189,403 )	(241,575 )	(119,600 )	(17,522 )
General and administrative expenses	(74,130 )	(141,786 )	(121,446 )	(17,791 )
Government financial incentives	16,779	63,084	88,460	12,959
Total operating expenses	(273,672 )	(408,816 )	(265,940 )	(38,961 )

## Research and Product Development Expenses

Our research and product development expenses primarily consist of employee wages, share-based compensation and welfare benefits for our product development team, and the software used by our product development team, and depreciation of the computers and equipment used by our product development team.

Until a game reaches technological feasibility, we expense all research and product development expenses. We capitalize research and product development expenses for a game once that game becomes technologically feasible, and continue to capitalize those expenses until the game is commercially launched. See Critical Accounting Policies Online Game Product Development Costs below. For our first game, ZT Online, we determined that technological feasibility occurred in August 2005, and we expensed RMB4.0 million and capitalized RMB1.6 million of related development costs prior to commercial launch in January 2006. For Giant Online, we determined that technological feasibility occurred on January 21, 2007. As of December 31, 2009, we capitalized RMB21.6 million (US\$3.2 million) with respect to K III, ZT Online II, My Sweetie, The Golden Land and Dragon Soul. In 2010, we expect our research and product development expenses to increase as we hire new research and development personnel in connection with the development of ZT Online II and other potential new games.

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### **Sales and Marketing Expenses**

Our sales and marketing expenses currently constitute, and are expected to continue to constitute, our largest operating expense. Our sales and marketing expenses primarily relate to advertising, including television and Internet portal advertisements, and national and regional newspapers and magazines. Our sales and marketing expenses also include payments made to Internet café administrators in return for attracting new paying players, employee wages, share-based compensation, welfare benefits for our sales and marketing team, the cost of promotional events and the purchase of promotional souvenirs.

### **General and Administrative Expenses**

General and administrative expenses primarily consist of employee wages, share-based compensation and welfare benefits for our management, finance and administrative personnel, professional service fees, lease payments in relation to our office space, property management fees, administrative expenses and entertainment expenses.

We expect our general and administrative expenses to increase as our business expands in future periods. These increased costs will include those related to complying with our reporting obligations under the U.S. securities laws as a public company such as consulting fees for the improvement of management and business operation and additional personnel compensation due to the rapid expansion of our game pipelines.

### **Government Financial Incentives**

Government financial incentives that Zhengtu Information and Giant Network receive from the Shanghai local government are calculated with reference to their business tax, individual income tax withholdings and enterprise income tax, as the case may be. These financial incentives are conditioned on our continued registration in our present district in Shanghai and qualification of our games as high-tech projects, and are not subject to refund back to the local government.

Our continued eligibility is further subject to the discretion of the Shanghai local government. Moreover, the central government or local government could determine at any time to immediately eliminate or reduce these financial incentives. Upon expiration of these government financial incentives, we will consider available options, in accordance with applicable law, that would enable us to qualify for further government financial incentives to the extent they are then available to us.

## **Taxation**

### **Cayman Islands, British Virgin Islands and Hong Kong**

Under the current laws of Cayman Islands, British Virgin Island and Hong Kong, the Group is not subject to tax on its income or capital gains. In addition, upon payments of dividends by the Group to its shareholders, no Cayman Islands, British Virgin and Hong Kong withholding tax will be imposed.

### **China**

***Income and Withholding Taxes.*** Zhengtu Information and Giant Network are incorporated in China, and are subject to Chinese enterprise income tax, or EIT, on their taxable income. Under certain PRC tax laws effective until

December 31, 2007, because Zhengtu Information was registered in the Caohejing Economic Development Zone of Xuhui District of Shanghai and had been recognized as a New and High Technology Enterprise ( NHTE ), it was granted a preferential EIT rate of 15%. Furthermore, Zhengtu Information enjoyed a two-year exemption from EIT followed by a three-year 50% reduction in its EIT rate, which started in 2006. The qualification of Zhengtu Information as a software development enterprise is required to be reassessed on an annual basis. Giant Network had been recognized as a NHTE and has been granted a preferential EIT rate of 15% for 2008 to 2010. As Giant Network was qualified as a Software Enterprise in 2006 and 2007, it was exempted from EIT.

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In 2007 China passed a new Enterprise Income Tax Law, or the New EIT Law, and its implementing rules, both of which became effective on January 1, 2008. Under the New EIT Law, enterprises that were established and already enjoyed preferential tax treatments before March 16, 2007, the date on which the New EIT Law was passed, will continue to enjoy them (i) in the case of reduced tax rates, for a period of five years from January 1, 2008, subject to certain phase-out rules, or (ii) in the case of fixed-term tax holidays, until the expiration of such term. The New EIT Law also permits a new category of NHTE to enjoy a reduced enterprise tax rate of 15%. Under these phase-out rules, we expect the applicable income tax rate of Zhengtu Information to gradually increase from its 2007 level. In addition, enterprises established before the promulgation date of the New EIT Law and which were granted preferential EIT treatment under the then effective tax laws or regulations may continue to enjoy their preferential tax treatments until their expiration. Accordingly, Zhengtu Information, an enterprise established before the promulgation date of the New EIT Law, will continue to enjoy its preferential treatment subject to the phase-out rules, under which it will continue to enjoy the 50% reduction of the EIT for the 2008 to 2010 taxable years. The 50% reduction may result in a tax rate of 9%, 10% and 11% for taxable years of 2008, 2009 and 2010 respectively. In April 2008, certain government authorities announced the new implementation rules for application and assessment of NHTE and every qualified company needs to re-apply for this qualification according to the new implementation rules. Zhengtu Information had obtained the qualification certificates of NHTE status in 2008 with a valid period of three years from 2008 to 2010. However, Zhengtu Information is not allowed to enjoy the reduced tax rate under the phase-out rules as described above and the preferential income tax rate of 15% at the same time. Zhengtu Information has adopted the reduced rate under phase-out rules for its remaining 3-year tax holiday (i.e., 9%, 10% and 11% for 2008, 2009 and 2010 respectively). It is also expected that, after the remaining 3-year tax holiday expires in 2010, if Zhengtu Information continues to qualify as a NHTE, it should be entitled to the preferential tax rate of 15% in 2011 and onwards.

Giant Network, a VIE to which Zhengtu Information is deemed the primary beneficiary, has been recognized as a NHTE effective from 2008, and therefore enjoys a preferential tax rate of 15% in 2008 and 2009.

The New Tax Law provides that an income tax rate of 20% will generally be applicable to dividends from our PRC subsidiaries. However, pursuant to the New Tax Law and the Implementation Rules to the New Income Tax Law, promulgated on December 6, 2007 and effective on January 1, 2008 ( Implementation Rules ), our Cayman holding company, Eddia will be subject to a 10% withholding tax and Giant HK, under a special arrangement between China and Hong Kong, will be subject to a 5% withholding tax for such dividends paid to them, unless our Cayman holding company, Eddia and Giant HK are treated as a China tax resident enterprise.

Under the New Tax Law, an enterprise established outside of the PRC with de facto management bodies within the PRC is considered a resident enterprise and will normally be subject to the enterprise income tax at the rate of 25% on its worldwide income. Under the Implementation Rules of the New Tax Law, de facto management body is defined as the body that has material and overall management and control over the business, personnel, accounts and properties of the enterprise. In addition, a recent circular issued in 2009 by the State Administration of Taxation regarding the standards used to classify certain Chinese enterprise controlled companies established outside of China as resident enterprises provides that certain Chinese-invested enterprises will be classified as resident enterprises if the following are located or resident in China: senior management personnel and departments that are responsible for daily production, operation and management; financial and personnel decision making bodies; key properties, accounting books, company seal, and minutes of board meetings and shareholders meetings; and half or more of the directors or senior management having voting rights. Based on the assessment of facts and circumstances available, the Company is more likely than not a non-PRC tax resident enterprise. Accordingly, the Company has not accrued for PRC enterprise income tax at December 31, 2009.





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The Group has a net tax operating loss carry-forward of approximately RMB1,856,000 (US\$271,900) attributed to one of its subsidiaries, Zhuhai Zhengtu, as of December 31, 2009. There were no such loss in 2007 and 2008, and the net operating loss will start to expire in 2015.

***Sales Taxes and Related Surcharges.*** We incur two different types of business taxes and related surcharges, each of which we account for differently. Giant Network is subject to Chinese business tax at the rate of 5% on the proceeds received from its sale of prepaid game cards and game points. Zhengtu Information is subject to Chinese business tax of 5% on the overseas licensing revenues it receives from Lager Network and VinaGame. These two entities are also subject to local surcharges that are related to this business tax, including city construction and education surcharges.

Our net revenues are presented net of these business taxes and related surcharges, which were RMB104.9 million, RMB95.9 million and RMB72.7 million (US\$10.7 million) for the year ended December 31, 2007, 2008 and 2009, respectively.

Zhengtu Information is also subject to business tax at the rate of 5% and VAT at the rate of 3% (net) in connection with the revenues that it derives from its contractual arrangements with Giant Network. We account for this business tax, VAT and related surcharges as a component of our cost of services. In 2007, 2008 and 2009, this amounted to RMB76.6 million, RMB66.4 million and RMB39.1 million (US\$5.7 million), respectively.

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## Results of Operations

### Comparison of Years Ended December 31, 2007, December 31, 2008 and December 31, 2009

The following tables set forth selected results of operations data by amount and as a percentage of our total net revenues for the years indicated. You should read the following tables in conjunction with the audited consolidated financial information and related notes contained elsewhere in this annual report.

### Selected Consolidated Statement of Operations Data:

#### Net Revenues

Our total net revenues were RMB1,527.5 million, RMB1,594.7 million and RMB1,303.8 million (US\$191.0 million) in 2007, 2008 and 2009, respectively, representing a 4.4% increase in 2008 and an 18.2% decrease in 2009, respectively. The majority of our total net revenues consisted of online game net revenues generated by ZT Online, which increased from RMB1,521.4 million in 2007 to RMB1,517.1 million in 2008 and decreased to RMB1,096.8 million (US\$160.7million) in 2009.

The decrease of our net revenues in 2009 was primarily due to the new regulations on certain game features promulgated by the PRC government as well as our adjustment in the in-game monetization mechanism, partially offset by an increase in our overseas licensing revenues as a result of our licensing to VinaGame for operation of our ZT Online games in the Vietnam market. In 2008, we believe the moderate increase was due to the stabilization of our player base for ZT Online as well as revenues generated from ZT Online Classic Edition and Giant Online offsetting our adjustment and change of in-game monetization features in the third quarter of 2008.

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### **Cost of Services**

Our cost of services was RMB174.1 million, RMB217.9 million and RMB204.1 million (US\$29.9 million) in 2007, 2008 and 2009, respectively, reflecting a 25.2% increase in 2008 and a 6.4% decrease in 2009, respectively. Our cost of services is generally less volatile than our net revenues, primarily because the components of our cost of services, such as co-location and internet access fees and depreciation and amortization of our equipment, software and other intangible assets generally remain stable.

In 2009, the decrease in our cost of services was primarily due to a decrease in our business taxes and related surcharges as compared to those of 2008, which reflected our decreased online game revenues and increased control of operating expenses. In 2008, the increase in our cost of services was primarily due to our expanding operations. Our maintenance of computer equipment, co-location fees and Internet access expenses increased to RMB58.2 million in 2008 from RMB34.4 million in 2007, representing a 69.1% increase in 2008, which reflected the expansion of our server network to ensure adequate capacity to handle the increasingly large number of ZT Online players as well as players for Giant Online and ZT Online PTP. In addition, our expenses associated with the depreciation of equipment and amortization of software and other intangible assets was RMB40.3 million in 2008, representing a 156.0% increase from RMB15.7 million in 2007, which was mostly related to depreciation related to our server network, which expanded significantly.

### **Gross Profit and Margin**

Our gross profit was RMB1,353.5 million, RMB1,376.8 million and RMB1,099.8 million (US\$161.1 million) in 2007, 2008 and 2009, respectively, reflecting a 20.1% decrease in 2009 and a 1.7% increase in 2008, respectively. Our gross margin decreased slightly from 88.6% in 2007 to 86.3% in 2008 and 84.3% in 2009.

### **Operating Expenses**

#### **Research and Product Development Expenses**

Our research and product development expenses were RMB26.9 million, RMB88.5 million and RMB113.4 million (US\$16.6 million) in 2007, 2008 and 2009, respectively, representing an increase of 228.9% in 2008 and an increase of 28.0% in 2009.

The increase in our research and product development expenses in 2009 was primarily due to our increased game research and product development expenses, including ZT Online II, as well as our Win@Giant program which served as an important source of our product development. In 2008, the increase in our research and product development expenses was primarily due to employee wages and welfare benefits for our new product development team, which related both to our hiring of additional product development personnel, and the accounting for share-based compensation to certain key employees.

Our research and product development expenses in 2007 include share-based compensation expenses of RMB8.3 million, whereas in the same period in 2008 and 2009 we incurred share-based compensation expenses of RMB10.9 million and RMB9.6 million, respectively. Our research and product development costs in 2009 were offset by RMB21.6 million in game development expenditures related to K III, ZT Online II, My Sweetie, The Golden Land and Dragon Soul that we capitalized. We expect our research and product development expenses to increase in 2010 as we develop our game pipeline.

### **Sales and Marketing Expenses**

Our sales and marketing expenses were RMB189.4 million, RMB241.6 million and RMB119.6 million (US\$17.5 million) in 2007, 2008 and 2009 respectively, representing an increase of 27.5% in 2008 and a decrease of 50.5% in 2009. Our sales and marketing expenses primarily consist of expenses for promotion and advertising of our games and compensation expenses for our sales and marketing personnel related to promoting our online games.

The decrease of our sales and marketing expenses in 2009 was primarily due to our lower advertising expenses as we adopted a more prudent advertising strategy in promoting our games with an aim to optimize our resource allocation and to achieve better cost control. Advertising expenses decreased by 55.4% from RMB70.4 million in 2008 to RMB31.4 million in 2009, primarily due to our more prudent advertising

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strategy in 2009. In addition, the total compensation expenditure for our liaison personnel also decreased by 35.2% from RMB77.1 million in 2008 to RMB50.0 million in 2009 as we reduced the number of liaison personnel. In 2008, the increase in our sales and marketing expenses was attributable to our compensation expenses for our sales and marketing personnel providing marketing services to ZT Online, Giant Online and ZT Online PTP, which were RMB77.1 million (US\$11.3 million) in 2008, an increase of RMB38.0 million, or 97.2% from RMB39.1 million in 2007. The increase was also due in part to a 3282.3% increase of marketing campaign expenses for our games, particularly Giant Online, in Internet cafés, from RMB0.4 million in 2007 to RMB14.5 million in 2008. This increase was slightly offset by decreases in our other miscellaneous expenses due to our tightened cost controls over our sales and marketing personnel and marketing campaigns.

### **General and Administrative Expenses**

Our general and administrative expenses were RMB74.1 million, RMB141.8 million and RMB121.4 million (US\$17.8 million) in 2007, 2008 and 2009, representing a 91.3% increase in 2008 and a 14.4% decrease in 2009.

In 2009, the decrease in our general and administrative expenses were primarily due to our more effective cost control measures as well as a decrease in employee wages and welfare benefits as a result of our reduced number of employees. Total employee compensation decreased by 15.4% from RMB71.4 million in 2008 to RMB60.3 million in 2009. Additionally, the decrease of option expenses also attributed to the decrease of general and administrative expenses in 2009 since the accelerated amortization method was applied. In 2008, the increase was primarily due to a increase in employee wages and welfare benefits for administrative staff in strategic management, finance, accounting, internal control and human resource management, which were RMB71.4 million in 2008.

### **Government Financial Incentives**

Our proceeds from government financial incentives increased from RMB16.8 million in 2007 to RMB63.1 million in 2008 and RMB88.5 million (US\$13.0 million) in 2009. The government financial incentives consisted of the incentives received for our games being recognized as high-tech projects, as well as incentives received based on the amount of sales tax paid in the previous year. The increase in 2009 was primarily due our increased tax payment in 2008 as compared to that in 2007, which resulted in a high amount of proceeds received in 2009 as compare to that in 2008.

