

DEUTSCHE BANK AKTIENGESELLSCHAFT
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Dated July 22, 2015

Deutsche Bank AG Trigger Phoenix Autocallable Optimization Securities

\$• Deutsche Bank AG Securities Linked to the Common Stock of Akamai Technologies, Inc. due on or about July 31, 2018

\$• Deutsche Bank AG Securities Linked to the Common Stock of Dunkin' Brands Group, Inc. due on or about July 31, 2018

\$• Deutsche Bank AG Securities Linked to the Common Stock of Schlumberger N.V. (Schlumberger Limited) due on or about July 31, 2018

Investment Description

Trigger Phoenix Autocallable Optimization Securities (the “**Securities**”) are unsubordinated and unsecured obligations of Deutsche Bank AG, London Branch (the “**Issuer**”) with returns linked to the performance of the common stock of a specific company described herein (each, an “**Underlying**”). If the Closing Price of the Underlying on the applicable quarterly Observation Date is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you a quarterly contingent coupon (a “**Contingent Coupon**”). Otherwise, no coupon will be accrued or payable with respect to that Observation Date. Deutsche Bank AG will not automatically call the Securities for the first six months. However, after the first six months, if the Closing Price of the Underlying on any Observation Date (starting from the second Observation Date and ending on the Final Valuation Date) is greater than or equal to the Initial Price, Deutsche Bank AG will automatically call the Securities and, for each \$10.00 Face Amount of Securities, pay you the Face Amount plus the applicable Contingent Coupon for that Observation Date and no further amounts will be owed to you. If the Securities are not automatically called and the Final Price is not less than the Trigger Price (which is the same price as the applicable Coupon Barrier), Deutsche Bank AG will pay you at maturity a cash payment per \$10.00 Face Amount of Securities equal to the Face Amount plus the applicable Contingent Coupon for the final quarter. However, if the Securities are not automatically called and the Final Price is less than the Trigger Price, Deutsche Bank AG will pay you a cash payment per \$10.00 Face Amount of Securities at maturity that is less than the Face Amount, resulting in a loss of 1.00% of the Face Amount for every 1.00% decline in the Final Price as compared to the Initial Price. In this circumstance, you will lose a significant portion or all of your initial investment. **Investing in the Securities is subject to significant risks, including the risk of losing your entire investment. The contingent repayment of your initial investment applies only if you hold the Securities to maturity. Generally, the higher the Contingent Coupon Rate on the Securities, the greater the risk of loss on such Securities. Any payment on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call and any payment of your initial investment at maturity, is subject to the creditworthiness of the Issuer. If the Issuer were to default on its payment obligations or become subject to a Resolution Measure (as described on page 2), you might not receive any amounts owed to you under the terms of the Securities and you could lose your entire investment.**

Features

Key Dates¹

q **Contingent Coupon** — If the Closing Price of the relevant Underlying on the applicable quarterly Observation Date is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you the relevant Contingent Coupon applicable to such Coupon Observation Date. Otherwise, no coupon will be accrued or payable with respect to that Observation Date.

q **Automatically Callable** — Deutsche Bank AG will not automatically call the Securities for the first six months. However, after the first six months, if the Closing Price of the relevant Underlying on any Observation Date (starting from the second Observation Date and ending on the Final Valuation Date) is greater than or equal to the Initial Price, Deutsche Bank AG will automatically call the Securities and, for each \$10.00 Face Amount of Securities, pay you the Face Amount plus the applicable Contingent Coupon for that Observation Date and no further amounts will be owed to you. If the Securities are not automatically called, investors may have downside market exposure to the relevant Underlying at maturity, subject to any contingent repayment of your initial investment.

q **Downside Exposure with Contingent Repayment of Your Initial Investment at Maturity** — If you hold the Securities to maturity and the Final Price is not less than the Trigger Price (or Coupon Barrier), for each \$10.00 Face Amount of Securities, Deutsche Bank AG will pay you at maturity the Face Amount plus the applicable Contingent Coupon for the final quarter. However, if the Final Price is less than the Trigger Price, Deutsche Bank AG will pay you a cash payment per \$10.00 Face Amount of Securities at maturity that is less than the Face Amount, resulting in a loss of 1.00% of the Face Amount for every 1.00% decline in the Final Price as compared to the Initial Price. In this circumstance, you will lose a significant portion or all of your initial investment. The contingent repayment of your initial investment applies only if you hold the Securities to maturity. **Any payment on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call and any payment of your initial investment at maturity, is subject to the creditworthiness of the Issuer. If the Issuer were to default on its payment obligations or become subject to a Resolution Measure, you might not receive any amounts owed to you under the terms of the Securities and you could lose your entire investment.**

Trade Date July 24, 2015
 Settlement Date² July 31, 2015
 Quarterly Observation (callable) Dates³ after 6 months)
 Final Valuation Date³ July 24, 2018
 Maturity Date³ July 31, 2018
¹ Expected
² We expect to deliver each offering of the Securities against payment on or about the fifth business day following the Trade Date. Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), trades in the secondary market generally are required to settle in three business days, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Securities on the Trade Date will be required, by virtue of the fact that the Securities initially will settle in five business days (T+5), to specify alternative settlement arrangements to prevent a failed settlement.
³ See page 4 for additional details

NOTICE TO INVESTORS: THE SECURITIES ARE SIGNIFICANTLY RISKIER THAN CONVENTIONAL DEBT INSTRUMENTS. THE ISSUER IS NOT NECESSARILY OBLIGATED TO REPAY THE FULL FACE AMOUNT OF SECURITIES AT MATURITY, AND THE SECURITIES CAN HAVE DOWNSIDE MARKET RISK SIMILAR TO THE relevant UNDERLYING. THIS MARKET RISK IS IN ADDITION TO THE CREDIT RISK INHERENT IN PURCHASING AN OBLIGATION OF DEUTSCHE BANK AG. YOU SHOULD NOT PURCHASE THE SECURITIES IF YOU DO NOT UNDERSTAND OR ARE NOT COMFORTABLE WITH THE SIGNIFICANT RISKS INVOLVED IN INVESTING IN THE SECURITIES. THE SECURITIES WILL NOT BE LISTED ON ANY SECURITIES EXCHANGE.

YOU SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED UNDER “KEY RISKS” BEGINNING ON PAGE 6 OF THIS FREE WRITING PROSPECTUS, UNDER “RISK FACTORS” BEGINNING ON PAGE 9 OF THE ACCOMPANYING PRODUCT SUPPLEMENT AND UNDER “RISK FACTORS” BEGINNING ON PAGE 2 OF THE ACCOMPANYING PROSPECTUS ADDENDUM BEFORE PURCHASING ANY SECURITIES. EVENTS RELATING TO ANY OF THOSE RISKS, OR OTHER RISKS AND UNCERTAINTIES, COULD ADVERSELY AFFECT THE MARKET VALUE OF, AND THE RETURN ON, YOUR SECURITIES. YOU MAY LOSE A SIGNIFICANT PORTION OR ALL OF YOUR INITIAL INVESTMENT IN THE SECURITIES.

Security Offering

We are offering three separate Trigger Phoenix Autocallable Optimization Securities (each, a “**Security**”). Each Security is linked to the performance of the common stock of a different company, and each has its own Initial Price, Trigger Price and Coupon Barrier. The Initial Price, Trigger Price and Coupon Barrier for each Security will be determined on the Trade Date. The Securities are our unsubordinated and unsecured obligations and are offered at a minimum investment of \$1,000 in denominations of \$10.00 and integral multiples thereof.

