

Qin Jie  
Form SC 13G/A  
February 14, 2006

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES**

**13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

**(Amendment No. 1)\***

**The9 Limited**

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(Name of Issuer)

Ordinary Shares

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(Title of Class of Securities)

88337K104

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(CUSIP Number)

December 31, 2005

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(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP NO. 88337K104

Schedule 13 G

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jie Qin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

5  SOLE VOTING POWER

NUMBER OF 736,736 ordinary shares. Air Tech Ventures Limited may also be deemed to have sole voting power with respect to the above shares.

SHARES 6  SHARED VOTING POWER

BENEFICIALLY

OWNED BY See item 5.

EACH 7  SOLE DISPOSITIVE POWER

REPORTING

PERSON 736,736 ordinary shares. Air Tech Ventures Limited may also be deemed to have sole dispositive power with respect to the above shares.

WITH 8  SHARED DISPOSITIVE POWER

See item 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

736,736 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (1)

12 TYPE OF REPORTING PERSON\*

IN

(1) Based on approximately 24,213,654 ordinary shares outstanding as of the date of this filing.

CUSIP NO. 88337K104

Schedule 13 G

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Air Tech Ventures Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5  SOLE VOTING POWER

NUMBER OF 736,736 ordinary shares. Jie Qin may also be deemed to have sole voting power with respect to the above shares.

SHARES 6  SHARED VOTING POWER

BENEFICIALLY

OWNED BY See item 5.

EACH 7  SOLE DISPOSITIVE POWER

REPORTING

PERSON 736,736 ordinary shares. Jie Qin may also be deemed to have sole dispositive power with respect to the above shares.

WITH 8  SHARED DISPOSITIVE POWER

See item 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

736,736 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (1)

12 TYPE OF REPORTING PERSON\*

CO

(1) Based on approximately 24,213,654 ordinary shares outstanding as of the date of this filing.

CUSIP NO. 88337K104

Schedule 13 G

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jing Fei Zhou

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

5  SOLE VOTING POWER

NUMBER OF 440,736 ordinary shares. Magic Health Limited may also be deemed to have sole voting power with respect to the above shares.

SHARES 6  SHARED VOTING POWER

BENEFICIALLY

OWNED BY See item 5.

EACH 7  SOLE DISPOSITIVE POWER

REPORTING

PERSON 440,736 ordinary shares. Magic Health Limited may also be deemed to have sole dispositive power with respect to the above shares.

WITH 8  SHARED DISPOSITIVE POWER

See item 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

440,736 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8% (1)

12 TYPE OF REPORTING PERSON\*

IN

(1) Based on approximately 24,213,654 ordinary shares outstanding as of the date of this filing.



CUSIP NO. 88337K104

Schedule 13 G

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Magic Health Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF 440,736 ordinary shares. Jing Fei Zhou may also be deemed to have sole voting power with respect to the above shares.

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY See item 5.

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 440,736 ordinary shares. Jing Fei Zhou may also be deemed to have sole dispositive power with respect to the above shares.

WITH 8 SHARED DISPOSITIVE POWER

See item 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

440,736 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8% (1)

12 TYPE OF REPORTING PERSON\*

CO

(1) Based on approximately 24,213,654 ordinary shares outstanding as of the date of this filing.

ITEM 1 (a). NAME OF ISSUER:

The9 Limited

ITEM 1 (b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Building No. 3, 690 Bibo Road

Zhangjiang Hi-tech Park, Pudong New Area

Shanghai 201203, People's Republic of China

ITEM 2 (a). NAME OF PERSON FILING:

Jie Qin

Air Tech Ventures Limited

Jing Fei Zhou

Magic Health Limited

ITEM 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

Jie Qin

Building No. 3, 690 Bibo Road

Zhangjiang Hi-tech Park, Pudong New Area

Shanghai 201203, People's Republic of China

Air Tech Ventures Limited

c/o Jie Qin

Building No. 3, 690 Bibo Road

Zhangjiang Hi-tech Park, Pudong New Area

Shanghai 201203, People's Republic of China

Jing Fei Zhou

Building No. 3, 690 Bibo Road

Zhangjiang Hi-tech Park, Pudong New Area

Shanghai 201203, People's Republic of China

Magic Health Limited

c/o Jing Fei Zhou

Building No. 3, 690 Bibo Road

Zhangjiang Hi-tech Park, Pudong New Area

Shanghai 201203, People's Republic of China

ITEM 2 (c). CITIZENSHIP:

Jie Qin PRC

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Air Tech Ventures Limited British Virgin Islands

Jing Fei Zhou PRC

Magic Health Limited British Virgin Islands

ITEM 2 (d). TITLE OF CLASS OF SECURITIES:

Ordinary Shares

ITEM 2 (e). CUSIP NUMBER:

88337K104

ITEM 3. Not Applicable

**ITEM 4. OWNERSHIP:**

The following information with respect to the ownership of the Ordinary Shares of the issuer by the Reporting Person is provided as of February 14, 2006:

<u>Reporting Person</u>	<u>Amount beneficially owned:</u>	<u>Percent of class:</u>	<u>Sole</u>	<u>Shared</u>	<u>Sole power to dispose or to direct the disposition of:</u>	<u>Shared power to dispose or to direct the disposition of:</u>
			<u>power to vote or direct the vote:</u>	<u>power to vote or to direct the vote:</u>		
Jie Qin	736,736	3.0%	736,736	736,736	736,736	736,736
Air Tech Ventures Limited	736,736	3.0%	736,736	736,736	736,736	736,736
Jing Fei Zhou	440,736	1.8%	440,736	440,736	440,736	440,736
Magic Health Limited	440,736	1.8%	440,736	440,736	440,736	440,736

(Percent of class based on approximately 24,213,654 ordinary shares outstanding as of the date of this filing.)

Air Tech Ventures Limited, a British Virgin Islands company, is the record owner of 736,736 ordinary shares of The9 Limited. Jie Qin is the sole owner and director of Air Tech Ventures Limited. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules promulgated thereunder, Jie Qin may be deemed to beneficially own all of the shares held by Air Tech Ventures Limited.

Magic Health Limited, a British Virgin Islands company, is the record owner of 413,874 ordinary shares and 26,862 ordinary shares represented by American Depositary Shares (or ADSs) of The9 Limited. Jing Fei Zhou is the sole owner and director of Magic Health Limited. Pursuant to Section 13(d) of the Exchange Act, and the rules promulgated thereunder, Jing Fei Zhou may be deemed to beneficially own all of the shares and ADSs held by Magic Health Limited.

Jie Qin and Jing Fei Zhou are husband and wife, and may be deemed to share beneficial ownership of the shares and ADSs held by each other. Jie Qin and Jing Fei Zhou both expressly disclaim such beneficial ownership of the shares and ADSs beneficially owned by each other.

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:**

Not applicable

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

Not applicable

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

Not applicable

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

Not applicable

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

Not applicable

**ITEM 10. CERTIFICATION:**

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2006

Jie Qin

/s/ Jie Qin

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Jie Qin

Air Tech Ventures Limited

By: /s/ Jie Qin

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Name: Jie Qin

Title: Director

Jing Fei Zhou

/s/ Jing Fei Zhou

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Jing Fei Zhou

Magic Health Limited

By: /s/ Jing Fei Zhou

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Name: Jing Fei Zhou

Title: Director

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
A	Joint Filing Agreement