### **Income from Operations**

In 2009, income from operations was RMB833.8 million (US\$122.2 million), representing a decrease of RMB134.1 million (US\$19.7 million), or 13.9%, from RMB968.0 million in 2008, and a decrease of RMB111.8 million, or 10.4%, from RMB1,079.8 million in 2007. As a percentage of total net revenues, income from operations decreased from 70.7% in 2007 to 60.7% in 2008, and increased to 64.0% in 2009. The decrease of our income from operations in 2009 primarily reflected our lower online game revenues, partially offset by our lower operating expenses as a result of our effective cost control during the same year. The decrease in 2008 was primarily due to the decline in our active paying players in the third quarter of 2008 due to monetization changes in ZT Online.

### **Interest Income**

Our interest income was RMB53.9 million, RMB185.0 million and RMB102.2 million (US\$15.0 million) in 2007, 2008 and 2009, respectively, representing an increase of 243.2% in 2008 and a decrease of 44.8% in 2009. The decrease in 2009 was primarily due to the lowered interest rates among banks in the PRC. The increase in 2008 was

primarily due to the increase in the funds that we held in interest-bearing bank deposits since 2007.

### **Income Tax Expense**

We recognized an income tax expense of RMB85.1 million (US\$12.5 million) in 2009. The increase in our income tax expenses in 2009 was primarily due to the lower base in 2008 as a result of the reversal of unrecognized tax benefits, reversal of valuation allowance of deferred tax assets, and increased deferred tax assets in 2008, as well as the increased applicable income tax rate from 9% in 2008 to 10% in 2009 pursuant to relevant PRC laws and regulations. The increase was offset by a VAT refund received in 2009.

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We recognized an income tax expense of RMB39.4 million (US\$5.8 million) in 2008 mainly due to Zhengtu Information, one of our main subsidiaries, completed its two-year tax holiday and tax exempt status in 2007. Additionally, in 2008, we recognized an income tax expense of RMB28.4 million for our Cayman company in accordance with FIN48, Accounting for Uncertainty in Income Taxes – an interpretation of FASB statement No. 109 (FIN48), which was offset by the reversal of unrecognized tax benefits of RMB30.9 million as a result of Giant Network's qualification as a software enterprise for year 2007. We did not record any income tax expenses for 2007. In 2007, we recorded a liability for unrecognized tax benefits in the amount of RMB30.9 million, representing the estimated income tax we would have paid for the year 2007 if Giant Network's tax exempt status was not renewed by PRC tax authorities. The liability for unrecognized tax benefits was offset by net deferred tax assets principally related to deferred revenues and advances from distributors.

### **Investment Income (Loss)**

In 2009, we recorded an investment loss amounted to RMB6.0 million (US\$0.9 million), which was related to our trading of certain equity investment.

In 2008, our investment income amounted to RMB1.2 million, a decrease of RMB1.4 million, or 54.3%, from RMB2.6 million in 2007, due to the effects of the global economic crisis.

### **Net Income and Margin**

As a result of the foregoing, our net income decreased by RMB22.8 million, or 2.0%, from RMB1,136.3 million in 2007 to RMB1,113.6 million in 2008 and decreased by RMB254.6 million (US\$37.3 million), or 22.9% to RMB859.0 million (US\$125.8 million) in 2009. Our net margin also decreased from 74.4% in 2007 to 69.8% in 2008 and to 65.9% in 2009.

### **Dividends**

We paid RMB277.7 million (US\$40.6 million) dividends to our shareholders in 2009. In 2008 and 2007, we paid RMB593.5 million and RMB190.8 million in dividends to our shareholders, respectively.

We declared RMB279.2 million (US\$40.9 million) dividends on April 15, 2010 and made full payment of such dividends on May 10, 2010.

## **Liquidity and Capital Resources**

### **Cash Flows and Working Capital.**

In 2007, Giant Network provided interest-free advances for a total amount of RMB900.0 million to Shanghai Jiante Shengming Technology Co., Ltd., or Shanghai Jiante, a company owned and controlled by our chairman and chief executive officer, Yuzhu Shi. These interest free advances were repaid in full by August, 2007. We financed each of the advances from Giant Network and Zhengtu Information to Shanghai Jiante with cash flows generated by our operations. No related party advances or loans will be made in the future without the prior approval of our audit committee.

On November 6, 2007, we completed our initial public offering, resulting in net proceeds to us of approximately US\$792.7 million, which we have used in investments as well as to fund our share repurchase program.



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As of December 31, 2007, 2008 and 2009, we had RMB7,295 million, RMB 1,696 million and RMB1,097.2 million (US\$160.7 million), respectively, in cash and cash equivalents. In 2007, 2008 and 2009, our cash needs were derived primarily from our operating expenses and our cost of services, and to a lesser extent our capital expenditures. See Capital Expenditures. If our internal resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain a credit facility, which could result in additional dilution to our shareholders or operating and financing covenants that would restrict our operations.

	For the year ended December 31,			(US\$)
	2007	2008	2009	
	(RMB)	(RMB)	(RMB)	
	(in thousands)			
Net of cash provided by operating activities	1,481,791	1,109,700	751,759	110,133
Net cash used in investing activities	(126,572 )	(3,874,244)	(1,021,922)	(149,712)
Net cash provided by (used in) financing activities	5,540,807	(2,583,868)	(316,619 )	(46,385 )
Cash and cash equivalents at the end of the year	7,295,470	1,696,273	1,097,155	(160,734)

**Operating Activities**

For 2007, 2008 and 2009, our net cash provided by operating activities primarily resulted from our net income of RMB1,136.3 million, RMB1,113.6 million and RMB859.3 million (US\$125.9 million), respectively. Cash flows from deferred revenues in each of these periods were RMB188.3 million, RMB78.2 million and RMB81.8 million (US\$12.0 million), respectively. Deferred revenues and advances from distributors represent amounts that we have received for sales of our prepaid game cards from our distributors and game points purchased on our website that have not yet been recognized as revenues. See Critical Accounting Policies Revenue Recognition Online Game Net Revenues below. Our cash flows from advances from distributors in 2007, 2008 and 2009 were RMB75.2 million, RMB41.2 million and RMB2.9 million (US\$0.4 million), respectively. Our cash provided by operating activities was partly offset by cash used in prepayments and purchase of other assets of RMB24.8 million in 2007, RMB5.0 million in 2008 and RMB129.4 million (US\$19.0 million) in 2009. The increase in 2007 reflected an increase in prepayment of co-location fees to Internet data centers housing our servers and increased prepayment of advertising expenses, and the decrease in 2008 reflected fewer prepayments for advertising and other purchase of assets due to tightened controls on our costs and cash.

**Investing Activities**

In 2007, our net cash used in investing activities was RMB126.6 million, reflecting our purchase of additional property and equipment, including mainly servers, in the amount of RMB108.6 million.

In 2008, our net cash used in investing activities was RMB3,874.2 million. This increase primarily reflected our short term investments mainly in bank deposits with maturity of more than 90 days for RMB3,376.8 million and an available-for-sale investment in 51.com of RMB348.7 million.

In 2009, our net cash used in investing activities was RMB1,021.9 million (US\$149.7 million), which primarily consisted of a held-to-maturity investment in the amount of RMB500.0 million and fixed deposit investments in the amount of RMB429.9 million.

We have a conservative investment strategy which involves only investing in principal guaranteed or principal protected instruments and time deposits. We have not and do not plan to invest in derivatives.

## **Financing Activities**

Financing activities include proceeds from the issuance of capital, changes in our subsidiary and our affiliated entity's paid-in capital, proceeds from long-term loans and proceeds from the exercise of share options.

In 2007, we received proceeds from a long-term loan in the amount of RMB5.0 million which had been fully repaid. In addition, we received proceeds from our initial public offering in the amount of RMB5.8 billion. In August 2007, we also paid dividends to shareholders in the amount of RMB160.5 million.

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In 2008 we received proceeds of RMB10.8 million in connection with the exercise of stock options by our officers, directors and employees. In addition, we paid dividends to shareholders in the amount of RMB593.5 million in April 2008. As of December 31, 2008, we also repurchased our shares from the open market under our share repurchase program for a total cash payment of RMB1,987.4 million.

In April 2009, we paid dividends to shareholders in the amount of RMB277.7 million (US\$40.6 million). In 2009, we also repurchased our shares from open market under our share repurchase program for a total cash payment of RMB62.8 million (US\$9.2 million) offset by proceeds from exercise of share options of RMB18.7 million (US\$2.7 million) and capital contribution from non controlling interests of RMB5.1 million (US\$0.7 million). We believe that our current cash and cash equivalents and cash flows from operations will be sufficient to meet our anticipated cash needs for the next 12 months. We additionally expended RMB279.2 million (US\$40.9 million) for a dividend payment to our shareholders on May 10, 2010. We may, however, require additional cash resources due to changed business conditions or other future developments, including any investments, joint ventures or acquisitions we may decide to pursue.

## **Capital Expenditures**

Our capital expenditures were RMB195.3 million, RMB148.7 million and RMB143.0 million (US\$20.9 million), respectively, in 2007, 2008 and 2009. The substantial majority of our capital expenditures have related to our purchase of servers and to a lesser extent other computer equipment. They have also included improvements for our office facilities and furniture. In 2009, our capital expenditure was primarily due to our acquisition of a land parcel in Zhuhai City, which we expect to be used for construction of our research and development center in the future, with a consideration of RMB85.2 million (US\$12.5 million). See also F. Tabular Disclosure of Contractual Obligations.

## **Critical Accounting Policies**

We prepare our 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 net revenues 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 on various other assumptions that we believe to be reasonable under the circumstances. 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 places the most significant demands on our management's judgment.

## **Revenue Recognition**

**Online Game Net Revenues.** With respect to both our free-to-play games and our pay-to-play game, we generate sale proceeds from the sale of our prepaid game cards (representing a specified amount of game points) through our distribution network and the sale of game points directly through our official game website. Amounts that we receive for the sale of prepaid game cards prior to their registration to a specific player account are accounted as advances from distributors on our consolidated balance sheet. Once a prepaid game card is registered to a specific player account, amounts received are accounted for as deferred revenues on our consolidated balance sheet. Game points purchased from us on our official game website are typically automatically registered to the purchaser's game account, and the related purchase price is accounted for as deferred revenues.

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For our free-to-play games, we recognize revenue only after a player uses game points registered to that player's game account to purchase a virtual item or service as follows:

for all virtual services, and consumable virtual items, including those that are consumed at a predetermined time or that otherwise have limitations on repeated use (for example a virtual shirt that can only be worn for 30 days or a virtual potion that can only be consumed once), we recognize revenues ratably or upon full consumption or expiration of the service or item.

for permanent virtual items, or those that are not consumed at a predetermined time or otherwise do not have a limitation on repeated use (for example a virtual sword), we recognize revenue ratably

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over the estimated lifespan of the specific item. When we commence sale of a new virtual item, including at the commercial launch of a new game, we use available information to estimate that virtual item's lifespan. The estimated life span is determined based on the historical paying player usage pattern and playing behavior. When the life span of certain virtual items cannot be reliably determined based on historical player pattern and behavior, the related revenues are recognized over the estimated life of the related game. To determine a specific virtual item's estimated lifespan we select a starting date, and track the lifespan of all of that type of item purchased by players on that date. For ZT Online, the time between the starting date and the point at which 95% of the tracked virtual items have been destroyed or replaced, or at which purchasers of such permanent virtual items have not logged into the game for more than 90 consecutive days in 2007, and for 180 consecutive days, as of 2008 and 2009 (thereby being deemed an inactive player), is used as that item's estimated lifespan. We will continue to monitor the average lifespan of our virtual items and the estimated lifespan of our games, which may differ from the historical periods on which our revenue recognition policy was previously based. Any change in our estimates, particularly as our games mature and gain greater operating history and data and thereby enable us to refine our estimates, may result in our revenues being recognized on a different basis than in prior periods and may cause our operating results to fluctuate.

for unused non-permanent consumable items, we recognize revenues immediately once the designated player is deemed inactive.

We do not recognize revenue related to virtual items and services purchased by players using gold or silver coins, or gold or silver vouchers issued pursuant to our virtual insurance policies.

For our pay-to-play games, the first of which we commercially launched in the fourth quarter of 2007, we recognize revenue when game points, which are registered to a player's game account and which represent that player's prepaid playing time, are actually used by the player to play our games.

We also recognize revenue when unregistered prepaid game cards or unregistered game points purchased directly on our website expire and are suspended, which is generally two years after the printing of physical game cards and one year from the issuance of virtual cards. Registered game points do not expire. No such revenue was recognized in 2009.

***Overseas Licensing Net Revenues.*** We have entered into a licensing agreement with Lager Network to operate ZT Online in Hong Kong, Macau, Taiwan, Malaysia and Singapore for a term of three years. Under this licensing agreement, we are entitled to ongoing usage-based royalties determined based on the volume of consumption of game points by players with game accounts registered with Lager Network. We recognize usage-based royalties when they are earned, provided that the collectability is probable. In 2008, we entered into an arrangement with Lager Network whereby Lager Network will pay for services rendered by certain of our employees to partially offset outstanding royalty fees due to us, and beginning on October 1, 2008, the royalty income is recorded at the fair value of the personal services paid by Lager Network on behalf of us. In 2008, we entered into a licensing agreement with VinaGame to operate ZT Online in Vietnam for a term of 3 years. Under this licensing agreement, we are entitled to ongoing usage-based royalties determined based on the volume of consumed game points by player with game accounts registered with VinaGame. We recognize usage-based royalties when they are earned, provided that the collectability is probable.

## **Online Game Product Development Costs**

We recognize software development costs for the development of software, including online games, to be sold or marketed to customers in accordance with Statement of Financial Accounting Standards Codification (ASC) subtopic 985 Software (Pre-codification: SFAS No. 86, Accounting for Costs of Computer Software to be Sold, Leased or Otherwise Marketed). As such, we expense our game development costs incurred prior to technological feasibility.

Once a game becomes technologically feasible, all subsequent development costs for that product are capitalized until that product is available for general release. Determination of technological feasibility requires significant judgment. Technological feasibility is evaluated on a game-by-game basis, but typically encompasses both technical design and game design documentation and only occurs when the online game has a proven ability to operate in an online game environment. After an online game is released, the capitalized product development costs are amortized to expense based on the

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expected life of the game. This expense is recorded as a component of cost of services. Since our establishment in November 18, 2004 through December 31, 2009, the amount of online game development costs qualifying for capitalization totaled RMB31.7 million (US\$4.6 million). Of this amount, 4.96% relates to ZT Online, 6.79% relates to ZT Online II, 26.88% relates to Giant Online, 37.18% relates to K III, 9.25% relates to The Golden Land, 14.27% relates to Dragon Soul, and 0.67% relates to My sweetie respectively. In 2008, we did not capitalize any online game development costs. In 2009, we capitalized approximately RMB21.6 million of our online game development costs in accordance with relevant accounting standards. For ZT Online and Giant Online, the capitalized development costs are being amortized over their respective estimated life spans.

### **Consolidation of Variable Interest Entity**

We have adopted ASC Subtopic 810-10 ( ASC 810-10 ), Consolidation: Overall (Pre-codification: Financial Accounting Standards Board ( FASB ) Interpretation No. 46R, Consolidation of Variable Interest Entities, an interpretation of APB No. 51). ASC 810-10 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties.

PRC laws and regulations currently prohibit or restrict foreign-invested companies from providing Internet content services, which includes operating online games. To comply with these foreign ownership restrictions, we operate our online game business in China through our affiliated entity Giant Network, which is wholly owned by PRC citizens or entities. Giant Network holds the licenses and approvals that are required to operate our online game business. Zhengtu Information has entered into a series of contractual arrangements with Giant Network and its shareholders.

See Item C Organizational Structure. Despite the lack of technical majority ownership, there exists a parent-subsidiary relationship between us and Giant Network through an irrevocable proxy agreement, whereby the equity holders of Giant Network effectively assigned all of their voting rights underlying their equity interest in Giant Network to us. As a result of these contractual arrangements, we have the substantial ability to control Giant Network and absorb substantially all the profits and all the expected losses of Giant Network. Therefore, we are considered the primary beneficiary of Giant Network. Accordingly, Giant Network is a VIE of our company under U.S. GAAP and we consolidate its results in our consolidated financial statements. We have consulted with our PRC legal counsel in assessing our ability to control Giant Network through these contractual arrangements on an annual basis. Any changes in PRC laws and regulations that affect our ability to control Giant Network might preclude us from consolidating Giant Network in the future.