Underlying	Contingent Coupon Rate	Initial Price	Trigger Price*	Coupon Barrier*	CUSIP/ ISIN
Common stock of Akamai Technologies, Inc. (Ticker: AKAM)	8.00% per annum	\$	73.00% - 78.00% of the Initial Price	73.00% - 78.00% of the Initial Price	25190J527 / US25190J5276
Common stock of Dunkin’ Brands Group, Inc. (Ticker: DNKN)	7.00% per annum	\$	78.00% - 82.00% of the Initial Price	78.00% - 82.00% of the Initial Price	25190J535 / US25190J5359
Common stock of Schlumberger N.V. (Schlumberger Limited) (Ticker: SLB)	8.00% per annum	\$	78.00% - 82.00% of the Initial Price	78.00% - 82.00% of the Initial Price	25190J543 / US25190J5433

*The actual Trigger Price and Coupon Barrier for each Security will be set equal to the same percentage of such Security’s Initial Price on the Trade Date.

See “Additional Terms Specific to the Securities” in this free writing prospectus. The Securities will have the terms specified in product supplement BK dated October 5, 2012, the prospectus supplement dated September 28, 2012 relating to our Series A global notes of which these Securities are a part, the prospectus dated September 28, 2012, the prospectus addendum dated December 24, 2014 and this free writing prospectus.

For the Securities linked to the common stock of Akamai Technologies, Inc., the Issuer’s estimated value of the Securities on the Trade Date is approximately \$9.485 - \$9.685 per \$10.00 Face Amount of Securities. For the Securities linked to the common stock of Dunkin’ Brands Group, Inc., the Issuer’s estimated value of the Securities on the Trade Date is approximately \$9.430 - \$9.630 per \$10.00 Face Amount of Securities. For the Securities linked to the common stock of Schlumberger N.V. (Schlumberger Limited), the Issuer’s estimated value of the Securities on the Trade Date is approximately \$9.481 - \$9.681 per \$10.00 Face Amount of Securities. The Issuer’s estimated value of each Security is less than the Issue Price. Please see “Issuer’s Estimated Value of the Securities” on the following page of this free writing prospectus for additional information.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Securities or passed upon the accuracy or the adequacy of this free writing prospectus or the accompanying product supplement BK, prospectus supplement, prospectus or prospectus addendum. Any representation to the contrary is a criminal offense. The Securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Offering of Securities	Price to Public		Discounts and Commissions ⁽¹⁾		Proceeds to Us	
	Total	Per Security	Total	Per Security	Total	Per Security
Securities linked to the common stock of Akamai Technologies, Inc.	\$	\$10.00	\$	\$0.20	\$	\$9.80
Securities linked to the common stock of Dunkin’ Brands Group, Inc.	\$	\$10.00	\$	\$0.20	\$	\$9.80
Securities linked to the common stock of Schlumberger N.V. (Schlumberger Limited)	\$	\$10.00	\$	\$0.20	\$	\$9.80

⁽¹⁾ For more detailed information about discounts and commissions, please see “Supplemental Plan of Distribution (Conflicts of Interest)” in this free writing prospectus.

Deutsche Bank Securities Inc. (“DBSI”) is our affiliate. For more information, see “Supplemental Plan of Distribution (Conflicts of Interest)” in this free writing prospectus.

UBS Financial Services Inc. Deutsche Bank Securities

Issuer's Estimated Value of the Securities

The Issuer's estimated value of the Securities is equal to the sum of our valuations of the following two components of the Securities: (i) a bond and (ii) an embedded derivative(s). The value of the bond component of the Securities is calculated based on the present value of the stream of cash payments associated with a conventional bond with a principal amount equal to the Face Amount of Securities, discounted at an internal funding rate, which is determined primarily based on our market-based yield curve, adjusted to account for our funding needs and objectives for the period matching the term of the Securities. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent's commissions, if any, and the estimated cost of hedging our obligations under the Securities, reduces the economic terms of the Securities to you and is expected to adversely affect the price at which you may be able to sell the Securities in any secondary market. The value of the embedded derivative(s) is calculated based on our internal pricing models using relevant parameter inputs such as expected interest and dividend rates and mid-market levels of price and volatility of the assets underlying the Securities or any futures, options or swaps related to such underlying assets. Our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect.

The Issuer's estimated value of the Securities on the Trade Date (as disclosed on the cover of this free writing prospectus) is less than the Issue Price of the Securities. The difference between the Issue Price and the Issuer's estimated value of the Securities on the Trade Date is due to the inclusion in the Issue Price of the agent's commissions, if any, and the cost of hedging our obligations under the Securities through one or more of our affiliates. Such hedging cost includes our or our affiliates' expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge.

The Issuer's estimated value of the Securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your Securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the Securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the Securities on the Trade Date. Our purchase price, if any, in secondary market transactions will be based on the estimated value of the Securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the Securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our Securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately six months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the Securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

Resolution Measures

Under the German Recovery and Resolution Act (Sanierungs- und Abwicklungsgesetz, or "SAG"), which went into effect on January 1, 2015, the Securities may be subject to any Resolution Measure by our competent resolution authority if we become, or are deemed by our competent supervisory authority to have become, "non-viable" (as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution

Measure becoming applicable to us. A “**Resolution Measure**” may include: (i) a write down, including to zero, of any payment (or delivery obligations) on the Securities; (ii) a conversion of the Securities into ordinary shares or other instruments qualifying as core equity tier 1 capital; and/or (iii) any other resolution measure, including (but not limited to) any transfer of the Securities to another entity, the amendment of the terms and conditions of the Securities or the cancellation of the Securities. By acquiring the Securities, you will be bound by and will be deemed to consent to the imposition of any Resolution Measure by our competent resolution authority as set forth in the accompanying prospectus addendum dated December 24, 2014. *Please read the risk factor “The Securities may be written down, be converted or become subject to other resolution measures. You may lose part or all of your investment if any such measure becomes applicable to us” in this free writing prospectus and see the accompanying prospectus addendum for further information.*

Additional Terms Specific to the Securities

You should read this free writing prospectus, together with product supplement BK dated October 5, 2012, the prospectus supplement dated September 28, 2012 relating to our Series A global notes of which these Securities are a part, the prospectus dated September 28, 2012 and the prospectus addendum dated December 24, 2014. You may access these documents on the website of the Securities and Exchange Commission (the “SEC”) at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- .. Product supplement BK dated October 5, 2012:
http://www.sec.gov/Archives/edgar/data/1159508/000095010312005314/crt_dp33259-424b2.pdf

- .. Prospectus supplement dated September 28, 2012:
<http://www.sec.gov/Archives/edgar/data/1159508/000119312512409437/d414995d424b21.pdf>

- .. Prospectus dated September 28, 2012:
<http://www.sec.gov/Archives/edgar/data/1159508/000119312512409372/d413728d424b21.pdf>

- .. Prospectus addendum dated December 24, 2014:
http://www.sec.gov/Archives/edgar/data/1159508/000095010314009034/crt_52088.pdf

Deutsche Bank AG has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offerings to which this free writing prospectus relates. Before you invest in the Securities offered hereby, you should read these documents and any other documents relating to these offerings that Deutsche Bank AG has filed with the SEC for more complete information about Deutsche Bank AG and these offerings. You may obtain these documents without cost by visiting EDGAR on the SEC website at www.sec.gov. Our Central Index Key, or CIK, on the SEC website is 0001159508. Alternatively, Deutsche Bank AG, any agent or any dealer participating in these offerings will arrange to send you the prospectus, prospectus addendum, prospectus supplement, product supplement and this free writing prospectus if you so request by calling toll-free 1-800-311-4409.

The trustee has appointed Deutsche Bank Trust Company Americas as its authenticating agent with respect to our Series A global notes.

You may revoke your offer to purchase Securities at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase, the Securities prior to their issuance. We will notify you in the event of any changes to the terms of the Securities, and you will be asked to accept such changes in connection with your purchase of the Securities. You may also choose to reject such changes, in which case we may reject your offer to purchase the Securities.

If the terms described in this free writing prospectus are inconsistent with those described in the accompanying product supplement, prospectus supplement, prospectus or prospectus addendum, the terms described in this free writing prospectus shall control.

References to “Deutsche Bank AG,” “we,” “our” and “us” refer to Deutsche Bank AG, including, as the context requires, acting through one of its branches. In this free writing prospectus, “Securities” refers to the Trigger Phoenix Autocallable Optimization Securities that are offered hereby, unless the context otherwise requires. This free writing prospectus, together with the documents listed above, contains the terms of the Securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Key Risks” in this free writing prospectus and “Risk Factors” in the accompanying product supplement and prospectus addendum, as the Securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before deciding to invest in the Securities.

Investor Suitability

The suitability considerations identified below are not exhaustive. Whether or not the Securities are a suitable investment for you will depend on your individual circumstances, and you should reach an investment decision only after you and your investment, legal, tax, accounting and other advisers have carefully considered the suitability of an investment in the Securities in light of your particular circumstances. You should also review “Key Risks” on page 6 of this free writing prospectus, “Risk Factors” on page 9 of the accompanying product supplement and “Risk Factors” on page 2 of the accompanying prospectus addendum.

The Securities may be suitable for you if, among other considerations:

- ..You fully understand the risks inherent in an investment in the Securities, including the risk of loss of your entire investment.
- ..You can tolerate the loss of a significant portion or all of your investment and are willing to make an investment in which you could have the same downside market risk as an investment in the Underlying.
- ..You believe the Closing Price of the Underlying will be greater than or equal to the Coupon Barrier on the applicable Observation Dates, including the Final Valuation Date.
- ..You are willing to make an investment whose return is limited to the applicable Contingent Coupons, regardless of any potential increase in the price of the Underlying, which could be significant.
- ..You can tolerate fluctuations in the value of the Securities prior to maturity that may be similar to or exceed the downside price fluctuations of the Underlying.

.. You would be willing to invest in the Securities if the applicable Trigger Price and Coupon Barrier were set equal to the top of their applicable ranges as specified on the cover of this free writing prospectus.

.. You do not seek guaranteed current income from this investment and are willing to forgo any dividends and any other distributions paid on the Underlying.

You are willing and able to hold Securities that will be called on any Observation Date (including the Final Valuation Date) starting from the second Observation Date on which the Closing Price of the Underlying is greater than or equal to the Initial Price, and you are otherwise willing and able to hold the Securities to the Maturity Date, as set forth on the cover of this free writing prospectus, and are not seeking an investment for which there will be an active secondary market.

.. You are willing to accept the risks associated with investments in equities generally and the applicable Underlying specifically.

You are willing and able to assume the credit risk associated with Deutsche Bank AG, as Issuer of the Securities, and .. understand that if Deutsche Bank AG defaults on its obligations or becomes subject to a Resolution Measure, you might not receive any amounts due to you, including any payment of a Contingent Coupon, any payment of your initial investment at maturity or any payment upon an earlier automatic call.

The Securities may *not* be suitable for you if, among other considerations:

.. You do not fully understand the risks inherent in an investment in the Securities, including the risk of loss of your entire investment.

.. You cannot tolerate the loss of a significant portion or all of your investment or you are not willing to make an investment in which you could have the same downside market risk as an investment in the Underlying.

.. You require an investment designed to provide a full return of your initial investment at maturity.

.. You believe the Securities will not be called and the Closing Price of the Underlying will be less than the Coupon Barrier on the specified Observation Dates and less than the Trigger Price on the Final Valuation Date.

.. You seek an investment that participates in any increase in the price of the Underlying or that has unlimited return potential.

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You cannot tolerate fluctuations in the value of the Securities prior to maturity that may be similar to or exceed the downside price fluctuations of the Underlying.

..You would be unwilling to invest in the Securities if the applicable Trigger Price and Coupon Barrier were set equal to the top of their applicable ranges as specified on the cover of this free writing prospectus.

..You prefer the lower risk, and therefore accept the potentially lower returns, of fixed income investments with comparable maturities and credit ratings.

..You seek guaranteed current income from this investment or you prefer to receive any dividends or any other distributions paid on the Underlying.

You are unwilling or unable to hold Securities that will be called on any Observation Date (including the Final Valuation Date) starting from the second Observation Date on which the Closing Price of the Underlying is greater than or equal to the Initial Price, or you are otherwise unwilling or unable to hold the Securities to the Maturity Date, as set forth on the cover of this free writing prospectus, or seek an investment for which there will be an active secondary market.

..You are unwilling to accept the risks associated with investments in equities generally and the applicable Underlying specifically.

You are unwilling or unable to assume the credit risk associated with Deutsche Bank AG, as Issuer of the Securities for all payments on the Securities, including any payment of a Contingent Coupon, any payment of your initial investment at maturity or any payment upon an earlier automatic call.

Indicative Terms

Issuer Deutsche Bank AG, London Branch
 Issue Price 100% of the Face Amount of Securities
 Face Amount \$10.00
 Term 3 years, subject to an earlier automatic call
 Trade Date¹ July 24, 2015
 Settlement Date¹ July 31, 2015
 Final Valuation Date^{1, 2} July 24, 2018
 Maturity Date^{1, 2, 3} July 31, 2018
 Common stock of Akamai Technologies, Inc. (Ticker: AKAM)

Underlyings Common stock of Dunkin' Brands Group, Inc. (Ticker: DNKN)

Common stock of Schlumberger N.V. (Schlumberger Limited) (Ticker: SLB)
 The Securities will not be automatically called during the first six months following the Trade Date.

Call Feature After the first six months, the Securities will be automatically called if the Closing Price of the relevant Underlying on any Observation Date (starting from the second Observation Date, which we refer to as the “**First Autocall Observation Date**,” and ending on the Final Valuation Date) is greater than or equal to the Initial Price. If the Securities are automatically called, Deutsche Bank AG will pay you on the applicable Call Settlement Date a cash payment per \$10.00 Face Amount of Securities equal to the Face Amount plus the applicable Contingent Coupon otherwise due on such day pursuant to the contingent coupon feature. No further amounts will be owed to you under the Securities.

Observation Dates^{1, 2} Quarterly, on the dates set forth in the table below.

Observation Dates Expected Coupon Payment Dates/ Call Settlement Dates

October 26, 2015*	October 28, 2015*
January 25, 2016	January 27, 2016
April 25, 2016	April 27, 2016
July 25, 2016	July 27, 2016
October 24, 2016	October 26, 2016
January 24, 2017	January 26, 2017
April 24, 2017	April 26, 2017
July 24, 2017	July 26, 2017
October 24, 2017	October 26, 2017
January 24, 2018	January 26, 2018
April 24, 2018	April 26, 2018
July 24, 2018	July 31, 2018

* The Securities will not be automatically called until any Observation Date starting from January 25, 2016 (the First Autocall Observation Date). The expected Call Settlement Date for the First Autocall Observation Date is January 27, 2016.