### **Cash, cash equivalents and short-term investments**

Cash and cash equivalents represent cash on hand, demand deposits and money market fund placed with banks or other financial institutions. All highly liquid investments with a stated maturity of 90 days or less from the date of purchase are classified as cash equivalents. All highly liquid investments with stated maturities of greater than 90 days but less than 365 days, are classified as short-term investments which are stated at their approximate fair value.

We account for our investments in accordance to ASC subtopic 320-10 ( ASC 320-10 ), Investments Debt and Equity Securities: Overall (Pre-codification: SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities ). ASC 320-10 classifies the investments in debt securities as held-to-maturity , trading or available-for-sale whose classification determines the respective accounting methods stipulated by the accounting standard for financial instruments. The securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities. Trading asset investments include marketable debt instruments in which we did not

document our intention to hold the investments to maturity at acquisition and classified the investments as trading. Unrealized holding gains and losses for trading securities are included in earnings. We held no trading securities as of December 31, 2009.

The securities that we have positive intent and ability to hold to maturity are classified as held-to-maturity securities and stated at amortized cost. For individual securities classified as held-to-maturity securities, we evaluate whether a decline in fair value below the amortized cost basis is other than temporary in accordance to ASC subtopic 320-10 ( ASC 320-10 ), Investments Debt and Equity Securities: Overall



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(Pre-codification: FASB Staff Position ( FSP ) No. SFAS 115-1/124-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments ). If the decline in fair value is judged to be other than temporary, the cost basis of the individual security would be written down to fair value as a new cost basis and the amount of the write-down is included in earnings. Dividend and interest income, including amortization of the premium and discount arising at acquisition, for all categories of investments in securities are included in earnings. Any realized gains or losses on the sale of the investments are determined on a specific identification method, and such gains and losses are reflected as a component of interest income.

Any negative events or deterioration in financial well-being with respect to the counterparties and the underlying collateral could materially impact our financial position and results of operations.

### **Available-for-Sale Investment**

We have designated our investment in convertible redeemable preferred shares of Five One Network Development Co. Ltd., ( 51.com ) and the convertible redeemable preferred shares of Mobile Embedded Technology Inc. ( MET ) as available-for-sale investments. Such available-for-sale investments are reported at fair value, with unrealized gains and losses recorded in accumulated other comprehensive income in shareholders' equity. Realized gains or losses are charged to earnings during the period in which the gain or loss is realized. If we determine a decline in fair value is other than-temporary, the cost basis of the individual security is written down to fair value as a new cost basis and the amount of the write-down is accounted for as a realized loss. The new cost basis will not be changed for subsequent recoveries in fair value. Determination of whether declines in value are other-than-temporary requires significant judgment. Subsequent increases and decreases in the fair value of available-for-sale securities will be included in comprehensive income through a credit or charge to shareholders' equity except for an other-than-temporary impairment, which will be charged to earnings.

The fair value of our available-for-sale investments were estimated using an enterprise value allocation ( EVA ) model. The EVA model requires inputs of highly subjective assumptions including the expected stock price volatility and the probability of occurrence of certain events. Unfavorable changes in these estimates and assumptions could materially impact our financial position and results of operations.

The total fair value of our available-for-sale investments is RMB451.0 million (US\$66.1 million), which represents 7.0% of our total assets at December 31, 2009.

### **Useful Life of Long-Lived Assets**

Property, equipment and intangible assets are stated at historical cost less accumulated depreciation and amortization. Depreciation of property and equipment is computed using a straight-line method over the estimated useful lives of the assets, which are generally five years. Amortization of intangible assets is computed using a straight-line method over the estimated useful lives of the assets, which are generally three years. Judgment is required to determine the estimated useful lives of assets, especially for servers, including determining how long existing equipment can function and when new technologies will be introduced to replace existing equipment. Changes in these estimates and assumptions could materially impact our financial position and results of operations.

### **Impairment of Long-Lived Assets and Intangible Assets**

We review our long-lived assets and intangible assets 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 those assets by

comparing the carrying amount to the estimated future undiscounted cash flow associated with them. If the future net undiscounted cash flows are less than the carrying amount of the assets, the assets are considered impaired and an expense is recognized equal to the amount required to reduce the carrying amount of the assets to their then fair value.

We have not yet recognized any impairment to our long-lived assets and intangible assets.

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### **Income Taxes**

We follow the liability method in accounting for income taxes in accordance with ASC subtopic 740-10 ( ASC 740-10 ), Income Taxes: Overall (Pre-codification: FASB Interpretation No. 109 Accounting for Income Taxes ). Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. We record a valuation allowance to offset deferred tax assets if based on the weight of available evidence; it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized in income in the year that includes the enactment date.

### **Accounting for uncertain income tax positions**

We adopted ASC subtopic 740-10 ( ASC 740-10 ) Income Taxes: Overall (Pre-codification: FIN48, Accounting for Uncertainty in Income Taxes an interpretation of FASB statement No. 109 ) on January 1, 2007 which clarifies the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. We did not incur a cumulative adjustment upon the adoption of ASC 740-10 Income Taxes. We have elected to classify interest and penalties related to an uncertain tax position, if and when required, as part of income tax expense in our consolidated statements of operations and comprehensive income.

### **Share-Based Compensation**

We have accounted for share-based compensation that we pay to directors, management, employees, consultants and other eligible persons pursuant to the Employee Share Option Scheme, or 2006 Plan, and the 2007 Performance Incentive Plan, or the 2007 Plan, in accordance with ASC subtopic 718-10 ( ASC 718-10 ) Compensation Stock Compensation: Overall (Pre-Codification: SFAS No. 123 (Revised 2004), Share-Based Payment ), and ASC subtopic 505-50 ( ASC 505-50 ), Equity: Equity based Payment to Non-employees (Pre-Codification: EITF 96-18 Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services ). Under the fair value recognition provisions of ASC 718-10, share-based compensation cost is measured at the grant date and service performance date for share options issued to employees and non-employees, respectively, based on the fair value of the award and is recognized as an expense on an accelerated recognition basis, net of estimated forfeitures, over the requisite service period, which is generally the vesting period. In 2007, all our consultants were hired as employees. There were no share options issued to consultants in 2008 and 2009.

On September 30, 2006, our board of directors adopted the 2006 Plan. As of December 31, 2009, we had options with respect to 6,594,534 of our ordinary shares granted and outstanding under the 2006 Plan. Our board of directors adopted the 2007 Plan on October 9, 2007 and reserved 7,800,000 ordinary shares for issuance under the 2007 Plan. As of December 31, 2009, we had options with respect to 6,406,600 of our ordinary shares granted and outstanding under the 2007 Plan. No further options will be granted by us under the 2006 Plan.

We use the binomial option pricing model to determine the fair value of our share options. The binomial model requires us to input certain complex and subjective assumptions, including our expected share price volatility over the term of the award, expected employee share option exercise behavior, risk-free interest rates and the expected forfeiture rate. With respect to expected share price volatility, we reference historical volatilities of the shares of several comparable companies. The risk-free interest rate for periods within the life of the share option is based on the U.S. Treasury yield curve in effect at the time of the related grant. We use historical turnover data to estimate the

employee forfeiture rate. Prior to our initial public offering, the fair value of the ordinary shares, at the grant dates and the service performance date, was determined based on an independent third party valuation performed by Jones Lang LaSalle Sallmanns (formerly known as Sallmanns (Far East) Ltd.), or Sallmanns.

If factors change and we employ different assumptions to estimate our share-based compensation expense for new awards in the future, or if we decide to use a different pricing model, our share-based compensation in future periods may differ significantly from what we have recorded in prior periods and could materially affect our gross profit, income from operations, net income and net income per share.

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The application of its principles provided in ASC 718-10 may be subject to further interpretation and refinement over time. There are significant differences among pricing models and there is a possibility that we will adopt different pricing models in the future. This may result in a lack of consistency in future periods and materially affect the fair value estimates of our share-based compensation. It may also result in a lack of comparability with other companies that use different models, methods and assumptions.

As of December 31, 2009, we had RMB35.4 million (US\$5.2 million) of unrecognized share-based compensation cost related to share options issued to employees. That deferred cost is expected to be recognized over a weighted-average vesting period of 2.82 years. To the extent the actual forfeiture rate is different from original estimate, actual share-based compensation related to these awards may be different from the expectation.

### **Treasury Stock**

We accounted for those shares repurchased as treasury stock at cost in accordance with ASC subtopic 505-30 Treasury Stock (Pre-codification: Accounting Principles Board Opinion No. 6). The repurchased shares are shown separately from our remaining shareholders' equity, as we have not yet decided on the ultimate disposition of such repurchased shares. When we decide to retire the treasury stock, the difference between the original issuance price and the repurchase price shall be debited into our retained earnings.

### **Others**

For share-based payments made outside of our equity incentive plans, we record share-based compensation expenses equal to the difference between the consideration paid and the fair value of the share-based compensation. Our management determines fair value based on an independent third party valuation.

## **C. Research and Development**

We established a Chengdu research and development branch in May 2008 for purposes of developing a 3-D engine server and 3-D games. In 2009, Zhengduo Information, Zhuhai Zhengtu, Wuxi Network, Jujia Network, Juhuo Network and Juhe Network were incorporated for our online game research and development. Zhengduo Information, Zhuhai Zhengtu and Wuxi Network are wholly owned by us. Jujia Network, Juhuo Network and Juhe Network are 51% owned by us, while the research and development teams own 49% of each of the three companies respectively. This ownership structure was designed to incentivize the teams to work as entrepreneurs for the joint benefit of the teams and us. Our research and product development expenses were RMB26.9 million, RMB88.5 million and RMB113.4 million (US\$16.6 million) in 2007, 2008 and 2009, respectively.

## **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 year ended December 31, 2009 that are reasonably likely to have a material adverse effect on our 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**

We do not have any outstanding off-balance sheet guarantees, interest rate swap transactions or foreign currency foreign contracts. We do not engage in trading activities involving non-exchange traded contracts. In our ongoing business, we do not enter into transactions involving, or otherwise form relationships with, unconsolidated entities or financials partnerships that are established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

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TABLE OF CONTENTS**F. Tabular Disclosure of Contractual Obligations**

A summary of our contractual obligations at December 31, 2009 is as follows:

	Contractual Obligations				Total	Total
	Less than 1 Year	1 Years	3 Years	5 Years		
	RMB	RMB	RMB	RMB	RMB	US\$
						(In thousands)
Capital commitments	31,598				31,598	4,629
Operating leases <sup>(1)</sup>	16,456	27,040			43,496	6,372
Total	48,054	27,040			75,094	11,001

(1) Operating leases are for office premises research and development facility.

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

The following table sets forth information regarding our directors and executive officers as of the date of this annual report. The business address of each of our directors and executive officers is 2/F No. 29 Building, 396 Guilin Road, Shanghai 200233, People's Republic of China.

Name	Age	Position
Yuzhu Shi	47	Chairman of the Board of Directors, Chief Executive Officer
Wei Liu	42	Director, President
Lv Zhang	46	Director, Vice President of Corporate Asset, Game Maintenance and Care and Customer Services
Andrew Y. Yan	53	Independent Director
Paul C.Y. Chu	59	Independent Director
Jason Nanchun Jiang	37	Independent Director
Peter Andrew Schloss	49	Independent Director
Eric He	50	Chief Financial Officer
Shiliang Song	32	Chief Technology Officer
Hui Yuan	39	Vice President of Southwest China Research and Development
Min Tang	40	Vice President of Media and Human Resource
Yonghua Lu	49	Vice President of Sales and Marketing
Yongjun Fei	42	Vice President of Office Administration and Legal Center
Xuefeng Ji	31	Vice President of Product Development, Quality Control and Project Management
Guoqiang Ding	31	Vice President of Project Development
Zhihong Zhang	39	Vice President of Product Operation

*Mr. Yuzhu Shi* is the chairman of our board of directors and our chief executive officer. Mr. Shi also serves as a director for China Minsheng Banking Corp., Ltd., Giant Investment Co., Ltd, Ready Finance Limited, Shanghai Youyuan Gardening Co., Ltd. and Five One Network Development Co. Ltd. He was awarded the People Who Mattered to China Reform in 1994, CCTV Economic People of the Year in China in 2001 and Excellent Entrepreneur of Privately-Owned Enterprise and Hong Kong Redbud Cup Excellent Entrepreneur in 2004. Mr. Shi obtained his bachelor's degree in Mathematics from Zhejiang University in 1984. A company founded by Mr. Shi has been the subject of litigation. See Risk Factors Risks Relating to Our Business and Industry Our founder, controlling beneficial owner and chief executive officer, Yuzhu Shi, was previously involved in various enterprises, some of which were the subject of claims or legal actions.

*Ms. Wei Liu* has been a director of our company since October 2006 and president of our company since September 2007. Ms. Liu is also currently a director of Shanghai Golden Partner Biotech Co., Ltd. Prior to joining us, Ms. Liu was a vice general manager, and later the general manager, of Shanghai Jiante Bio-Technology Co., Ltd. from 2001 to 2004. From 1996 to 2000, Ms. Liu served as an executive general manager at Zhuhai Selan Yidai Co., Ltd. From 1992 to 1995, Ms. Liu served as a secretary, office administrator and vice president of Zhuhai Giant Group. Ms. Liu has also served as a general manager of Shanghai Golden Partner Biotech Co., Ltd from 2004 to 2007. Ms. Liu received her bachelor's degrees in Chinese Literature and Sociology from Nankai University in 1990, and received her master's degree in Business Administration from the China Europe International Business School in 2006.



Mr. Lv Zhang has been a director since October 2006 and served as chief operating officer of our company from October 2006 to April 2010 and then as vice president in charge of corporate asset, game maintenance and care and customer services since April 2010. Mr. Zhang is also the vice general manager and a director of Giant Network, a director of Eddia and the vice general manager of Zhengtu Information. Prior to joining us, Mr. Zhang served as the development manager of Shanghai Jiante Bio-Technology Co., Ltd. from 2000 to 2004. From 1993 to 1999, Mr. Zhang was the general manager of Zhuhai Giant Group

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Computer Co., Ltd. From 1984 to 1990, Mr. Zhang served as an engineer at Nanjing Electronic Technology Development Institution. Mr. Zhang received his bachelor's degree in Computer Science from the Hangzhou Electronic Industry Institute in 1984.

*Mr. Andrew Y. Yan* has served as an independent director of our company since October 2006. Mr. Yan is a managing partner of SAIF Partners. Before joining Softbank Asia Infrastructure Fund in 2001, Mr. Yan was a managing director and the head of the Hong Kong office of Emerging Markets Partnership. From 1994 to 1995, he was the director responsible for strategic planning and business development for the Asia Pacific region at Sprint International Corporation. Mr. Yan has also worked as a research fellow at the Hudson Institute in Washington, D.C., the World Bank and the State Commission for Economic Restructuring of the State Council of the PRC. Mr. Yan was elected as Venture Investor of the Year in 2004 and 2007. He was also selected as one of the Fifty Finest Private Equity Investors in the World by the Private Equity International in 2007 and No. 1 Venture Capitalist of the Year by Forbes (China) in 2008. He is currently an independent non-executive director of China Resources Land Limited and Fosun International Limited. He is the non-executive director of Digital China Holdings Ltd. (all 5 companies are listed on The Stock Exchange of Hong Kong Limited). He is also a Director of Acorn International Inc., (listed on The New York Stock Exchange), ATA Inc. (listed on the NASDAQ) and Eternal Asia Supply Chain Management Ltd. (listed on the Shenzhen Stock Exchange). Mr. Yan received a master of Arts degree in International Political Economy from Princeton University and a bachelor's degree in Aeronautic Engineering from the Nanjing Aeronautic Institute.