Call Settlement Dates ³	<p>Two business days following the relevant Observation Date, except the Call Settlement Date for the final Observation Date will be the Maturity Date.</p> <p>If the Closing Price of the relevant Underlying on any Observation Date is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you the relevant Contingent Coupon per \$10.00 Face Amount of Securities applicable to such Observation Date on the related Coupon Payment Date.</p> <p>If the Closing Price of the relevant Underlying on any Observation Date is less than the Coupon Barrier, the relevant Contingent Coupon applicable to such Observation Date will not be accrued or payable and Deutsche Bank AG will not make any payment to you on the related Coupon Payment Date.</p>
Contingent Coupon	<p>The Contingent Coupon for each Underlying will be a fixed amount based upon equal quarterly installments at the applicable Contingent Coupon Rate for such Underlying set forth below. For each Observation Date, the relevant Contingent Coupon for the Securities that would be payable for such Observation Date on which the Closing Price of the relevant Underlying is greater than or equal to the applicable Coupon Barrier is set forth below under “Contingent Coupon Payments.”</p>

Contingent Coupon Payments on the Securities are not guaranteed. Deutsche Bank AG will not pay you the Contingent Coupon for any Observation Date on which the Closing Price of the relevant Underlying is less than the Coupon Barrier.

For the Securities linked to the common stock of Akamai Technologies, Inc., 8.00% per annum.

Contingent Coupon Rate For the Securities linked to the common stock of Dunkin’ Brands Group, Inc., 7.00% per annum.

For the Securities linked to the common stock of Schlumberger N.V. (Schlumberger Limited), 8.00% per annum.

For the Securities linked to the common stock of Akamai Technologies, Inc., \$0.2000 per \$10.00 Face Amount of Securities.

Contingent Coupon Payments For the Securities linked to the common stock of Dunkin’ Brands Group, Inc., \$0.1750 per \$10.00 Face Amount of Securities.

For the Securities linked to the common stock of Schlumberger N.V. (Schlumberger Limited), \$0.2000 per \$10.00 Face Amount of Securities.

Coupon Payment Dates^{3, 4} Two business days following the relevant Observation Date, except the Coupon Payment Date for the final Observation Date will be the Maturity Date.
If the Securities are not automatically called and the Final Price is greater than or equal to the Trigger Price and Coupon Barrier, Deutsche Bank AG will pay you a cash payment per \$10.00 Face Amount of Securities at maturity equal to the Face Amount plus the Contingent Coupon otherwise due on the Maturity Date.

Payment at Maturity (per \$10.00 Face Amount of Securities) **If the Securities are not automatically called and the Final Price is less than the Trigger Price**, Deutsche Bank AG will pay you a cash payment per \$10.00 Face Amount of Securities at maturity that is less than the Face Amount, equal to:

$$\$10.00 + (\$10.00 \times \text{Underlying Return})$$

In this circumstance, you will lose a significant portion or all of your initial investment in an amount proportionate to the negative Underlying Return.

For each Security:

Underlying Return Final Price – Initial Price
 Initial Price

For the Securities linked to the common stock of Akamai Technologies, Inc., 73.00% - 78.00% of the Initial Price.

For the Securities linked to the common stock of Dunkin' Brands Group, Inc., 78.00% - 82.00% of the Initial Price.

Trigger Price For the Securities linked to the common stock of Schlumberger N.V. (Schlumberger Limited), 78.00% - 82.00% of the Initial Price.

The actual Trigger Price for each Security will be determined on the Trade Date and will be set to the same percentage as the relevant Coupon Barrier.

Coupon Barrier For the Securities linked to the common stock of Akamai Technologies, Inc., 73.00% - 78.00% of the Initial Price.

For the Securities linked to the common stock of Dunkin' Brands Group, Inc., 78.00% - 82.00% of the Initial Price.

For the Securities linked to the common stock of Schlumberger N.V. (Schlumberger Limited), 78.00% - 82.00% of the Initial Price.

	<p>The actual Coupon Barrier for each Security will be determined on the Trade Date and will be set to the same percentage as the relevant Trigger Price.</p>
Closing Price	<p>On any trading day, the last reported sale price of one share of the relevant Underlying on the relevant exchange multiplied by the then-current relevant Stock Adjustment Factor, as determined by the calculation agent</p>
Initial Price	<p>The Closing Price of the relevant Underlying on the Trade Date</p>
Final Price	<p>The Closing Price of the relevant Underlying on the Final Valuation Date</p>
Stock Adjustment Factor	<p>Initially 1.0 for each Underlying, subject to adjustment for certain actions affecting such Underlying. See “Description of Securities — Anti-Dilution Adjustments for Reference Stock” in the accompanying product supplement.</p>

INVESTING IN THE SECURITIES INVOLVES SIGNIFICANT RISKS. YOU MAY LOSE A SIGNIFICANT PORTION OR ALL OF YOUR INITIAL INVESTMENT. ANY PAYMENT ON THE SECURITIES, INCLUDING ANY PAYMENT OF A CONTINGENT COUPON, ANY PAYMENT UPON AN AUTOMATIC CALL AND ANY PAYMENT OF YOUR INITIAL INVESTMENT AT MATURITY, IS SUBJECT TO THE CREDITWORTHINESS OF THE ISSUER. IF DEUTSCHE BANK AG WERE TO DEFAULT ON ITS PAYMENT OBLIGATIONS OR BECOME SUBJECT TO A RESOLUTION MEASURE, YOU MIGHT NOT RECEIVE ANY AMOUNTS OWED TO YOU UNDER THE SECURITIES AND YOU COULD LOSE YOUR ENTIRE INVESTMENT.

Investment Timeline

Trade Date: For each Underlying, the Initial Price is observed and the Trigger Price and Coupon Barrier are determined.

If the Closing Price of the relevant Underlying on any Observation Date is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you the relevant Contingent Coupon per \$10.00 Face Amount of Securities applicable to such Observation Date on the related Coupon Payment Date.

Quarterly (callable after 6 months): After the first six months, the Securities will be automatically called if the Closing Price of the relevant Underlying on any Observation Date (starting from the First Autocall Observation Date and ending on the Final Valuation Date) is greater than or equal to the Initial Price. If the Securities are automatically called, Deutsche Bank AG will pay you on the applicable Call Settlement Date a cash payment per \$10.00 Face Amount of Securities equal to the Face Amount plus the applicable Contingent Coupon otherwise due on such day pursuant to the contingent coupon feature.

For each Underlying, the Final Price is determined and the Underlying Return is calculated on the Final Valuation Date.

If the Securities are not automatically called and the Final Price is greater than or equal to the Trigger Price and Coupon Barrier, Deutsche Bank AG will pay you a cash payment per \$10.00 Face Amount of Securities at maturity equal to the Face Amount plus the Contingent Coupon otherwise due on the Maturity Date.

Maturity Date: **If the Securities are not automatically called and the Final Price is less than the Trigger Price,** Deutsche Bank AG will pay you a cash payment per \$10.00 Face Amount of Securities at maturity that is less than the Face Amount, equal to:

$\$10.00 + (\$10.00 \times \text{Underlying Return})$

In this circumstance, you will lose a significant portion or all of your initial investment in an amount proportionate to the negative Underlying Return.

¹In the event that we make any change to the expected Trade Date or Settlement Date, the Observation Date, Final Valuation Date and Maturity Date may be changed to ensure that the stated term of the Securities remains the same.

²Subject to postponement as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement.

³Notwithstanding the provisions under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement, in the event the Final Valuation Date is postponed, the Maturity Date will be the fifth business day after the Final Valuation Date as postponed and in the event that an Observation Date other than the Final Valuation Date is postponed, the relevant Call Settlement Date and Coupon Payment Date will be the second business day after the Observation Date as postponed.

⁴If the Maturity Date is postponed, the Contingent Coupon due on the Maturity Date will be paid on the Maturity Date as postponed, with the same force and effect as if the Maturity Date had not been postponed, but no additional Contingent Coupon will accrue or be payable as a result of the delayed payment.

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Key Risks

An investment in the Securities involves significant risks. Investing in the Securities is not equivalent to investing directly in the Underlying. Some of the risks that apply to an investment in each Security offered hereby are summarized below, but we urge you to read the more detailed explanation of risks relating to the Securities generally in the “Risk Factors” sections of the accompanying product supplement and prospectus addendum. We also urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the Securities offered hereby.

Your Investment in the Securities May Result in a Loss of Your Initial Investment — The Securities differ from ordinary debt securities in that Deutsche Bank AG will not necessarily pay you the Face Amount per \$10.00 Face Amount of Securities at maturity. If the Securities are not automatically called, the return on the Securities at maturity will depend on whether the Final Price is greater than or equal to the Trigger Price. If the Securities are not automatically called and the Final Price is greater than or equal to the Trigger Price, for each \$10.00 Face Amount of Securities, Deutsche Bank AG will pay you at maturity the Face Amount plus the applicable Contingent Coupon otherwise due on the Maturity Date. However, if the Securities are not automatically called on any Observation Date and the Final Price is less than the Trigger Price, you will be fully exposed to any negative Underlying Return, and, for each \$10.00 Face Amount of Securities, you will lose 1.00% of the Face Amount for every 1.00% decline in the Final Price as compared to the Initial Price. **In this circumstance, you will lose a significant portion or all of your initial investment at maturity.**

Your Potential Return on the Securities Is Limited to the Face Amount Plus Any Contingent Coupons and You Will Not Participate in Any Increase in the Price of the Underlying — The Securities will not pay more than the Face Amount plus any Contingent Coupons payable over the term of the Securities. Therefore, your potential return on the Securities will be limited to the Contingent Coupon Rate, but the total return will vary based on the number of Observation Dates on which the requirement for a Contingent Coupon has been met prior to maturity or an automatic call. If the Securities are automatically called, you will not participate in any increase in the price of the Underlying and you will not receive any Contingent Coupons in respect of any Observation Date after the applicable Call Settlement Date. If the Securities are automatically called on the First Autocall Observation Date (approximately six months following the Trade Date), the total return on the Securities will be minimal. If the Securities are not automatically called, you may be subject to the full downside performance of the Underlying even though you were not able to participate in any potential increase in the price of the Underlying.

You May Not Receive Any Contingent Coupons — Deutsche Bank AG will not necessarily make periodic coupon payments on the Securities. If the Closing Price of the Underlying on any Observation Date is less than the Coupon Barrier, Deutsche Bank AG will not pay you the Contingent Coupon applicable to such Observation Date. If the Closing Price of the Underlying is less than the Coupon Barrier on each of the Observation Dates, Deutsche Bank AG will not pay you any Contingent Coupons during the term of, and you will not receive a positive return on, your Securities.

Contingent Repayment of Your Initial Investment Applies Only if You Hold the Securities to Maturity — If your Securities are not automatically called, you should be willing to hold your Securities to maturity. If you are able to sell your Securities prior to maturity in the secondary market, you may have to sell them at a loss relative to your initial investment even if the Closing Price of the Underlying is greater than the Trigger Price.

Higher Contingent Coupon Rates Are Generally Associated with a Greater Risk of Loss — Greater expected volatility with respect to the Underlying reflects a higher expectation as of the Trade Date that the Closing Price of the Underlying could be less than the Trigger Price on the Final Valuation Date of the Securities. This greater expected risk will generally be reflected in a higher Contingent Coupon Rate for the Securities. However, while the Contingent Coupon Rate is a fixed amount, the Underlying's volatility can change significantly over the term of the Securities. The price of the Underlying could fall sharply, which could result in a significant loss of your initial investment.

Reinvestment Risk — If your Securities are automatically called, the holding period over which you would receive any applicable Contingent Coupon, which is based on the relevant Contingent Coupon Rate as specified on the cover hereof, could be as little as approximately six months. There is no guarantee that you would be able to reinvest the proceeds from an investment in the Securities at a comparable return for a similar level of risk in the event the Securities are automatically called prior to the Maturity Date.

The Securities Are Subject to the Credit of Deutsche Bank AG — The Securities are unsubordinated and unsecured obligations of Deutsche Bank AG and are not, either directly or indirectly, an obligation of any third party. Any payment(s) to be made on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call or any repayment of the Face Amount per \$10.00 Face Amount of Securities at maturity, depends on the ability of Deutsche Bank AG to satisfy its obligations as they come due. An actual or anticipated downgrade in Deutsche Bank AG's credit rating or increase in the credit spreads charged by the market for taking the credit risk of Deutsche Bank AG will likely have an adverse effect on the value of the Securities. As a result, the actual and perceived creditworthiness of Deutsche Bank AG will affect the value of the Securities, and in the event Deutsche Bank AG were to default on its obligations or become subject to a Resolution Measure, you might not receive any amount(s) owed to you under the terms of the Securities and you could lose your entire investment.

The Securities May Be Written Down, Be Converted or Become Subject to Other Resolution Measures. You May Lose Some or All of Your Investment If Any Such Measure Becomes Applicable to Us — On May 15, 2014, the European Parliament and the Council of the European Union published a directive for establishing a framework for the recovery and resolution of credit institutions and investment firms (commonly referred to as the “**Bank Recovery and Resolution Directive**”). The Bank Recovery and Resolution Directive requires each member state of the European Union to adopt and publish by December 31, 2014 the laws, regulations and administrative provisions necessary to comply with the Bank Recovery and Resolution Directive. Germany has adopted the Recovery and Resolution Act (or SAG), which went into effect on January 1, 2015. SAG may result in the Securities being subject to the powers exercised by our competent resolution authority to impose a Resolution Measure on us, which may include: writing down, including to zero, any payment on the Securities; converting the Securities into ordinary shares or other instruments qualifying as core equity tier 1 capital; or applying any other resolution measure, including (but not limited to) transferring the Securities to another entity, amending the terms and conditions of the Securities or cancelling of the Securities. Furthermore, because the Securities are subject to any Resolution Measure, secondary market trading in the Securities may not follow the trading behavior associated with similar types of

securities issued by other financial institutions which may be or have been subject to a Resolution Measure. Imposition of a Resolution Measure would likely occur if we become, or are deemed by our competent supervisory authority to have become, “non-viable” (as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution Measure becoming applicable to us. **You may lose some or all of your investment in the Securities if a Resolution Measure becomes applicable to us.**

By acquiring the Securities, you will be bound by and will be deemed to consent to the imposition of any Resolution Measure by our competent resolution authority. As a result, you would have no claim or other right against us arising out of any Resolution Measure and the imposition of any Resolution Measure will not constitute a default or an event of default under the Securities, under the senior indenture or for the purpose of the U.S. Trust Indenture Act of 1939, as amended. In addition, the trustee, the paying agent and The Depository Trust Company (“DTC”) and any participant in DTC or other intermediary through which you hold such Securities may take any and all necessary action, or abstain from taking any action, if required, to implement the imposition of any Resolution Measure with respect to the Securities. **Accordingly, you may have limited or circumscribed rights to challenge any decision of our competent resolution authority to impose any Resolution Measure.** *Please see the accompanying prospectus addendum dated December 24, 2014, including the risk factor “The securities may be written down, be converted or become subject to other resolution measures. You may lose part or all of your investment if any such measure becomes applicable to us” on page 2 of the prospectus addendum.*

The Issuer’s Estimated Value of the Securities on the Trade Date Will Be Less Than the Issue Price of the Securities — The Issuer’s estimated value of the Securities on the Trade Date (as disclosed on the cover of this free writing prospectus) is less than the Issue Price of the Securities. The difference between the Issue Price and the Issuer’s estimated value of the Securities on the Trade Date is due to the inclusion in the Issue Price of the agent’s commissions, if any, and the cost of hedging our obligations under the Securities through one or more of our affiliates. Such hedging cost includes our or our affiliates’ expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge. The Issuer’s estimated value of the Securities is determined by reference to an internal funding rate and our pricing models. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent’s commissions, if any, and the estimated cost of hedging our obligations under the Securities, reduces the economic terms of the Securities to you and is expected to adversely affect the price at which you may be able to sell the Securities in any secondary market. In addition, our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. If at any time a third party dealer were to quote a price to purchase your Securities or otherwise value your Securities, that price or value may differ materially from the estimated value of the Securities determined by reference to our internal funding rate and pricing models. This difference is due to, among other things, any difference in funding rates, pricing models or assumptions used by any dealer who may purchase the Securities in the secondary market.