*Mr. Paul C.Y. Chu* is an independent director of our company. Mr. Chu has been a member of the board of directors of Cathay Life Insurance Company since 1995, and was also a member of the board of directors of Summit Bank Corporation from 1988 until its acquisition by UCBH Holdings, Inc. In 2007, Mr. Chu served as chairman of Novax Group Inc., a developer of professional accounting software, from 1989 to 2000. From 1987 to 1989, Mr. Chu was a partner at Chu, Pan & Cha law firm, which specialized in assisting Taiwan-based banks operate in the United States. Mr. Chu served as chief of investments for the Ministry of Economic Affairs of Taiwan and was responsible for attracting foreign investment and technology from 1983 to 1987, and as Amerex Corp.'s president of Taiwan operations from 1980 to 1983. Mr. Chu worked with Ernst & Young as an auditor and tax consultant from 1976 to 1979. He received an MBA from Columbia University's Graduate School of Business and a Juris Doctor degree from Pace University Law School. He graduated from Soochow University in Taiwan with a bachelor's degree in Economics. Mr. Chu is registered as a certified public accountant in New York and New Jersey.

*Mr. Jason Nanchun Jiang* is an independent director of our company. He has served as the chairman of the board of directors and chief executive officer of Focus Media Holding Limited since 2003, and currently a director of Peak (Hong Kong) International Ltd. From 1994 to 2003, Mr. Jiang was the chief executive officer of Everease Advertising Corporation, which is one of the top 50 advertising agencies in China. Starting in 2003, Mr. Jiang was general manager of Aiqi Advertising, an advertising company founded by his immediate family members in 1997, which was renamed Focus Media Advertisement in May 2003 in connection with the establishment of its current business operations. Mr. Jiang received a Bachelor of Arts degree in Chinese language and literature from Huadong Normal University in 1995.

*Mr. Peter Andrew Schloss* is an independent director of our company. Mr. Schloss is Chief Executive Officer of Allied Pacific Sports Network Limited (APSN), a leading Internet and wireless provider of on-demand sports throughout Asia. APSN is the operator of a number of officially-licensed sports-focused websites in Asia including those of Major League Baseball (MLB) and the National Hockey League (NHL). Mr. Schloss was a director and chief executive officer of Broadwebasia, Inc. from 2007 to 2009. Mr. Schloss also was an executive director of TOM Online Inc. from 2004 to 2007. He served as chief financial officer of TOM Online Inc. from December 2003 to September 2005 and chief legal officer of TOM Online Inc. from September 2005 to September 2007. Mr. Schloss was general counsel at IBM China/Hong Kong Corporation from 1989 to 1991. From 1991 to 1996, he was general

counsel of Satellite Television Asian Region Limited, and was a director of that company from 1993 to 1996 as well as director of Asia Satellite Telecommunications Company Limited from November 1991 to June 1993. He was also an investment banker of ING Barings and head of its Asia Media, Internet and Technology Group from 1999 to

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2001 and managing director of Mediavest Limited from 2001 to 2003. Mr. Schloss continues to be a director of Mediavest Limited. Mr. Schloss received a bachelor's degree in Political Science and a Juris Doctor degree from Tulane University.

*Mr. Eric He* has served as chief financial officer of our company since March 2007. Prior to joining us, Mr. He served as a director of 100e.com Inc. from 2005 to 2007 and a chief strategy officer of Ninetowns Internet Technology Group from 2004 to 2007. From 2002 to 2004, Mr. He served as a private equity investment director for AIG Global Investment Corp (Asia) Ltd. From 1999 to 2002, Mr. He was a founding and managing partner of SoftChina Venture Group and from 1996 to 1999, Mr. He served as the head of research for Capital Securities Corporation in Taiwan. Prior to joining Capital Securities Corporation, Mr. He worked in various investment management positions with Fidelity Investments and Merrill Lynch & Co. in the United States. From 2000 to 2004, Mr. He served as a director and a member of the compensation committee of OSA Technologies, Inc. Mr. He currently serves as a director of Mobile Embedded Technology Inc., a director of Mobile Embedded Technology HK, and a director of Yangxun Computer Technology (Shanghai) Co. Ltd. He obtained a bachelor's degree in Accounting from National Taipei University and a master's degree in Business Administration from the Wharton School of Business at the University of Pennsylvania. Mr. He is a Certified Public Accountant and Chartered Financial Analyst in the United States.

*Mr. Shiliang Song* has been chief technology officer of our company since our inception. Prior to joining us, Mr. Song was a senior software engineer of Top Group and IDN Telecommunication Co., Ltd from 2000 to 2002. From 2003 to 2004 Mr. Song was a principal programmer at Shanda Interactive Entertainment Limited. Mr. Song began serving as a supervisor of Giant Network's research and development center in October 2004. Mr. Song studied Electronic Materials and Parts in the University of Electronic Science and Technology of China from 1996 to 2000.

*Mr. Hui Yuan* is a vice president of our company primarily in charge of our southwest research and development center. Mr. Yuan joined Giant Network as a vice president responsible for research and development and operations in November 2004. Prior to joining us, Mr. Yuan was a senior software engineer of IDN Telecommunication Co., Ltd from 2002 to 2004. He was a senior software engineer of Top Group from 1999 to 2002 and senior software engineer of Chengdu Youda Computer Co., Ltd from 1994 to 1999. Mr. Yuan graduated from the University of Electronic Science and Technology of China with a major in Computer Science in 1995.

*Ms. Min Tang* is a vice president primarily in charge of media and human resources of our company. Prior to joining us, Ms. Tang served as the assistant general manager, and later manager of administration and media at Shanghai Golden Partner Biotech Co., Ltd from 2004 to 2006, and the media manager of Shanghai Jiante Bio-Technology Co., Ltd from 2002 to 2004. From 1998 to 2000, Ms. Tang was the general manager of Shenzhen Bose Picture Designing Co., Ltd. Ms. Tang served as the vice general manager of Hong Kong Giant Technology Co., Ltd from 1993 to 1998. Ms. Tang graduated from Sichuan Normal University with a major in Physics in 1991.

*Mr. Yonghua Lu* is a vice president primarily in charge of sales and marketing of our company. Mr. Lu began to serve as a vice president of Giant Network beginning in 2004. Prior to joining us, Mr. Lu was the director of administration and general manager of the Hangzhou branch of Shanghai Jiante Bio-Technology Co., Ltd from 1998 to 2004. From 1996 to 1998, he was a vice general manager of sales in Zhuhai Tiannian International Technology Co., Ltd. Mr. Lu was a manager of human resources, and later became a vice president of marketing of Zhuhai Giant Hi-Tech Co., Ltd from 1993 to 1996. He was an employee trainer of Hengyang Waver Machinery Factory from 1981 to 1993. Mr. Lu received a degree in Journalism from Hunan TV University in 1988. He graduated from the China Europe International Business School in 2009 with an EMBA degree in Business Administration.

*Mr. Yongjun Fei* is a vice president primarily in charge of office administration and legal center of our company, and also the vice president of Zhengtu Information. Mr. Fei is also currently the principal of the Luwan Branch Company

of Shanghai Giant Biotech Co., Ltd. and the executive director and general manager of Wuxi Yikang Biotech Co., Ltd. Prior to joining us, Mr. Fei was the vice general manager of Shanghai Giant Biotech Co., Ltd. and Shanghai Golden Partner Biotech Co., Ltd from 1999 to 2007. From January to July 1999, Mr. Fei was the general manager of Zhuhai Kangqi Co., Ltd, and a marketing manager of Tongwei

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Shenzhen Electronic Co., Ltd from 1997 to 1998. Mr. Fei used to be the general manager of several branch companies of Zhuhai Giant Group from 1994 to 1997, and a teacher of Tianjing University from 1990 to 1994. Mr. Fei received a bachelor's degree in Precise Instruments and Technology from Tianjin University in 1990 and received his master's degree in Business Administration from the China Europe International Business School in 2004.

*Mr. Xuefeng Ji* has served as a vice president primarily in charge of product development, quality control and project management since September 2009. Mr. Ji acted as the game statistic designer for ZT Online project and later the principal designer and project manager of ZT Online project from 2005 to 2007. From 2007 to 2009, Mr. Ji acted as the general manager of the ZT Online project division. Mr. Ji received his bachelor's degree in Applied Mathematics from Fudan University in 2002 and his master's degree in Mathematics from Fudan University in 2005.

*Mr. Guoqiang Ding* has served as a vice president primarily in charge of project development since April 2010. Prior to joining us, Mr. Ding was a principal game designer in Shengpin Network Technology Co., Ltd from 2003 to 2004. From 2001 to 2002, Mr. Ding served as a principal game designer in Hongzhi Network Technology Co., Ltd. Mr. Ding graduated from Changzhou Institute of Technology with a college diploma in Literature in July 2007.

*Mr. Zhihong Zhang* has served as a vice president primarily in charge of product operation since April 2010. Prior to joining us, Mr. Zhang was the general manager of Beijing Dingli Hongyuan Consulting Services Co., Ltd. from 2006 to 2008. From 2002 to 2006, Mr. Zhang served as a vice president in Kingsoft Corporation Limited and as a director in Beijing Tianxia Huacai Software Co., Ltd. from 2000 to 2002. From 1994 to 2000, Mr. Zhang served as the general manager in the Beijing subsidiary of Soft-World International Corp. Mr. Ding received his bachelor's degree in Law from Peking University in 1992.

## **B. Compensation**

### **Remuneration and Borrowing**

The directors may determine remuneration to be paid to the directors. The compensation committee assists the directors in reviewing and approving the compensation structure for the directors.

### **Compensation of Directors and Executive Officers**

In 2009, the aggregate cash compensation paid by us to our executive officers and directors was RMB8.9 million (US\$1.3 million). Our executives are also entitled to pension benefits. We are required to accrue for these benefits based on certain percentages of the executives' salaries in accordance with the relevant regulations. These benefits have been properly accrued for as of December 31, 2009. No shares, options or benefits-in-kind were granted to our directors and executive officers and directors in 2009. For information regarding options granted to officers and directors, see Item 6.B, Equity Incentive Plans.

### **Equity Incentive Plans**

On September 30, 2006, our board of directors adopted the Employee Share Option Scheme, or the 2006 Plan. Our board of directors subsequently adopted the 2007 Plan on October 9, 2007. All of our incentive plans are intended to promote our success and to increase shareholder value by providing an additional means to attract, motivate, retain and reward selected directors, officers, employees, consultants and other eligible persons.

The 2006 Plan permits us to issue options to purchase our ordinary shares, while the 2007 Plan permits us to issue options and stock appreciation rights, or SARs, which entitle the SAR holder to acquire the benefit of any appreciation in the value of the underlying ordinary shares. Options granted under our incentive plans generally do not vest unless the grantee remains under our employment or in service with us on the given vesting date. However, in circumstances where there is a death or disability of the grantee, or a change in control of our company, vesting will be accelerated to permit immediate exercise of all options and SARs granted to a grantee.

Generally, to the extent that an outstanding option or SAR granted under our incentive plans has not been vested by the date when the grantee's employment or service with us terminates, the option or SAR will terminate and become unexercisable.

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We reserved 16,000,000 shares for issuance under the 2006 Plan. On October 1, 2006, we granted options under the 2006 Plan with respect to 9,080,000 of our ordinary shares, the vesting of which is subject to satisfaction of certain performance targets, to certain directors, employees, consultants and officers, including Wei Liu and Lv Zhang. At the time of grant, each of these options had an exercise price of RMB16 per ordinary share. On March 31, 2008, our board of directors passed a written resolution clarifying the exercise price as US\$2.00, based on the exchange rate as of the date of the grant. The granted options will vest in five equal yearly installments beginning on November 15, 2007. On October 13, 2006, our board of directors passed a written resolution canceling the vesting requirement on performance criterion specified in the 2006 Plan for all grantees, and modifying the performance criterion and exercise price with respect to 590,000 ordinary shares granted to six of our employees to RMB0.02. The remaining 8,490,000 options will vest as originally scheduled.

On March 19, 2007, we granted options with respect to 920,000 of our ordinary shares under the 2006 Plan to certain officers, employees and consultants, including Eric He, our chief financial officer. The options will vest in five equal yearly installments beginning November 15, 2007. Each of these granted options had an exercise price of RMB16 per ordinary share which was subsequently amended to an exercise price of US\$2.00 pursuant to a board resolution.

On May 15, 2007, we granted options with respect to 3,800,000 ordinary shares under the 2006 Plan to certain officers, directors, employees and consultants, including Shiliang Song, Eric He, Hui Yuan, Lv Zhang and Wei Liu. The options will be vested in five equal annual installments beginning May 15, 2008. Each of these granted options has an exercise price of US\$2.00 per ordinary share. As of December 31, 2007, we had options with respect to 12,945,600 ordinary shares granted and outstanding under the 2006 Plan.

We have reserved 7,800,000 ordinary shares for issuance under the 2007 Plan. On October 17, 2007, we granted options with respect to 1,743,500 of our ordinary shares under the 2007 Plan to certain directors, officers and employees, including our four independent directors, Andrew Y. Yan (options with respect to 500,000 ordinary shares), Paul C.Y. Chu (options with respect to 60,000 ordinary shares), Jason Nanchun Jiang (options with respect to 50,000 ordinary shares), Peter Andrew Schloss (options with respect to 50,000 ordinary shares) and Eric He, our chief financial officer (options with respect to 375,000 ordinary shares). Upon the grant, 25% of the options to our independent directors shall vest on the first anniversary of the grant and the remaining 75% shall vest in 36 equal monthly installments at the end of each month thereafter. The options to be granted to officers and employees shall vest in five equal annual installments beginning on the first anniversary of the grant date. These options have an exercise price of US\$15.50. As of December 31, 2009, we had options with respect to 1,536,000 ordinary shares granted and outstanding under the 2007 Plan.

Our board of directors may amend, alter, suspend, or terminate our incentive plans at any time, provided, however, that our board of directors must first seek the approval of the participants of the incentive plans if such amendment, alteration, suspension or termination would adversely affect the rights of participants under any option granted prior to that date. Without further action by our board of directors, the 2006 Plan will terminate in September 2013 and the 2007 Plan will terminate in October 2017. In October 2007, our shareholders suspended the 2006 Plan. All unissued options authorized under the Plan have been returned to the general share pool and we do not intend to grant any further options under the 2006 Plan.



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The table below sets forth the option grants made to our directors and executive officers pursuant to the 2006 Plan and the 2007 Plan as of December 31, 2009:

Name	Number of Options	Exercise Price (/share)	Grant Date	Expiration Date
Shiliang Song	750,000	*	October 1, 2006	September 30, 2012
	600,000	US\$2.00	May 15, 2007	September 30, 2013
Eric He	750,000	US\$2.00	March 19, 2007	September 30, 2012
	500,000	US\$2.00	May 15, 2007	September 30, 2013
Hui Yuan	375,000	US\$15.50	October 17, 2007	October 12, 2017
	750,000	*	October 1, 2006	September 30, 2012
Wei Liu	475,000	US\$2.00	May 15, 2007	September 30, 2013
	108,500	US\$2.00	October 1, 2006	September 30, 2012
Lv Zhang	500,000	US\$2.00	May 15, 2007	September 30, 2013
	108,500	US\$2.00	October 1, 2006	September 30, 2012
Xuefeng Ji	500,000	US\$2.00	May 15, 2007	September 30, 2013
	400,000	US\$2.00	October 1, 2006	September 30, 2012
Guoqiang Ding	100,000	US\$2.00	May 15, 2007	September 30, 2013
	500,000	US\$2.00	October 1, 2006	September 30, 2012
Andrew Y. Yan (Director)	200,000	US\$2.00	May 15, 2007	September 30, 2013
Andrew Y. Yan (Director)	500,000	US\$ 15.50	October 17, 2007	October 12, 2017
Jason Nanchun Jiang (Director)	50,000	US\$ 15.50	October 17, 2007	October 12, 2017
Paul C.Y. Chu (Director)	60,000	US\$ 15.50	October 17, 2007	October 12, 2017
Peter Andrew Schloss (Director)	50,000	US\$ 15.50	October 17, 2007	October 12, 2017

\*The exercise price of these options was originally RMB16. In October 2006, we reduced the exercise price as to 150,000 of these options to RMB0.02.