Investing in the Securities Is Not the Same as Investing in the Underlying — The return on your Securities may not reflect the return you would realize if you invested directly in the Underlying. For instance, your return on the Securities is limited to the applicable Contingent Coupons you receive, regardless of any increase in the price of the Underlying, which could be significant.

If the Price of the Underlying Changes, the Value of the Securities May Not Change in the Same Manner — The Securities may trade quite differently from the Underlying. Changes in the price of the Underlying may not result in comparable changes in the value of the Securities.

No Dividend Payments or Voting Rights — As a holder of the Securities, you will not have any voting rights or rights to receive cash dividends or other distributions or other rights that holders of the Underlying would have.

Single Stock Risk — Each Security is linked to the equity securities of a single Underlying. The price of each Underlying can rise or fall sharply due to factors specific to such Underlying and its issuer (the “**Underlying Issuer**”), such as stock price volatility, earnings, financial conditions, corporate, industry and regulatory developments, management changes and decisions and other events, as well as general market factors, such as general stock market volatility and levels, interest rates and economic and political conditions. We urge you to review financial and other information filed periodically by the Underlying Issuer with the SEC.

The Anti-Dilution Protection Is Limited — The calculation agent will make adjustments to the relevant Stock Adjustment Factor, which will initially be set at 1.0, and the Payment at Maturity in the case of certain corporate events affecting the Underlying. The calculation agent is not required, however, to make such adjustments in response to all events that could affect the relevant Underlying. If an event occurs that does not require the calculation agent to make an adjustment, the value of the Securities may be materially and adversely affected. In addition, you should be aware that the calculation agent may, at its sole discretion, make adjustments to the relevant Stock Adjustment Factor or any other terms of the Securities that are in addition to, or that differ from, those described in the accompanying product supplement to reflect changes occurring in relation to the Underlying in circumstances where the calculation agent determines that it is appropriate to reflect those changes to ensure an equitable result. Any alterations to the specified anti-dilution adjustments for the Underlying described in the accompanying product supplement may be materially adverse to investors in the Securities. You should read “Description of Securities — Anti-Dilution Adjustments for Reference Stock” in the accompanying product supplement in order to understand the adjustments that may be made to the Securities.

There Are Risks Associated with Investments in Securities Linked to the Value of Equity Securities Issued By a Non-U.S. Company — Schlumberger N.V. (Schlumberger Limited) is incorporated outside of the U.S. There are risks associated with investments in securities linked to the value of equity securities issued by a non-U.S. company. There is generally less publicly available information about non-U.S. companies than about those U.S. companies that are subject to the reporting requirements of the SEC, and non-U.S. companies are subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies. In addition, the price of equity securities issued by a non-U.S. company may be adversely affected by political, economic, financial and social factors that may be unique to the particular country in which the non-U.S. company is incorporated. These factors include the possibility of recent or future changes in the non-U.S. government’s economic and fiscal policies (including any direct or indirect intervention to stabilize the economy and/or securities market of the country of such non-U.S. government), the presence, and extent, of cross shareholdings in non-U.S. companies, the possible imposition of, or changes in, currency exchange laws

or other non-U.S. laws or restrictions applicable to non-U.S. companies or investments in non-U.S. securities and the possibility of fluctuations in the rate of exchange between currencies. Moreover, certain aspects of a particular non-U.S. economy may differ favorably or unfavorably from the U.S. economy in important respects, such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

There Is No Affiliation Between the Underlying Issuers and Us, and We Have Not Participated in the Preparation of, or Verified, Any Disclosure by Such Underlying Issuers — We are not affiliated with the Underlying Issuers. However, we or our affiliates may currently or from time to time in the future engage in business with the Underlying Issuers. In the course of this business, we or our affiliates may acquire non-public information about the Underlying Issuers, and we will not disclose any such information to you. Nevertheless, neither we nor our affiliates have participated in the preparation of, or verified, any information about the Underlyings and the Underlying Issuers. You, as an investor in the Securities, should make your own investigation into the Underlyings and the Underlying Issuers. None of the Underlying Issuers is involved in the Securities offered hereby in any way and none of them has any obligation of any sort with respect to your Securities. None of the Underlying Issuers has any obligation to take your interests into consideration for any reason, including when taking any corporate actions that might affect the value of your Securities.

Past Performance of the Underlying Is No Guide to Future Performance — The actual performance of the Underlying may bear little relation to the historical closing prices of the Underlying, and may bear little relation to the hypothetical return examples set forth elsewhere in this free writing prospectus. We cannot predict the future performance of the Underlying or whether the performance of the Underlying will result in the return of any of your investment. The common stock of Dunkin' Brands Group, Inc. commenced trading on July 27, 2011 and therefore has a limited performance history.

Assuming No Changes in Market Conditions and Other Relevant Factors, the Price You May Receive for Your Securities in Secondary Market Transactions Would Generally Be Lower Than Both the Issue Price and the Issuer's Estimated Value of the Securities on the Trade Date — While the payment(s) on the Securities described in this free writing prospectus is based on the full Face Amount of your Securities, the Issuer's estimated value of the Securities on the Trade Date (as disclosed on the cover of this free writing prospectus) is less than the Issue Price of the Securities. The Issuer's estimated value of the Securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your Securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the Securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the Securities on the Trade Date. Our purchase price, if any, in secondary market transactions would be based on the estimated value of the Securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the Securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our Securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately six months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the Securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

In addition to the factors discussed above, the value of the Securities and our purchase price in secondary market transactions after the Trade Date, if any, will vary based on many economic and market factors, including our creditworthiness, and cannot be predicted with accuracy. These changes may adversely affect the value of your Securities, including the price you may receive in any secondary market transactions. Any sale prior to the Maturity Date could result in a substantial loss to you. The Securities are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your Securities to maturity.

The Securities Will Not Be Listed and There Will Likely Be Limited Liquidity — The Securities will not be listed on any securities exchange. There may be little or no secondary market for the Securities. We or our affiliates intend to act as market makers for the Securities but are not required to do so and may cease such market making activities at any time. Even if there is a secondary market, it may not provide enough liquidity to allow you to sell the Securities when you wish to do so or at a price advantageous to you. Because we do not expect other dealers to make a secondary market for the Securities, the price at which you may be able to sell your Securities is likely to depend on the price, if any, at which we or our affiliates are willing to buy the Securities. If, at any time, we or our affiliates do not act as market makers, it is likely that there would be little or no secondary market in the Securities. If you have to sell your Securities prior to maturity, you may not be able to do so or you may have to sell them at a substantial loss, even in cases where the price of the Underlying has increased since the Trade Date.

Many Economic and Market Factors Will Affect the Value of the Securities — While we expect that, generally, the price of the Underlying will affect the value of the Securities more than any other single factor, the value of the Securities prior to maturity will also be affected by a number of other factors that may either offset or magnify each other, including:

- the expected volatility of the Underlying;
- the time remaining to the maturity of the Securities;
- the dividend rate of the Underlying and the performance of the stock market generally;
- the real and anticipated results of operations of the Underlying;
- actual or anticipated corporate reorganization events, such as mergers or takeovers, which may affect the Underlying;
- interest rates and yields in the market generally;
- geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the Underlying or the markets generally;

.. supply and demand for the Securities; and

.. our creditworthiness, including actual or anticipated downgrades in our credit ratings.