## Employment Agreements

We have entered into employment agreements with each of our executive officers as of December 31, 2009. We may terminate their employment for cause at any time, without notice or remuneration, for certain acts including but not limited to acts of personal dishonesty in connection with an executive officer's employment by us which are intended to result in the executive officer's substantial personal enrichment or reasonably likely to materially harm us, any conviction of a crime which our board of directors reasonably believes has had or will have a material detrimental effect on our reputation or business, willful misconduct that is materially injurious to us, or continued violations of an executive officer's obligations to us after we have delivered a written demand for compliance. An executive officer may terminate employment upon a material reduction of or removal from his or her duties, position or responsibilities without the executive officer's express written consent, a material reduction of the executive officer's compensation or benefits, a material reduction of the facilities and perquisites available to the executive officer without express prior written consent, or the relocation of the executive officer to a facility or location more than 50 miles from his or her current location without his or her express prior written consent, but in each case only if we fail to cure these issues within a reasonable time. Upon the occurrence of any of these events, the departing executive officer will be entitled to receive a severance payment equal to one year of his or her annualized base salary. An executive officer may also terminate his or her employment for other reasons or no reason at all after providing prior written notice of at least 30 days, in which case the departing executive officer will not be entitled to receive any severance payments. We may terminate the employment of any of our executive

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officers without cause by giving him or her prior written notice of at least 30 days. In the case of termination without cause, the executive officer will be entitled to a severance payment in an amount equal to one year of his or her annualized base salary.

Each executive officer has agreed to hold, both during and after his or her employment agreement expires or is terminated, in strict confidence and not to use, except for our benefit (including our affiliated entities and our subsidiaries), any proprietary or confidential information, including technical data and trade secrets of our company or the confidential information of any third party, including our affiliated entities and our subsidiaries, that we receive. Each executive officer has also agreed to disclose to us and hold in trust for us all of the inventions, ideas, designs and trade secrets conceived of by him or her during the period that he or she is employed by us, and to assign all of his or her interests in them to us. In addition, each executive officer has agreed that, while employed by us and for a period of two years after termination of his or her employment, he or she will not:

serve, invest or assist in any business that competes with any significant aspect of our business or our affiliated entities business; or solicit, induce, recruit or encourage any person to terminate his or her employment or consulting relationship with us or our affiliated entities.

## **C. Board Practices**

### **Duties of Directors**

Under Cayman Islands law, our directors have a duty of loyalty to act honestly, in good faith and 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, as amended and re-stated from time to time. A shareholder has the right to seek damages if a duty owed by our directors is breached.

The functions and powers of our board of directors include, among others:

convening shareholders annual general meetings and reporting its work to shareholders at such meetings;  
declaring dividends and distributions;  
appointing officers and determining the term of office of officers;  
exercising the borrowing powers of our company and mortgaging the property of our company; and  
approving the transfer of shares of our company, including the registering of such shares in our share register.

### **Terms of Directors and Executive Officers**

Our officers are elected by and serve at the discretion of the board of directors. Under our articles of association, our directors are not subject to a term of office other than staggered board provisions in accordance with our articles of association, and hold office until such time as they are removed from office by resolution of our board of directors if, without special leave of absence from the board, that director is absent from meetings of the board for 6 consecutive months. A director will be removed from office if, among other things, the director (i) gives notice in writing to us that he or she resigns from us; (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors; (iii) dies or is found by our company to be or becomes of unsound mind; or (iv) if our members by ordinary resolution resolve that he or she should be removed as a director. Remuneration paid to our directors is determined by the board of directors, including benefits upon termination, if any.

## **Qualification**

There is no shareholding qualification for directors.

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## **Board Committees**

Our board of directors has established an audit committee and a compensation committee and will establish a corporate governance and nominating committee.

### **Audit Committee**

Our audit committee consists of Paul C.Y. Chu, Andrew Y. Yan and Peter Andrew Schloss and is chaired by Paul C.Y. Chu. Paul C.Y. Chu, who has accounting and financial management expertise, will be the audit committee financial expert as defined in Item 401(h) of Regulation S-K under the Securities Act. Each of these directors satisfies the independence requirements of Section 303A of the Corporate Governance Rules of the New York Stock Exchange and Rule 10A-3 under the Exchange Act. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

appointing our independent registered public accounting firm and pre-approving all auditing and non-auditing services permitted to be performed by our independent registered public accounting firm;  
reviewing with our independent registered public accounting firm any audit problems or difficulties and management's response;

reviewing and approving all proposed related-party transactions;

reviewing and discussing the annual audited financial statements with management and our independent registered public accounting firm;

reviewing major issues as to the adequacy of our internal controls and any special audit steps adopted in light of material control deficiencies;

annually reviewing and reassessing our audit committee charter;

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

meeting separately and periodically with management and our independent registered public accounting firm; and  
reporting regularly to the board of directors.

### **Compensation Committee**

Our compensation committee consists of Paul C.Y. Chu, Jason Nanchun Jiang and Andrew Y. Yan. Each of these directors satisfies the independence standards of Section 303A of the Corporate Governance Rules of the New York Stock Exchange. Our compensation committee assists the board in reviewing and approving the compensation structure of our directors and executive officers, including all forms of compensation to be provided to our directors and executive officers. Members of the compensation committee are not prohibited from direct involvement in determining their own compensation. Our chief executive officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

determining the compensation package for our executive officers;

reviewing and making recommendations to the board with respect to the compensation of our directors;  
reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, evaluating the performance of our chief executive officer in light of those goals and objectives, and setting the compensation level of our chief executive officer based on this evaluation; and

reviewing periodically and making recommendations to the board regarding any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

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### **Corporate Governance and Nominating Committee**

Our corporate governance and nominating committee consists of Jason Nanchun Jiang, Peter Andrew Schloss and Andrew Y. Yan. Each of these directors satisfies the independence standards of Section 303A of the Corporate Governance Rules of the New York Stock Exchange. The corporate governance and nominating committee assists the board of directors in identifying individuals qualified to become our directors and in determining the composition of the board and its committees. The corporate governance and nominating committee is responsible for, among other things:

identifying and recommending to the board nominees for election or re-election to the board, or for appointment to fill any vacancy;

reviewing annually with the board the current composition of the board in light of the characteristics of independence, qualification, experience and availability of service to us;

identifying and recommending to the board the directors to serve as members of the board's committees; developing and recommending to the board a set of corporate governance guidelines and principles applicable to us; and

monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

### **Corporate Governance**

Our board of directors has adopted a code of ethics that is applicable to our senior executive and financial officers. In addition, our board of directors adopted a code of conduct that is applicable to all of our directors, officers and employees. Our code of ethics and our code of conduct are publicly available on our website.

In addition, our board of directors has adopted a set of corporate governance guidelines. These guidelines reflect certain guiding principles with respect to the structure of our board of directors, procedures and committees. They are not intended to change or interpret any law, or our amended and restated memorandum and articles of association.

### **Interested Transactions**

A director may vote with respect to any contract or transaction in which he or she is interested, provided that the nature of the interest of any director in such contract or transaction is disclosed by him or her at or prior to its consideration and any vote in that matter.

### **D. Employees**

We had 1,016, 1,570 and 1,575 employees as of December 31, 2007, 2008 and 2009, respectively. Approximately 88% of our employees have earned at least a junior college degree. The following table shows the number of our employees by position as of December 31, 2009.

	Number of Employees	Percentage of Total (%)
Customer service	319	20.2
Product development	724	46.0

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General and administration	264	16.8
Technical and platform support	71	4.5
Operations	72	4.6
Sales and marketing	98	6.2
Quality control	27	1.7
Total	1,575	100.0

In December 2009, we entered into contracts with 34 intermediary institutions to employ approximately 1,550 liaison personnel throughout China.

We enter into a standard one-year employment contract with most of our officers, managers and employees. These contracts include a covenant that prohibits the officer, manager or employee from engaging in any activities that compete with our business during, and for two years after their employment with us.



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We have developed a number of employee incentives aimed at motivating our employees and retaining talent. These include an employee incentive plan featuring stock options, opportunities for training and career advancement, and a flexible working environment. We also contribute to various employee benefit funds in accordance with relevant PRC laws and regulations, including housing, pension, medical and unemployment benefit plans. To encourage a cohesive and healthy workforce, we regularly organize sports contests and off-site events for our employees.

We usually recruit new employees through our advertising in the job-hunting websites or traditional newspapers, but also closely cooperate with professional search companies to find talented professionals. We actively recruit at universities and colleges to attract new graduates, and hold recruiting sessions in large cities to recruit experienced professionals. Furthermore, we encourage our current employees to refer qualified applicants for employment opportunities within our company. Referring employees typically receive a bonus payment for each hired referral.

Our employees who are PRC citizens are members of a labor union that represents employees with respect to labor disputes and other employee matters. The labor union does not, however, represent employees for the purpose of collective bargaining. We believe that we maintain a good working relationship with our employees and we have not experienced any significant labor disputes or any difficulty in recruiting staff for our operations.

## E. Share Ownership

The following table sets forth information with respect to the beneficial ownership, within the meaning of Rule 13d-3 under the Exchange Act, of our ordinary shares, as of May 31, 2010, the latest practicable date by:

each of our directors and executive officers who beneficially own our ordinary shares; and  
each person known to us to own beneficially more than 5% of our ordinary shares.

Beneficial ownership includes voting or investment power with respect to the securities. Except as indicated below, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all ordinary shares shown as beneficially owned by them. Percentage of beneficial ownership is based on 227,187,891 ordinary shares outstanding as of May 31, 2010.

Name	Ordinary Shares Beneficially Owned		
	Number	Percent	
Directors and Executive Officers			
Yuzhu Shi <sup>(1)</sup>	131,228,540	57.76	%
Wei Liu <sup>(2)</sup>	3,593,400	1.58	%
Lv Zhang <sup>(3)</sup>	1,843,500	0.81	%
Yonghua Lu	*	*	
Eric He	*	*	
Min Tang	*	*	
Andrew Y. Yan	*	*	
Hui Yuan	*	*	
Shiliang Song	*	*	
Jason Nanchun Jiang	*	*	
Paul C.Y. Chu	*	*	
Peter Andrew Schloss	*	*	
Yongjun Fei	*	*	

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Xuefeng Ji	*	*	
Guoqiang Ding	*	*	
Zhihong Zhang	*	*	
Other 5% Shareholders			
Jing Shi <sup>(4)</sup>	29,228,540	12.87	%
Citi (Nominees) Limited**	126,257,036	55.57	%

\* Upon exercise of options currently exercisable or vested within 60 days after the date of this annual report, would beneficially own less than 1% of our ordinary shares.

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\*\* These shares represent the shares repurchased by the Company under the authorized share repurchase programs for the period from December 24, 2007 through December 31, 2009.

- Includes 102,000,000 ordinary shares held by Union Sky Holding Group Limited, a British Virgin Islands
- (1) company owned by Yuzhu Shi, and 29,228,540 ordinary shares beneficially owned by Jing Shi, Yuzhu Shi's daughter, through Vogel Holding Group Limited.
  - (2) Includes 3,250,000 ordinary shares held by Goodview Profit Holdings Limited, a British Virgin Islands company owned by Wei Liu and options to purchase 343,400 ordinary shares held by Wei Liu.
  - (3) Includes 1,500,000 ordinary shares held by Baros Profit Limited, a British Virgin Islands company owned by Lv Zhang and options to purchase 343,500 ordinary shares held by Lv Zhang.
  - (4) Includes 29,228,540 ordinary shares held by Vogel Holding Group Limited, a British Virgin Islands company owned by Jing Shi. Its address is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.
- None of our shareholders has different voting rights from other shareholders. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

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## **ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

### **A. Major Shareholders**

Please refer to Item 6.E, Directors, Senior Management and Employees Share Ownership .

### **B. Related Party Transactions**

#### **Contractual Agreements with the Consolidated Affiliated Entity and Its Shareholders**

Chinese law in the past restricted, and continues to restrict to a certain extent, foreign equity ownership of companies that are engaged in Internet content services and online gaming operations and development. To comply with these restrictions, we operate our Internet content services and online gaming operations and development in China through a series of contractual arrangements with Shanghai Giant Network Technology Co., Ltd., or Giant Network and Shanghai Zhengtu Information Technology Co., Ltd., or Zhengtu Information. For a description of these contractual arrangements, see Information on the Company Organizational Structure.

#### **Advances and Loans between the Company and Executive Officers and Shareholders**

Our chief financial officer, Eric He, served as a supervisor of Lager Information Ltd., Co., or Lager Information, from 2004 to June 2009. In August 2006, Giant Network provided an interest-free loan to a wholly owned subsidiary of Lager Information in the amount of RMB2.5 million. The loan was repaid by Lager Information on behalf of its subsidiary in June 2007.

Larger Network is no longer the Company's related party as one of the Company's senior executive has resigned from the directorship of Lager Network effective June 2009.

#### **Transactions with Lager Network**

On May 3, 2007, we agreed to acquire the intellectual property rights of K III from Lager Network. On August 31, 2007, we paid the purchase consideration of 4,000,000 of our ordinary shares, valued at RMB66.3 million.

We recorded royalty fees of RMB6.5 million, RMB3.8 million and RMB0.9 million (US\$0.1 million) received and receivable from Lager Network for the years ended December 31, 2007, December 31, 2008 and December 31, 2009, respectively. We and Lager Network entered into an arrangement in 2008 whereby Lager Network will pay on our behalf for services rendered by certain of our employees to partially offset the outstanding royalty fees we are owed.

The total amount of paid on behalf as a result of the arrangement was approximately RMB4.4 million (US\$0.6 million) as of 2009 (2008: RMB2.4 million). We have considered the recoverability of the remaining unsettled royalty fee and made a provision of RMB6.6 million (US\$1.0 million) as of December 31, 2008.

## **Transactions with 51.com**

The Company paid a technical service fee of RMB13,909 (US\$2,038) to 51.com for platform support to facilitate the operation of the Company's casual game, My Sweetie, for the year ended December 31, 2009.

## **Transactions with Prexton Investment**

The Company paid rental fees of RMB21,548 (US\$3,157) to Prexton Investment for office premises rented in Hong Kong for the year ended December 31, 2009.

## **Employment Agreements**

See Item 6.B, Directors, Senior Management and Employees Compensation Employment Agreements.

## **Share Options**

See Item 6.B, Directors, Senior Management and Employees Compensation 2007 Employee Share Incentive Plan.

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## **Share Issuance and Splits**

In July 2006, we issued 4,000 of our ordinary shares to a total of 20 investors, including 2,040 ordinary shares to Union Sky Holding Group Limited, an entity beneficially owned by Yuzhu Shi, our chairman and chief executive officer, 960 ordinary shares to Vogel Holding Group Limited, an entity owned by Yuzhu Shi's daughter, 65 ordinary shares to Goodview Profit Holdings Limited, an entity beneficially owned by Wei Liu, our director and president, 65 ordinary shares to Caneira Holdings Limited, an entity beneficially owned by Chen Cheng, our director, and 50 shares to Baros Profit Limited, an entity beneficially owned by Lv Zhang, our director and chief operating officer. The total consideration for these transactions, amounting to US\$0.01 per ordinary share, was paid in July 2006.

In July 2007 we effected a 1,000-for-one split of our ordinary shares and in September 2007 we effected a 50-for-one split of our ordinary shares. Immediately following these share splits, Yuzhu Shi's beneficial holding in our company increased to 102,000,000 ordinary shares, Yuzhu Shi's daughter's beneficial holding in our company increased to 38,000,000 ordinary shares (also reflecting the sale of 10,000,000 ordinary shares in August 2007), Wei Liu's beneficial holding in our company increased to 3,250,000 ordinary shares, and Lv Zhang's beneficial holding in our company was increased to 2,500,000 ordinary shares.

## **C. Interests of Experts and Counsel**

Not applicable.

## **ITEM 8. FINANCIAL INFORMATION**

### **A. Consolidated statements and other financial information.**

We have appended consolidated financial statements filed as part of this annual report. See Item 18, Financial Statements.

### **Legal Proceedings**

See Item 4, Information on the Company Business Overview Legal and Administrative Proceedings.

### **Dividend Policy**

Zhengtu Information, our wholly owned subsidiary in China, has declared cash dividends payable to us in amounts equal to US\$25.6 million out of its distributable profits for the year ended December 31, 2006. The dividend relating to Zhengtu Information's 2006 distributable profits was fully paid to us on August 13, 2007 and was fully distributed to our shareholders as of April 17, 2008. On August 1, 2007, we declared dividends for the first half of 2007 in the amount of US\$77.8 million, which was fully distributed to our shareholders on April 18, 2008.

On February 27, 2009, our board of directors declared a cash dividend payable to our shareholders as of record as of March 27, 2009 for a total amount of approximately US\$40.8 million. This dividend was fully paid to our shareholders on April 14, 2009.

On April 15, 2010, our board of directors declared a cash dividend payable to shareholders of record as of April 26, 2010 for a total amount of approximately US\$40.9 million. The cash dividend has been paid on May 10, 2010.

In the future, cash dividends, if any, will be at the discretion of our board of directors, subject to the approval of our shareholders, and will depend upon our future operations and earnings, capital requirements and surplus, general financial conditions, shareholders' interests, contractual restrictions and other factors as our board of directors may deem relevant. We can pay dividends only out of profits or other distributable reserves. Cash dividends on our ordinary shares will be paid in U.S. dollars. Except for the dividend payment described above, we currently intend to retain all of our available funds and any future earnings to operate and expand our business. In China, the payment of dividends is subject to limitations. Chinese regulations currently permit payment of dividends only out of accumulated profits as determined in accordance with Chinese accounting standards and regulations. Under current Chinese laws, regulations and accounting standards, Zhengtu Information is required to allocate at least 10% of its after-tax profit based on Chinese

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accounting standards to its general reserves each year until the accumulative amount of those reserves reaches 50% of its registered capital. These reserves are not distributable as cash dividends. As of December 31, 2009, these general reserves amounted to RMB21.5 million (US\$3.2 million). Therefore, Zhengtu Information will no longer have to allocate additional profits to its general reserves. In addition, at the discretion of its board of directors, Zhengtu Information may allocate a portion of its after-tax profits to its enterprise development and employee welfare funds. Neither the enterprise development funds nor the employee welfare funds may be distributed to equity owners.

Holders of ADSs will be entitled to receive dividends, subject to the terms of the deposit agreement, to the same extent as holders of our ordinary shares, including the fees and expenses payable thereunder. See Description of American Depositary Shares.

## **B. Significant Changes**

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



TABLE OF CONTENTS**ITEM 9. THE OFFER AND LISTING.****A. Offering and listing details.****Price Range of Our ADSs**

Our ADSs are listed for trading on the New York Stock Exchange under the symbol **GA**. The following table sets forth the monthly high and low trading prices of our ADSs on the New York Stock Exchange for the periods indicated:

	High	Low
Annual		
2007	20.46	9.50
2008	17.20	5.00
2009	9.57	5.31
Quarterly		
First Quarter, 2008	13.46	9.06
Second Quarter, 2008	17.20	10.90
Third Quarter, 2008	11.77	6.20
Fourth Quarter, 2008	6.99	5.00
First Quarter, 2009	7.47	5.31
Second Quarter, 2009	9.57	6.70
Third Quarter, 2009	8.47	7.19
Fourth Quarter, 2009	7.74	6.24
First Quarter, 2010	7.80	7.02
Monthly		
December, 2009	7.56	6.72
January, 2010	7.55	7.02
February, 2010	7.78	7.20
March, 2010	7.80	7.15
April, 2010	8.25	7.55
May, 2010	7.74	6.86
June (through June 4, 2010)	7.30	6.98

On June 4, 2010, the closing sale price of our ADSs as reported on the New York Stock Exchange was US\$7.23 per ADS.

**B. Plan of Distribution**

Not applicable.

**C. Markets**

See Item 9.A above.

## **D. Selling Shareholders**

Not applicable.

## **E. Dilution**

Not applicable.

## **F. Expenses of the Issue**

Not applicable.

# **ITEM 10. ADDITIONAL INFORMATION.**

## **A. Share capital**

Not applicable.

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## **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. 333-146681) originally filed with the SEC on October 26, 2007, as amended. Our shareholders adopted our amended and restated memorandum and articles of association by a special resolution on October 26, 2007.

## **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* and in Item 7, *Major Shareholders and Related Party Transactions* or elsewhere in this annual report on Form 20-F.

## **D. Exchange Controls**

### **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 in August 2008, 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, the Renminbi is freely convertible for foreign exchange transactions such as trade, service-related and unilateral transfers, but is not freely convertible for direct investment, loans, investment in securities or other capital account transactions outside China unless the prior approval of the State Administration of Foreign Exchange, or SAFE, is obtained. Further, enterprises incorporated in China with investments by or in cooperation with foreign enterprises, individuals or entities, or foreign-invested enterprises, may transact in foreign exchange without the approval of SAFE for trade and service-related foreign exchange transactions by providing commercial documents evidencing these transactions. Under the Administration Rules, foreign-invested enterprises that need foreign exchange for the distribution of profits to their shareholders may effect payment from their foreign exchange accounts or purchase and pay foreign exchange rates at the designated foreign exchange banks to their foreign shareholders by producing board resolutions for such profit distribution. Based on their needs, foreign-invested 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.

On August 29, 2008, SAFE promulgated a notice, Circular 142, regulating the conversion by a foreign-invested company of foreign currency into Renminbi by restricting how the converted Renminbi may be used. The notice requires that the registered capital of a foreign-invested company settled in Renminbi converted from foreign currencies may only be used for purposes within the business scope approved by the applicable governmental authority and may not be used for equity investments within the PRC. In addition, SAFE strengthened its oversight of the flow and use of the registered capital of a foreign-invested company settled in Renminbi converted from foreign currencies. The use of such Renminbi capital may not be changed without SAFE's approval, and may not in any case be used to repay Renminbi loans if the proceeds of such loans have not been used.

***Dividend Distribution.*** The principal regulations governing distribution of dividends of wholly foreign- owned enterprises include:

The Wholly Foreign-owned Enterprise Law (1986), as amended in 2000; and  
Implementation Rules of the Wholly Foreign-owned Enterprise Law (1990), as amended in 2001.

Under these regulations, wholly foreign-owned enterprises in China may pay dividends only out of their after-tax profits, after deducting losses for prior years and allocation amounts for statutory reserve funds and staff welfare and bonus funds that have been accumulated over the years, or accumulated distributable profits,

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if any, determined in accordance with Chinese accounting standards and regulations and their articles of association. In addition, wholly foreign-owned enterprises in China are required to allocate at least 10% of their respective after-tax profits each year, if any, to fund certain reserve funds unless these reserves have reached 50% of the registered capital of the enterprises. 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.

According to Notice 75:

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

an amendment to the registration with the local SAFE branch is required to be filed by any Chinese 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 to the offshore company, or (2) any overseas fund raising by such offshore company after the injection mentioned in (1) hereabove;

an amendment to the registration with the local SAFE branch is also required to be filed by such Chinese resident when there is any material change involving a change in the capital of the offshore company and does not involve reverse investment, 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.

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 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 Chinese residents to penalties under Chinese foreign exchange administration regulations.

## **E. Taxation**

### **Cayman Islands Taxation**

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 or withholding tax applicable to us or to any holder of our ADSs and ordinary shares. 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 after execution brought within the jurisdiction of the Cayman Islands. No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies, except those which hold interests in land in 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.

## People s Republic of China Taxation

In accordance with the new PRC Enterprise Income Tax Laws, or the PRC Income Tax Laws, effective from January 1, 2008, enterprises established under the laws of foreign countries or regions and whose place of effective management is located within the PRC territory are considered PRC resident enterprises, subject to the PRC income tax at the rate of 25% on worldwide income. The definition of place of effective management shall refer to an establishment that exercises, in substance, overall management and control over the production and business, personnel, accounting, properties, etc. of an enterprise. The Company, if considered a PRC tax residence enterprise for tax purpose, would be subject to the PRC Enterprise Income Tax at the rate of 25% on its worldwide income. Based on the assessment of facts and circumstances available at December 31, 2009, the Company is more likely than not a non-PRC tax resident enterprise. Accordingly, the Company has not accrued for PRC enterprise income tax for 2009.

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Additionally, if the Company is considered to be PRC tax residence enterprise for tax purpose, it would impose a 10% withholding tax on dividends payable to our non-PRC shareholders and, while less clear, with respect to gains derived by our non-PRC shareholders from disposition of our shares or ADSs, if such gains are determined to have been derived from sources within China. The New EIT Law and its implementing rules are unclear as to how to determine the sources of such dividends or gains.

If we are not deemed as a resident enterprise, then dividends payable to our non-PRC shareholders and gains from disposition of our shares of ADSs by our non-PRC shareholders will not be subject to PRC income tax withholding.

## **U.S. Federal Income Taxation**

This discussion describes certain material U.S. federal income tax consequences to U.S. Holders (as defined below) of the purchase, ownership and disposition of our ADSs and ordinary shares. This discussion does not address any aspect of U.S. federal gift or estate tax, or the state, local or non-U.S. tax consequences of an investment in our ADSs and ordinary shares. This discussion does not apply to U.S. Holders who are a member of a class of holders subject to special rules, such as:

- dealers in securities or currencies;
- traders in securities that elect to use a mark-to-market method of accounting for securities holdings;
- banks or certain financial institutions;
- insurance companies;
- tax-exempt organizations;
- partnerships or other entities treated as partnerships or other pass-through entities for U.S. federal income tax purposes or persons holding ADSs or ordinary shares through any such entities;
- regulated investments companies or real estate investment trusts;
- persons that hold ADSs or ordinary shares as part of a hedge, straddle, constructive sale, conversion transaction or other integrated investment;
- persons whose functional currency for tax purposes is not the U.S. dollar;
- persons liable for alternative minimum tax; or
- persons who own ADSs or ordinary shares and who actually or constructively own 10% or more of the total combined voting power of all classes of our shares entitled to vote.

This discussion is based on the U.S. Internal Revenue Code of 1986, as amended, which we refer to in this discussion as the Code, its legislative history, existing and proposed regulations promulgated thereunder, published rulings and court decisions, all as of the date hereof. These laws are subject to change, possibly on a retroactive basis. In addition, this discussion relies on our assumptions regarding the value of our ADSs and ordinary shares and the nature of our business over time.

**Prospective purchasers are urged to consult your own tax advisor concerning the particular U.S. federal income tax consequences to you of the purchase, ownership and disposition of our ADSs and ordinary shares, as well as the consequences to you arising under the laws of any other taxing jurisdiction.**

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For purposes of the U.S. federal income tax discussion below, you are a U.S. Holder if you beneficially own ADSs or ordinary shares as capital assets for U.S. federal income tax purposes and are:

a citizen or resident of the United States for U.S. federal income tax purposes;  
a corporation, or other entity taxable as a corporation, that was created or organized in or under the laws of the United States or any state thereof or the District of Columbia;  
an estate the income of which is subject to U.S. federal income tax regardless of its source; or

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a trust if (a) a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (b) the trust has a valid election in effect to be treated as a U.S. person.

For U.S. federal income tax purposes, income earned through a U.S. or non-U.S. partnership or other flow-through entity is attributed to its owners. Accordingly, if a partnership or other flow-through entity holds ADSs or ordinary shares, the tax treatment of the holder will generally depend on the status of the partner or other owner and the activities of the partnership or other flow-through entity.

## **Dividends on ADSs and ordinary shares**

Subject to the *Passive Foreign Investment Company* discussion below, if we make distributions and you are a U.S. Holder, the gross amount of any distributions with respect to your ADSs and ordinary shares (including the amount of any taxes withheld therefrom) will generally be includible in your gross income on the day you actually or constructively receive such income as dividend income if the distributions are made from our current or accumulated earnings and profits, calculated according to U.S. federal income tax principles. If you are a non-corporate U.S. Holder, including an individual, and have held your ADSs and ordinary shares for a sufficient period of time, dividend distributions on our ADSs and ordinary shares will generally constitute qualified dividend income taxed at a preferential rate (generally 15% for dividend distributions before January 1, 2011) as long as our ADSs or ordinary shares continue to be readily tradable on the New York Stock Exchange or another established securities market in the United States. You should consult your own tax advisor as to the rate of tax that will apply to you with respect to dividend distributions, if any, you receive from us.

Subject to the *Passive Foreign Investment Company* discussion below, to the extent, if any, that the amount of any distribution by us on ADSs and ordinary shares exceeds our current and accumulated earnings and profits as determined under U.S. federal income tax principles, it will be treated first as a tax-free return of the U.S. Holder's adjusted tax basis in the ADSs and ordinary shares and thereafter as capital gain. However, we do not intend to calculate our earnings and profits according to U.S. federal income tax principles. Accordingly, distributions on our ADSs and ordinary shares, if any, will generally be reported to you as dividend distributions for U.S. tax purposes. Corporations will not be entitled to claim a dividends-received deduction with respect to distributions made by us. Dividends generally will constitute foreign source passive income for purposes of the U.S. foreign tax credit rules.

## **Sales and other dispositions of ADSs or ordinary shares**

Subject to the *Passive Foreign Investment Company* discussion below, when you sell or otherwise dispose of ADSs or ordinary shares, you will generally recognize capital gain or loss in an amount equal to the difference between the amount realized on the sale or other disposition and your adjusted tax basis in the ADSs or ordinary shares. Any such gain or losses that you recognize will be treated as U.S. source income for foreign tax credit limitation purposes. Your adjusted tax basis will generally equal the amount you paid for the ADSs or ordinary shares. Any gain or loss you recognize will be long-term capital gain or loss if your holding period in our ADSs or ordinary shares is more than one year at the time of disposition. If you are a non-corporate U.S. Holder, including an individual, any such long-term capital gain will be taxed at preferential rates (generally 15% for capital gain recognized before January 1, 2011). Your ability to deduct capital losses will be subject to various limitations.

## **Passive foreign investment company**

In general, we will be classified as a passive foreign investment company ( PFIC ) in any taxable year if either: (a) the average quarterly value of our gross assets that produce passive income or are held for the production of passive income is at least 50% of the average quarterly value of our total gross assets or (b) 75% or more of our gross income for the taxable year is passive income (such as certain dividends, interest or royalties). For purposes of the above tests, we will be 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, at least 25% (by value) of the stock. For purposes of the first test: (a) any cash and cash invested in short-term, interest bearing, debt instruments, or bank deposits that are readily convertible into cash will generally count as producing passive income or held for the production of passive income, and (b) the total value of our assets is calculated based on our market capitalization.

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We believe that we were not PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2009. Although we intend to conduct our business activities in a manner to reduce the risk of our classification as a PFIC in the future, we currently hold, and expect to continue to hold, a substantial amount of cash and other passive assets, and, because the value of our assets is likely to be determined in large part by reference to the market prices of our ADSs and ordinary shares, which are likely to fluctuate, there can no assurance that we will not be classified as a PFIC for 2010 or any future taxable year.

If we were a PFIC for any taxable year during which you held ADSs or ordinary shares, certain adverse U.S. federal income tax rules would apply. You would generally be subject to additional taxes and interest charges on certain excess distributions we make and on any gain realized on the disposition or deemed disposition of your ADSs or ordinary shares, regardless of whether we continue to be a PFIC in the year in which you receive an excess distribution or dispose of or are deemed to dispose of your ADSs or ordinary shares. Distributions in respect of your ADSs or ordinary shares during a taxable year would generally constitute excess distributions if, in the aggregate, they exceed 125% of the average amount of distributions with respect to your ADSs or ordinary shares over the three preceding taxable years or, if shorter, the portion of your holding period before such taxable year.

To compute the tax on excess distributions or any gain, (a) the excess distribution or the gain would be allocated ratably to each day in your holding period, (b) the amount allocated to the current year and any tax year prior to the first taxable year in which we were a PFIC would be taxed as ordinary income in the current year, (c) the amount allocated to other taxable years would be taxable at the highest applicable marginal rate in effect for that year, and (d) an interest charge at the rate for underpayment of taxes for any period described under (c) above would be imposed with respect to any portion of the excess distribution or gain that is allocated to such period. In addition, if we were a PFIC, no distribution that you receive from us would qualify for taxation at the preferential rate discussed in the Dividends on ADSs or ordinary shares section above.

Under certain attribution rules, if we are a PFIC, you will be deemed to own your proportionate share of lower-tier PFICs, and will be subject to U.S. federal income tax on (a) a distribution on the shares of a lower-tier PFIC and (b) a disposition of shares of a lower-tier PFIC, both as if you directly held the shares of such lower-tier PFIC.