Trading and Other Transactions by Us, UBS AG or Our or Its Affiliates in the Equity and Equity Derivative Markets May Impair the Value of the Securities — We or our affiliates expect to hedge our exposure from the Securities by entering into equity and equity derivative transactions, such as over-the-counter options, futures or exchange-traded instruments. We, UBS AG or our or its affiliates may also engage in trading in instruments linked or related to the Underlying on a regular basis as part of our or its general broker-dealer and other businesses, for proprietary accounts, for other accounts under management or to facilitate transactions for customers, including block transactions. Such trading and hedging activities may affect the price of the Underlying and make it less likely that you will receive a positive return on your investment in the Securities. It is possible that we, UBS AG or our or its affiliates could receive substantial returns from these hedging and trading activities while the value of the Securities declines. We, UBS AG or our or its affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to the Underlying. Introducing competing products into the marketplace in this manner could adversely affect the value of the Securities. Any of the foregoing activities described in this paragraph may reflect trading strategies that differ from, or are in direct opposition to, investors' trading and investment strategies related to the Securities.

Potential Deutsche Bank AG Impact on Price — Trading or transactions by Deutsche Bank AG or its affiliates in the Underlying and/or over-the-counter options, futures or other instruments with returns linked to the performance of the Underlying may adversely affect the price of the Underlying and, therefore, the value of the Securities.

We, UBS AG or Our or Its Affiliates May Publish Research, Express Opinions or Provide Recommendations That Are Inconsistent with Investing in or Holding the Securities. Any Such Research, Opinions or Recommendations Could Adversely Affect the Price of the Underlying and the Value of the Securities — We, UBS AG or our or its affiliates may publish research from time to time on financial markets and other matters that could adversely affect the value of the Securities, or express opinions or provide recommendations that are inconsistent with purchasing or holding the Securities. Any research, opinions or recommendations expressed by us, UBS AG or our or its affiliates may not be consistent with each other and may be modified from time to time without notice. You should make your own independent investigation of the merits of investing in the Securities and the Underlying.

Potential Conflicts of Interest — Deutsche Bank AG or its affiliates may engage in business with the applicable Underlying Issuer, which may present a conflict between Deutsche Bank AG and you, as a holder of the Securities. We and our affiliates play a variety of roles in connection with the issuance of the Securities, including acting as calculation agent, hedging our obligations under the Securities and determining the Issuer's estimated value of the Securities on the Trade Date and the price, if any, at which we or our affiliates would be willing to purchase the Securities from you in secondary market transactions. In performing these roles, our economic interests and those of our affiliates are potentially adverse to your interests as an investor in the Securities. The calculation agent will determine, among other things, all values, prices and levels required to be determined for the purposes of the Securities on any relevant date or time. The calculation agent also has some discretion about certain adjustments to the Stock Adjustment Factor and will be responsible for determining whether a market disruption event has occurred as well as, in some circumstances, the prices or levels related to the Underlying that affect whether the Securities are

automatically called. Any determination by the calculation agent could adversely affect the return on the Securities.

There Is Substantial Uncertainty Regarding the U.S. Federal Income Tax Consequences of an Investment in the Securities — There is no direct legal authority regarding the proper U.S. federal income tax treatment of the Securities, and we do not plan to request a ruling from the Internal Revenue Service (the “**IRS**”). Consequently, significant aspects of the tax treatment of the Securities are uncertain, and the IRS or a court might not agree with the treatment of the Securities as prepaid financial contracts that are not debt, with associated contingent coupons, as described below under “What Are the Tax Consequences of an Investment in the Securities?” If the IRS were successful in asserting an alternative treatment for the Securities, the tax consequences of ownership and disposition of the Securities could be materially affected. In addition, as described below under “What Are the Tax Consequences of an Investment in the Securities?”, in 2007 the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. Any Treasury regulations or other guidance promulgated after consideration of these issues could materially affect the tax consequences of an investment in the Securities, possibly with retroactive effect. You should review carefully the section of the accompanying product supplement entitled “U.S. Federal Income Tax Consequences,” and consult your tax adviser regarding the U.S. federal tax consequences of an investment in the Securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Scenario Analysis and Hypothetical Examples of Payment upon an Automatic Call or at Maturity

The following table and hypothetical examples below illustrate the payment upon an automatic call or at maturity for a hypothetical range of performances for an Underlying. The following examples and table are hypothetical and provided for illustrative purposes only. They do not purport to be representative of every possible scenario concerning increases or decreases in the price of any Underlying relative to its Initial Price. We cannot predict the Final Price or the Closing Price of any Underlying on any of the Observation Dates (including the Final Valuation Date). You should not take these examples as an indication or assurance of the expected performance of any Underlying. You should consider carefully whether the Securities are suitable to your investment goals. The numbers in the examples and table below may have been rounded for ease of analysis and it has been assumed that no event affecting an Underlying has occurred during the term of the Securities that would cause the calculation agent to adjust the Stock Adjustment Factor.

The following examples and table illustrate the payment at maturity or upon an automatic call per \$10.00 Face Amount of Securities on a hypothetical offering of Securities based on the following assumptions*:

Term:	3 years, subject to an automatic call
Hypothetical Initial Price*:	\$100.00
Hypothetical Trigger Price*:	\$75.00 (75.00% of the Hypothetical Initial Price)
Hypothetical Coupon Barrier*:	\$75.00 (75.00% of the Hypothetical Initial Price)
Contingent Coupon Rate:	7.00% per annum (or 1.75% per quarter)
Contingent Coupon:	\$0.175 per quarter
Observation Dates:	Quarterly (callable after 6 months)

* The actual Initial Price, Coupon Barrier and Trigger Price for each Security will be set on the Trade Date. The actual Contingent Coupon Rate and Contingent Coupon for each Security are set forth in “Final Terms” and on the cover of this pricing supplement.

Example 1 — The Securities are called on the First Autocall Observation Date.

Date	Closing Price	Payment (per \$10.00 Face Amount of Securities)
First Observation Date	\$120 (greater than Initial Price)	\$0.175 (Contingent Coupon — Not Callable)
Second Observation Date (First Autocall Observation Date)	\$120 (greater than Initial Price)	\$10.175 (Face Amount plus Contingent Coupon)

Total Payment: \$10.35 (3.50% return)

If on the First Autocall Observation Date (the second Observation Date) the Closing Price is \$120.00, because the Closing Price is greater than the Initial Price of \$100.00, the Securities will be automatically called. Deutsche Bank AG will pay you on the applicable Call Settlement Date a total of \$10.175 per \$10.00 Face Amount of Securities, reflecting the Face Amount plus the applicable Contingent Coupon. When added to the Contingent Coupon Payments of \$0.175 paid in respect of the prior Observation Date, Deutsche Bank AG will have paid you a total of \$10.35 per \$10.00 Face Amount of Securities, representing a 3.50% return on the Securities over the approximately six months the Securities were outstanding before they were automatically called. No further amount will be owed to you under the Securities.

Example 2 — The Securities are called on the eighth Observation Date.