If we were a PFIC in any year, as a U.S. Holder, you would be required to make an annual return on IRS Form 8621 regarding your ADSs and ordinary shares. You should consult with your own tax advisor regarding reporting requirements with regard to your ADSs and ordinary shares.

If we were a PFIC in any year, you would generally be able to avoid the excess distribution rules described above by making a timely so-called mark-to-market election with respect to your ADSs and ordinary shares provided our ADSs or ordinary shares are marketable. Our ADSs or ordinary shares will be marketable as long as they remain regularly traded on a national securities exchange, such as the New York Stock Exchange. If you made this election in a timely fashion, you would generally recognize as ordinary income or ordinary loss the difference between the fair market value of your ADSs or ordinary shares on the first day of any taxable year and their value on the last day of that taxable year. Any ordinary income resulting from this election would generally be taxed at ordinary income rates and would not be eligible for the reduced rate of tax applicable to qualified dividend income. Any ordinary losses would be limited to the extent of the net amount of previously included income as a result of the mark-to-market election, if any. Your basis in the ADSs or ordinary shares would be adjusted to reflect any such income or loss. You should consult your own tax advisor regarding potential advantages and disadvantages to you of making a mark-to-market election with respect to your ADSs or ordinary shares. The mark-to-market election will not be available for any lower tier PFIC that is deemed owned pursuant to the attribution rules discussed above. We do not intend to provide you with the information you would need to make or maintain a Qualified Electing Fund election and you will, therefore, not be able to make or maintain such an election with respect to your ADSs and ordinary shares.



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## **U.S. information reporting and backup withholding rules**

In general, dividend payments with respect to the ADSs and ordinary shares and the proceeds received on the sale or other disposition of ADSs and ordinary shares may be subject to information reporting to the IRS and to backup withholding (currently imposed at a rate of 28%). Backup withholding will not apply, however, if you (a) are a corporation or come within certain other exempt categories and, when required, can demonstrate that fact or (b) provide a taxpayer identification number, certify as to no loss of exemption from backup withholding and otherwise comply with the applicable backup withholding rules. To establish your status as an exempt person, you will generally be required to provide certification on IRS Form W-9. Any amounts withheld from payments to you under the backup withholding rules that exceed your U.S. federal income tax liability will be allowed as a refund or a credit against your U.S. federal income tax liability, provided that you timely furnish the required information to the IRS.

PROSPECTIVE PURCHASERS OF OUR ADSS AND ORDINARY SHARES ARE ENCOURAGED TO CONSULT THEIR OWN TAX ADVISOR REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES RESULTING FROM PURCHASING, HOLDING OR DISPOSING OF OUR ADSS AND ORDINARY SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF THE TAX LAWS OF ANY STATE, LOCAL OR NON-U.S. JURISDICTION AND INCLUDING ESTATE, GIFT AND INHERITANCE LAWS.

### **F. Dividends and Paying Agents**

Not applicable.

### **G. Statement by Experts.**

Not applicable.

### **H. Documents on Display**

We previously filed with the Securities and Exchange Commission our registration statement on Form F-1.

We have filed this annual report on Form 20-F with the Securities and Exchange Commission under the Securities Exchange Act of 1934. With respect to each such document filed as an exhibit to this annual report, reference is made to the exhibit for a more complete description of the matter involved.

We are subject to the informational requirements of the Exchange Act and file reports and other information with the Securities and Exchange Commission. Reports and other information which we filed with the Securities and Exchange Commission, including this annual report on Form 20-F, may be inspected and copied at the public reference room of the Securities and Exchange Commission at 100 F Street, N.E., Washington D.C. 20549.

You can also obtain copies of this annual report on Form 20-F by mail from the Public Reference Section of the Securities and Exchange Commission, 100 F Street, N.E., Washington D.C. 20549, at prescribed rates. Additionally, copies of this material may be obtained from the Securities and Exchange Commission's Internet site at <http://www.sec.gov>. The Commission's telephone number is 1-800-SEC-0330.

## **I. Subsidiaries Information**

Not applicable.

### **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

#### **Quantitative and Qualitative Disclosures about Market Risk**

##### **Interest Rate Risk**

Our exposure to interest rate risk relates to interest rates on our deposits in money market funds and time deposits. We have not used any derivative financial instruments to manage our interest rate risk exposure. Historically, we have not been exposed to material risks due to changes in interest rates on any deposits in money market funds; however, future interest rates on our deposits in money market funds may decrease due to changes in market interest rates. We are currently not engaged in any interest rate hedging activities.

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We had RMB3,802.1 million (US\$557.0 million) short-term investments as of December 31, 2009, with a weighted average duration of approximately 0.82 years. A hypothetical one percentage point (100 basis-point) increase in interest rates would have resulted in a decrease of approximately RMB31.2 million (US\$4.6 million) in the fair value of our fixed-income investments at December 31, 2009.

### **Foreign currency exchange rate risk**

From July 21, 2005, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. The depreciation of the U.S. dollar against RMB was approximately 7%, 6%, 0% in 2007, 2008 and 2009, respectively. While the international reaction to the RMB appreciation 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. Most of our revenues and costs are denominated in RMB, while a significant portion of our cash, cash equivalents, short-term financial assets and an available-for-sale investments are denominated in U.S. dollars and held by our Cayman holding company. Our exposure to foreign exchange risk primarily relates to those financial assets denominated in U.S. dollars, mainly as a result of proceeds from our initial public offering. We have not hedged exposures denominated in foreign currencies using any derivative financial instruments. Any significant revaluation of RMB against the U.S. dollar may materially affect our revenues, earnings and financial position, and the value of, and any dividends payable on, our ADS in U.S. dollars.

The exchange rate between the RMB and the U.S. dollar was relatively stable in 2009. A hypothetical 10% decrease in the exchange rate of the U.S. dollar against RMB would have resulted in a decrease of RMB52.6 million (US\$7.7 million) in the value of our US dollar-denominated financial assets at December 31, 2009.

### **Inflation**

In recent years, China has not experienced significant inflation, and thus inflation has not had a material impact on our results of operations. According to the National Bureau of Statistics of China, the change in the Consumer Price Index in China was 4.8%, 5.9% and -0.7% in 2007, 2008 and 2009, respectively.

## **ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES.**

### **D. American Depositary Shares**

#### **Fees Payable by ADS Holders**

Citibank, N.A., the depositary of our ADS program, collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. Depositary fees payable in connection with distributions of cash or securities to ADS holders and the depositary service fee are charged by the depositary to the holders of record of ADSs as of the applicable ADS record date. In the case of cash distributions, the depositary fees are generally deducted from the cash being distributed. In the case of distributions other than cash (e.g., stock dividends, rights, etc.), the depositary charges the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or in DRS), the depositary sends invoices to the applicable record date ADS holders. In the case

of ADSs held in brokerage and custodian accounts (via DTC), the depositary generally collects its fees through the settlement systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts.



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In the event of refusal to pay the depositary fees the depositary may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees from any distribution to be made to the ADS holder.

Persons depositing or withdrawing shares must pay:	For
US\$5.00 per 100 ADSs	Issuance of ADSs
US\$5.00 per 100 ADS	Cancellation of ADSs
US\$0.02 per ADS	Distribution of cash dividends
US\$5.00 per 100 ADS	Distribution of ADSs pursuant to share dividends or other free share distributions
US\$0.02 per ADS	Depository Service Fee
As necessary	Expenses of the depositary.
	Cable, telex, fax transmissions and delivery expenses
As necessary	Any charges incurred by the depositary in connection with regulatory requirements applicable to the shares, deposited securities, ADSs and ADRs.
As necessary	Any charges incurred by the depositary or its agents for servicing the deposited securities

**Fees Payable by the Depositary to Us**

From January 1, 2009 to March 31, 2010, we received from the depositary a reimbursement of US\$1,235,090 for certain expenses related to the maintenance of the ADR program, including our annual stock exchange listing fees and our expenses incurred in connection with investor relations programs.

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**PART II.**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES.**

None of these events occurred in any of the years ended December 31, 2007, 2008, and 2009.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS.**

The rights of securities holders and use of proceeds have not been materially modified.

**ITEM 15. CONTROLS AND PROCEDURES.**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, undertook an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934), as of the end of the period covered by this report, as required by Rules 13a-15(b) and 15d-15(b). Pursuant to this evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective.

**Management's Annual Report on Internal Control Over Financial Reporting.**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with U.S. generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of a company's assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that a company's receipts and expenditures are being made only in accordance with authorizations of a company's management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of a company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 and related rules as promulgated by the Securities and Exchange Commission, management assessed the effectiveness of our internal control over financial reporting as of December 31, 2009 using criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission.

Based on this assessment, using the criteria referenced above management concluded that our internal control over financial reporting was effective as of December 31, 2009.

Our independent registered public accounting firm, Ernst & Young Hua Ming, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2009, as stated in their report included herein.

## **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting during the year ended December 31, 2009 that have materially affected, or are reasonable likely to materially affect, our internal control over financial reporting.

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# Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Giant Interactive Group, Inc.

We have audited Giant Interactive Group, Inc.'s (the Company) internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Giant Interactive Group Inc., maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Giant Interactive Group Inc., as of December 31, 2008 and 2009, and the related consolidated statements of operations and comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2009, and our report dated June 7, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Shanghai, The People's Republic of China  
June 7, 2010

TABLE OF CONTENTS**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT.**

Our audit committee consists of Paul C.Y. Chu, Andrew Y. Yan and Peter Andrew Schloss and is chaired by Paul C.Y. Chu. Paul C.Y. Chu, who has accounting and financial management expertise, is an audit committee financial expert as defined in Item 401(h) of Regulation S-K under the Securities Act. Each of these directors satisfies the independence requirements of Section 303A of the Corporate Governance Rules of the NYSE and Rule 10A-3 under the Exchange Act.

**ITEM 16B. CODE OF ETHICS.**

Our board of directors has adopted a code of ethics that is applicable to our senior executive and financial officers. In addition, our board of directors adopted a code of conduct that is applicable to all of our directors, officers and employees. Our code of ethics and our code of conduct are publicly available on our website at [www.ga-me.com](http://www.ga-me.com).

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Ernst & Young Hua Ming ( Ernst & Young ), our independent registered public accounting firm, for the periods indicated. We did not pay any other fees to Ernst & Young during the periods indicated below.

	For the Year Ended December 31,		
	2007	2008	2009
	(In thousands of RMB)		
Audit fees <sup>(1)</sup>	12,000	9,910	8,100
Audit-related fees <sup>(2)</sup>	1,203	870	900
Tax fees <sup>(3)</sup>	630	892	1,140

Audit fees includes the aggregate fees billed for professional services rendered by Ernst & Young for the audit of our annual consolidated financial statements. For the year-ended December 31, 2007, audit fees also included fees (1) for services rendered in connection with our initial public offering in 2007. Beginning in 2008, audit fees also includes fees for services rendered associated with the audit of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

Audit related fees represents aggregate of fees billed for professional services rendered by Ernst & Young for the (2) assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under Audit fees.

(3) Tax fees represents the aggregated fees billed for professional services rendered by Ernst & Young for tax compliance, tax advice, and tax planning.

The policy of our audit committee is to pre-approve all audit and non-audit services provided by Ernst & Young, including audit services, audit-related services, tax services and other services as described above are approved by the Audit Committee prior to the commencement of services.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES.**

None.

## **ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.**

On December 24, 2007, we began a share repurchase program. Under such share repurchase program, our management was authorized to repurchase up to US\$200.0 million of our ADSs. In 2007 and 2008, we repurchased 1.4 million ADSs and 16.1 million ADSs, respectively under such share repurchase program for a total consideration of RMB126.5 million and RMB1,320.1 million, respectively. This plan terminated in accordance with its terms on February 13, 2008 with a total of 17.5 million ADSs repurchased amounting to RMB1,446.6 million.

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On August 11, 2008, our board of directors unanimously authorized management to repurchase up to US\$150.0 million of our ADSs ( Share Repurchase Plan ). Our board of directors also agreed to review the Share Repurchase Program periodically, and to adjust the amount authorized for repurchase as necessary. As of December 31, 2008, under the Share Repurchase Plan 2, we have repurchased 14.9 million ADSs amounting to RMB667.3 million. During 2009, the Company repurchased another 1,570,785 ADSs under the Share Repurchase Plan 2 for a total consideration of approximately RMB63,000,000 (US\$9,200,000).

## **Issuer Purchases of Equity Securities**

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**ITEM 16G. CORPORATE GOVERNANCE.**

**Differences Between Our Current Corporate Governance Practices and the NYSE Corporate Governance Requirements Applicable to Domestic US Companies**

Our American Depositary Shares are listed on the NYSE. As such, we are subject to corporate governance requirements imposed by the NYSE. Under Section 303A of the NYSE's Listed Company Manual, NYSE-listed non-US companies such as ourselves may, in general, follow their home country corporate governance practices in lieu of some of the NYSE corporate governance requirements. A NYSE-listed non-US company is simply required to provide a general summary of the significant differences to its US investors either on the company website or in its annual report distributed to its US investors. We are committed to a high standard of corporate governance. As such, we endeavor to comply with most of the NYSE corporate governance practices, with the current exception that we are not required by our charter documents, including our amended and restated memorandum of association and articles of association, or applicable law, to obtain shareholder approval for our adoption of, or material revisions to, our equity-compensation plans where our directors consider it in the best interests of the company to do so and when the issue price of shares issued pursuant to such plans is otherwise fair. In this case, however, our practice is in compliance with the laws of the Cayman Islands.

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**PART III.**

**ITEM 17. FINANCIAL STATEMENTS.**

We have elected to provide financial statements pursuant to Item 18.

**ITEM 18. FINANCIAL STATEMENTS.**

Our consolidated financial statements are included at the end of this annual report.

**ITEM 19. EXHIBITS.**

Exhibit Number	Description of Document
1.1	Memorandum and Articles of Association of Giant Interactive Group Inc. (incorporated by reference to Exhibit 3.1 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
2.1	Specimen Certificate for Common Shares of Giant Interactive Group Inc. (incorporated by reference to Exhibit 4.2 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
2.2	Form of American Depositary Receipt of Giant Interactive Group Inc. (incorporated by reference to Exhibit 4.1 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
2.3	Form of Deposit Agreement among the Giant Interactive Group Inc., Citibank, N.A., and holders and beneficial owners of American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.1	Employee Share Option Scheme (incorporated by reference to Exhibit 10.1 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.2	Forms of option grant agreements for the Employee Share Option Scheme (incorporated by reference to Exhibit 10.2 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.3	2007 Performance Incentive Plan (incorporated by reference to Exhibit 10.3 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.4	Forms of option grant agreement and SAR grant agreement under the 2007 Performance Incentive Plan (incorporated by reference to Exhibit 10.4 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.5	Form of Indemnification Agreement with the directors of Giant Interactive Group Inc. (incorporated by reference to Exhibit 10.5 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.6	Form of Employment Agreement of Giant Interactive Group Inc. and Employment Agreement of Yuzhu Shi (incorporated by reference to Exhibit 10.6 from our F-1 registration statement

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- 4.7 (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007) Form of Irrevocable Powers of Attorney of all the recorded shareholders of Shanghai Giant Network Technology Co., Ltd. (a/k/a Shanghai Zhengtu Network Technology Co., Ltd.), namely Yuliang Feng, Haixiao Lin, Wei Liu, Chen Cheng, Lv Zhang, Tao Yue, Fabing Qu, Yonggui Wang, Kai Chen and Shanghai Lanlin Bio-Technology Co., Ltd., dated September 7, 2006 and Irrevocable Powers of Attorney of Lv Zhang (incorporated by reference to Exhibit 10.7 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)

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Exhibit Number	Description of Document
4.8	Purchase Option and Cooperation Agreement among Shanghai Giant Network Technology Co., Ltd. (a/k/a Shanghai Zhengtu Network Technology Co., Ltd.) recorded shareholders of Shanghai Giant Network Technology Co., Ltd., namely Yuliang Feng, Haixiao Lin, Wei Liu, Chen Cheng, Lv Zhang, Tao Yue, Fabing Qu, Yonggui Wang, Kai Chen and Shanghai Lanlin Bio-Technology Co., Ltd, and Shanghai Zhengtu Information Technology Co., Ltd. dated September 7, 2006 (incorporated by reference to Exhibit 10.8 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.9	Share Pledge Agreement among Shanghai Giant Network Technology Co., Ltd. (a/k/a Shanghai Zhengtu Network Technology Co., Ltd.) recorded shareholders of Shanghai Giant Network Technology Co., Ltd., namely Yuliang Feng, Haixiao Lin, Wei Liu, Chen Cheng, Lv Zhang, Tao Yue, Fabing Qu, Yonggui Wang, Kai Chen and Shanghai Lanlin Bio-Technology Co., Ltd, and Shanghai Zhengtu Information Technology Co., Ltd. dated September 7, 2006 (incorporated by reference to Exhibit 10.9 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.10	Online Game Software Sales and Licensing Agreement between Shanghai Giant Network Technology Co., Ltd. (a/k/a Shanghai Zhengtu Network Technology Co., Ltd.) and Shanghai Zhengtu Information Technology Co., Ltd. dated September 6, 2006 (incorporated by reference to Exhibit 10.10 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.11	Exclusive Technical Consulting and Service Agreement between Shanghai Giant Network Technology Co., Ltd. (a/k/a Shanghai Zhengtu Network Technology Co., Ltd.) and Shanghai Zhengtu Information Technology Co., Ltd. dated September 7, 2006 (incorporated by reference to Exhibit 10.11 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.12	Supplementary Agreement among Shanghai Giant Network Technology Co., Ltd. (a/k/a Shanghai Zhengtu Network Technology Co., Ltd.), recorded shareholders of Shanghai Giant Network Technology Co., Ltd., namely Yuliang Feng, Haixiao Lin, Wei Liu, Chen Cheng, Lv Zhang, Tao Yue, Fabing Qu, Yonggui Wang, Kai Chen and Shanghai Lanlin Bio-Technology Co., Ltd, Shanghai Zhengtu Information Technology Co., Ltd., and Yuzhu Shi (incorporated by reference to Exhibit 10.12 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.13	Supplementary Agreement among Shanghai Giant Network Technology Co., Ltd. (a/k/a Shanghai Zhengtu Network Technology Co., Ltd.), recorded shareholders of Shanghai Giant Network Technology Co., Ltd., namely Yuliang Feng, Haixiao Lin, Wei Liu, Chen Cheng, Lv Zhang, Tao Yue, Fabing Qu, Yonggui Wang, Kai Chen and Shanghai Lanlin Bio-Technology Co., Ltd, Shanghai Zhengtu Information Technology Co., Ltd. and Yuzhu Shi dated August 27, 2007 (incorporated by reference to Exhibit 10.13 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.14	Subscription Agreement between Giant Interactive Group Inc. and Standard Chartered Private Equity Limited (incorporated by reference to Exhibit 10.14 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
4.15	Registration Rights Agreement between Giant Interactive Group Inc. and Standard Chartered Private Equity Limited (incorporated by reference to Exhibit 10.15 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October

- 31, 2007)
- 8.1\* List of Subsidiaries
- 11.1 Code of Business Conduct and Ethics (incorporated by reference to Exhibit 99.1 from our F-1 registration statement (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)

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Exhibit Number	Description of Document
12.1*	CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2*	CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1*	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2*	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
23.1*	Consent of Grandall Legal Group (Shanghai)
23.2*	Consent of Independent Registered Public Accounting Firm
23.3*	Consent of Jones Lang LaSalle Sallmanns

\*

Filed with this annual report

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**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: June 7, 2010

**GIANT INTERACTIVE GROUP INC.**

/s/ Eric He

**Name: Eric He**

**Title: Chief Financial Officer**

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**GIANT INTERACTIVE GROUP, INC.**  
**AUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**As of December 31, 2008 and 2009**

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# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders  
Giant Interactive Group, Inc.

We have audited the accompanying consolidated balance sheets of Giant Interactive Group, Inc. (the Company) as of December 31, 2008 and 2009, and the related consolidated statements of operations and comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Giant Interactive Group, Inc. at December 31, 2008 and 2009, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Giant Interactive Group, Inc.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated June 7, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Shanghai, The People's Republic of China  
June 7, 2010

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# GIANT INTERACTIVE GROUP, INC.

## CONSOLIDATED BALANCE SHEETS

	December 31, Note 2008	2009	(US\$)
	(RMB)	(RMB)	
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	1,696,272,856	1,097,155,269	160,734,155
Short-term investments	4 3,371,827,722	3,802,050,000	557,003,472
Accounts receivable	824,613	1,623,703	237,874
Prepayments and other current assets	5 48,091,942	125,522,286	18,389,119
Due from related parties (net of allowance of RMB6,639,131 and RMB6,801,449 (US\$996,418) for 2008 and 2009)	19	3,592	526
Inventories	1,452,802	724,055	106,075
Deferred tax assets, net of valuation allowance	15 117,590,965	75,893,065	11,118,397
Total current assets	5,236,060,900	5,102,971,970	747,589,618
Non-current assets:			
Property and equipment, net	6 213,905,124	178,669,982	26,175,300
Intangible assets, net	7 96,126,394	118,328,290	17,335,192
Goodwill	8	6,224,587	911,907
Available-for-sale investments	10 450,006,853	450,966,634	66,066,985
Held-to-maturity investment	11	500,000,000	73,250,414
Deferred tax assets, net of valuation allowance	15 6,324,526	10,840,757	1,588,180
Other asset	9	84,659,968	12,402,755
Total non-current assets:	766,362,897	1,349,690,218	197,730,733
Total assets	6,002,423,797	6,452,662,188	945,320,351
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>			
Current liabilities:			
Payables and accrued expenses	12 92,304,336	121,037,990	17,732,166
Advance from distributors	86,619,404	89,564,714	13,121,305
Deferred revenue	403,130,278	321,291,085	47,069,410
Income tax payable	16,741,580	5,384,702	788,863
Unrecognized tax benefits	15 4,812,724	9,955,138	1,458,436
Deferred tax liabilities	15	214,339	31,401
Total current liabilities	603,608,322	547,447,968	80,201,581
Non-current liabilities:			
Deferred tax liabilities	15 25,686,020	420,947	61,669
Total liabilities	629,294,342	547,868,915	80,263,250
Commitments and contingencies	23		
Shareholders equity	417	417	61

## Ordinary shares

(par value US\$0.0000002 per share; 500,000,000 shares authorized as at December 31, 2008 and December 31, 2009, respectively; 263,110,626 shares issued and 227,018,426 shares outstanding at December 31, 2008; 263,110,626 shares issued and 226,819,007 shares outstanding at December 31, 2009)

Additional paid-in capital		5,985,416,631	6,036,189,677	884,306,784
Statutory reserves	22	43,890,273	43,890,273	6,429,961
Accumulated other comprehensive loss		(167,236,828 )	(212,770,129 )	(31,171,000 )
Retained earnings		1,625,004,920	2,206,666,461	323,278,463
Treasury stock	20	(2,113,945,958)	(2,176,792,033)	(318,901,835)
Total shareholders' equity		5,373,129,455	5,897,184,666	863,942,434
Non controlling interests	13		7,608,607	1,114,667
Total equity		5,373,129,455	5,904,793,273	865,057,101
Total liabilities and shareholders' equity		6,002,423,797	6,452,662,188	945,320,351

*The accompanying notes are an integral part of the consolidated financial statements.*

TABLE OF CONTENTS**GIANT INTERACTIVE GROUP, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS AND  
COMPREHENSIVE INCOME**

	For the year ended December 31,				
	Note	2007	2008	2009	
		(RMB)	(RMB)	(RMB)	(US\$)
Net revenue:					
Online game		1,521,395,641	1,589,675,915	1,293,018,121	189,428,225
Overseas licensing revenue		6,140,785	4,391,427	10,687,252	1,565,691
Other revenue, net			612,444	130,074	19,056
Total net revenue		1,527,536,426	1,594,679,786	1,303,835,447	191,012,972
Cost of services		(174,086,313 )	(217,899,466 )	(204,069,659 )	(29,896,374 )
Gross profit		1,353,450,113	1,376,780,320	1,099,765,788	161,116,598
Operating (expenses) income:					
Research and product development expenses		(26,918,177 )	(88,539,393 )	(113,354,460 )	(16,606,522 )
Sales and marketing expenses		(189,403,073 )	(241,575,189 )	(119,600,377 )	(17,521,554 )
General and administrative expenses		(74,130,222 )	(141,785,677 )	(121,446,102 )	(17,791,954 )
Government financial incentives	14	16,779,300	63,084,300	88,460,000	12,959,463
Total operating expenses		(273,672,172 )	(408,815,959 )	(265,940,939 )	(38,960,567 )
Income from operations		1,079,777,941	967,964,361	833,824,849	122,156,031
Interest income		53,878,324	184,963,678	102,200,467	14,972,453
Investment income (loss)		2,562,000	1,171,241	(5,970,899 )	(874,742 )
Unrealized loss on investment held-for-trading			(300,493 )		
Other income and expense		126,018	(842,825 )	14,024,846	2,054,652
Income before income tax expenses		1,136,344,283	1,152,955,962	944,079,263	138,308,394
Income tax expenses	15		(39,367,808 )	(85,060,010 )	(12,461,362 )
Net income		1,136,344,283	1,113,588,154	859,019,253	125,847,032
Net loss attributable to non controlling interests	13			294,493	43,143
Net income attributable to the Company's shareholders		1,136,344,283	1,113,588,154	859,313,746	125,890,175
Other comprehensive loss, net of tax					
Foreign currency translation		(51,927,333 )	(192,424,438 )	(12,768,786 )	(1,870,638 )
Reclassification adjustment				(1,813,513 )	(265,681 )
Unrealized holding gains (losses)			76,969,037	(30,951,002 )	(4,534,348 )
Total other comprehensive loss, net of tax		(51,927,333 )	(115,455,401 )	(45,533,301 )	(6,670,667 )
Comprehensive income		1,084,416,950	998,132,753	813,780,445	119,219,508

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Earnings per share:	16				
Basic	5.40	4.65	3.80	0.56	
Diluted	5.25	4.49	3.67	0.54	
Weighted average ordinary shares:					
Basic	210,574,196	239,458,633	226,278,227	226,278,227	
Diluted	216,255,503	247,895,076	233,960,556	233,960,556	

*The accompanying notes are an integral part of the consolidated financial statements.*

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TABLE OF CONTENTS**GIANT INTERACTIVE GROUP, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the year ended December 31,			
	2007	2008	2009	
	(RMB)	(RMB)	(RMB)	(US\$)
Cash flows from operating activities:				
Net income	1,136,344,283	1,113,588,154	859,019,253	125,847,032
Adjustments for:				
Deferred taxes	(30,911,888 )	(28,623,458 )	12,130,935	1,777,192
Share-based compensation expense	24,863,615	46,131,574	30,575,390	4,479,320
Compensation expense on interest-free loan to an employee	18,874,110			
Imputed interest on long-term loans	1,032,612			
Depreciation of property and equipment	17,460,326	40,126,174	52,965,806	7,759,534
Amortization of intangible assets and other asset	1,841,206	8,120,619	15,703,041	2,300,509
Loss from property and equipment disposal	56,824	72,641	204,061	29,895
Allowance for doubtful debts		6,639,131	162,318	23,780
Unrealized loss on investment held-for-trading		300,493		
Net realized gain on investment held-for-trading			(320,777 )	(46,994 )
Interest income		(3,165,441 )	(30,060,909 )	(4,403,948 )
Changes in assets and liabilities:				
Increase in accounts receivable		(824,613 )	(961,407 )	(140,847 )
Increase in prepayments and other current assets	(24,849,423 )	(4,204,600 )	(47,336,596 )	(6,934,850 )
Increase in due from related parties	(6,005,661 )	(633,470 )	(3,592 )	(526 )
(Increase) decrease in inventories	(157,515 )	(1,066,926 )	728,747	106,762
Decrease in long-term deposits	3,000	7,600		
Increase in other asset			(85,239,597 )	(12,487,671 )
Increase (decrease) in payables and accrued expenses	48,878,277	(94,384,161 )	29,302,376	4,292,821
Increase (decrease) in advance from distributors	75,190,575	(41,185,858 )	2,945,310	431,490
Increase (decrease) in unrecognized tax benefit	30,911,888	(26,099,164 )	5,142,414	753,368
Increase (decrease) in income tax payable		16,741,580	(11,358,696 )	(1,664,058 )
Increase (decrease) in deferred revenue	188,258,513	78,159,635	(81,839,193 )	(11,989,510 )
Net cash provided by operating activities	1,481,790,742	1,109,699,910	751,758,884	110,133,299
Cash flows from investing activities:				
Payment for short-term investments		(5,450,689,074)	(3,239,964,493)	(474,657,480)
Proceeds received from maturity of short-term investments		2,073,871,859	2,810,062,992	411,676,554
Payment for available-for-sale investments		(348,683,006 )	(34,157,500 )	(5,004,102 )
Payment for held-to-maturity securities			(500,000,000 )	(73,250,414 )
Purchase of property and equipment	(108,594,388 )	(131,086,137 )	(20,969,714 )	(3,072,080 )
	(20,486,966 )	(17,657,708 )	(35,383,116 )	(5,183,656 )

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Capitalized product development costs and purchased software				
Loans granted to related parties	(900,000,000 )			
Cash received from property and equipment disposal	9,200			
Repayment of loans from related parties	902,500,000			
Acquisition of a subsidiary, net of cash acquired			(1,510,103 )	(221,231 )
Net cash used in investing activities	(126,572,154 )	(3,874,244,066)	(1,021,921,934)	(149,712,409)
Cash flows from financing activities:				
Proceeds from long-term loans	5,023,350			
Repayment of long-term loans	(21,098,070 )			
Proceeds from issuance of common stock upon initial public offering, net of initial public offering issuance costs	5,782,362,351			
Proceeds from exercise of share options		10,752,003	18,734,326	2,744,594
Dividends to shareholders	(190,849,830 )	(593,498,287 )	(277,652,205 )	(40,676,278 )
Repurchase of shares	(32,134,224 )	(1,987,411,477)	(62,846,075 )	(9,207,002 )
Repayment of advance from a related party	(2,496,391 )			
Capital contribution from non controlling interests			5,145,000	753,747
Proceeds paid to selling shareholder		(13,710,697 )		
Net cash provided by (used in) financing activities	5,540,807,186	(2,583,868,458)	(316,618,954 )	(46,384,939 )
Effect of exchange rate changes on cash and cash equivalents	(51,927,333 )	(250,784,373 )	(12,335,583 )	(1,807,173 )
Net increase (decrease) in cash and cash equivalents	6,844,098,441	(5,599,196,987)	(599,117,587 )	(87,771,222 )
Cash and cash equivalents at the beginning of year	451,371,402	7,295,469,843	1,696,272,856	248,505,377
Cash and cash equivalents at the end of year	7,295,469,843	1,696,272,856	1,097,155,269	160,734,155

*The accompanying notes are an integral part of the consolidated financial statements.*

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TABLE OF CONTENTS**GIANT INTERACTIVE GROUP, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS  
(CONT D)**

	For the year ended December 31,			
	2007	2008	2009	
	(RMB)	(RMB)	(RMB)	(US\$)
Supplemental disclosures:				
Income tax paid		(110,575,684)	(99,688,366)	(14,604,428)
Non-cash investing activities:				
- Acquisition of property and equipment included in payables and accrued expenses	71,951	(4,613,467 )	(3,161,223 )	(463,122 )
- Acquisition of intellectual property rights of a new game for four million of ordinary shares	66,300,000			
Non-cash financing activities:				
- Initial public offering costs included in payables and accrued expenses	907,344			
- Reimbursement of initial public offering costs included in prepayments and other current assets	(3,302,001 )			
- Proceeds of initial public offering received on behalf of a related party included in payables and accrued expenses	13,710,697			
- Dividends to shareholders included in dividends payable	593,498,287			
- Proceeds of options exercised included in prepayment and other current assets	11,800			
- Proceeds of shares issued and reserved for share options included in prepayment and other current assets		5		

*The accompanying notes are an integral part of the consolidated financial statements.*

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**GIANT INTERACTIVE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN**  
**SHAREHOLDERS EQUITY**