Date	Closing Price	Payment (per \$10.00 Face Amount of Securities)
First Observation Date	\$80 (greater than Coupon Barrier)	\$0.175 (Contingent Coupon)
Second Observation Date (First Autocall Observation Date)	\$90 (greater than Coupon Barrier)	\$0.175 (Contingent Coupon)
Third Observation Date	\$90 (greater than Coupon Barrier)	\$0.175 (Contingent Coupon)
Fourth to Seventh Observation Dates	Various (all less than Coupon Barrier)	\$0.00
Eighth Observation Date	\$110 (greater than Initial Price)	\$10.175 (Payment at Maturity)
	Total Payment:	\$10.70 (7.00% return)

If on the eighth Observation Date the Closing Price is \$110.00, because the Closing Price is greater than the Initial Price of \$100.00, the Securities will be automatically called. Deutsche Bank AG will pay you on the applicable Call Settlement Date a total of \$10.175 per \$10.00 Face Amount of Securities, reflecting the Face Amount plus the applicable Contingent Coupon. When added to the Contingent Coupon Payments of \$0.525 paid in respect of prior Observation Dates, Deutsche Bank AG will have paid you a total of \$10.70 per \$10.00 Face Amount of Securities, representing a 7.00% return on the Securities over the approximately two year term the Securities were outstanding before they were automatically called. No further amount will be owed to you under the Securities.

Example 3 — The Securities are NOT automatically called and the Final Price of the Underlying is greater than or equal to the Trigger Price and Coupon Barrier.

Date	Closing Price	Payment (per \$10.00 Face Amount of Securities)
First Observation Date	\$90 (greater than Coupon Barrier)	\$0.175 (Contingent Coupon)
Second Observation Date (First Autocall Observation Date)	\$60 (less than Coupon Barrier)	\$0.00
Third Observation Date	\$60 (less than Coupon Barrier)	\$0.00
Fourth to Eleventh Observation Dates	Various (all less than Coupon Barrier)	\$0.00
Final Observation Date	\$80 (greater than both Trigger Price and Coupon Barrier; less than Initial Price)	\$10.175 (Payment at Maturity)
	Total Payment:	\$10.35 (3.50% return)

Deutsche Bank AG will pay you at maturity a total of \$10.175 per \$10.00 Face Amount of Securities, reflecting the Face Amount plus the applicable Contingent Coupon. When added to the Contingent Coupon payment of \$0.175 paid in respect of prior Observation Dates, Deutsche Bank AG will have paid you a total of \$10.35 per \$10.00 Face Amount of Securities, representing a 3.50% return over the approximately three year term of the Securities.

Example 4 — The Securities are NOT called and the Final Price of the Underlying is less than the Trigger Price and Coupon Barrier.

Date	Closing Price	Payment (per \$10.00 Face Amount of Securities)
First Observation Date	\$90 (greater than Coupon Barrier)	\$0.175 (Contingent Coupon)
Second Observation Date (First Autocall Observation Date)	\$90 (greater than Coupon Barrier)	\$0.175 (Contingent Coupon)
Third Observation Date	\$95 (greater than Coupon Barrier)	\$0.175 (Contingent Coupon)
Fourth to Eleventh Observation Dates	Various (all less than Coupon Barrier)	\$0.00
		\$10.00 + [\$10.00 × Underlying Return] =
		\$10.00 + [\$10.00 × -50%] =
Final Observation Date	\$50 (less than both Trigger Price and Coupon Barrier)	\$5.00 (Payment at Maturity)
	Total Payment:	\$5.525 (-44.75% return)

Since the Securities are not called and the Final Price of the Underlying is less than the Trigger Price and the Coupon Barrier, Deutsche Bank AG will pay you at maturity \$5.00 per \$10.00 Face Amount of Securities. When added to the Contingent Coupon Payments of \$0.525 paid in respect of prior Observation Dates, Deutsche Bank AG will have paid you \$5.525 per \$10.00 Face Amount of Securities, representing a -44.75% return over the approximately three year

term of the Securities.

If the Securities are not automatically called and the Final Price is less than the Trigger Price, your initial investment will be fully exposed to any negative Underlying Return, and, for each \$10.00 Face Amount of Securities, you will lose 1.00% of the Face Amount for every 1.00% decline in the Final Price as compared to the Initial Price. In this circumstance, you will lose a significant portion or all of your initial investment. Any payment on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call and any payment of your initial investment at maturity, is subject to the creditworthiness of the Issuer and if the Issuer were to default on its payment obligations or become subject to a Resolution Measure, you could lose your entire investment.

Information about the Underlyings

All disclosures contained in this free writing prospectus regarding each Underlying are derived from publicly available information. Neither Deutsche Bank AG nor any of its affiliates has participated in the preparation of, or verified, such information about any Underlying contained in this free writing prospectus. You should make your own investigation into each Underlying.

Included on the following pages is a brief description of each Underlying Issuer. We obtained the historical closing price information set forth below from Bloomberg L.P., and we have not participated in the preparation of, or verified, such information. You should not take the historical closing prices of the Underlyings as an indication of future performance. Each of the Underlyings is registered under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Companies with securities registered under the Exchange Act are required to file certain financial and other information specified by the SEC periodically. Information filed by each Underlying Issuer with the SEC can be reviewed electronically through a web site maintained by the SEC. The address of the SEC’s web site is <http://www.sec.gov>. Information filed with the SEC by each Underlying Issuer under the Exchange Act can be located by reference to its SEC file number provided below.

In addition, information filed with the SEC can be inspected and copied at the Public Reference Section of the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of this material can also be obtained from the Public Reference Section, at prescribed rates.

Akamai Technologies, Inc.

According to publicly available information, Akamai Technologies, Inc. provides online cloud services for delivering, optimizing and securing online content and business applications. Information filed by Akamai Technologies, Inc. with the SEC under the Exchange Act can be located by reference to its SEC file number: 000-27275, or its CIK Code: 0001086222. The common stock of Akamai Technologies, Inc. is traded on the NASDAQ Stock Market under the symbol "AKAM."

Historical Information

The following table sets forth the quarterly high and low closing prices for the common stock of Akamai Technologies, Inc., based on daily closing prices on the primary exchange for the common stock of Akamai Technologies, Inc., as reported by Bloomberg L.P. The closing price of Akamai Technologies, Inc.'s common stock on July 20, 2015 was \$73.48. The actual Initial Price will be the Closing Price of Akamai Technologies, Inc.'s common stock on the Trade Date.

Quarter Begin	Quarter End	Quarterly Closing High	Quarterly Closing Low	Quarterly Close
7/1/2010	9/30/2010	\$52.71	\$37.20	\$50.18
10/1/2010	12/31/2010	\$54.14	\$44.18	\$47.05
1/1/2011	3/31/2011	\$52.24	\$34.96	\$38.00
4/1/2011	6/30/2011	\$40.98	\$28.97	\$31.47
7/1/2011	9/30/2011	\$31.66	\$19.88	\$19.88
10/1/2011	12/31/2011	\$32.30	\$18.65	\$32.28
1/1/2012	3/31/2012	\$38.57	\$31.37	\$36.70
4/1/2012	6/30/2012	\$38.75	\$27.46	\$31.75
7/1/2012	9/30/2012	\$39.21	\$28.25	\$38.26
10/1/2012	12/31/2012	\$41.85	\$34.57	\$40.91
1/1/2013	3/31/2013	\$42.16	\$34.40	\$35.29
4/1/2013	6/30/2013	\$48.03	\$33.55	\$42.55
7/1/2013	9/30/2013	\$52.81	\$42.55	\$51.70
10/1/2013	12/31/2013	\$53.39	\$43.76	\$47.18
1/1/2014	3/31/2014	\$62.74	\$46.01	\$58.21
4/1/2014	6/30/2014	\$62.12	\$51.14	\$61.06
7/1/2014	9/30/2014	\$64.35	\$56.54	\$59.80
10/1/2014	12/31/2014	\$64.79	\$53.38	\$62.96
1/1/2015	3/31/2015	\$73.14	\$58.16	\$71.05
4/1/2015	6/30/2015	\$78.36	\$69.18	\$69.82
7/1/2015	7/20/2015*	\$73.48	\$68.86	\$73.48

As of the date of this free writing prospectus, available information for the third calendar quarter of 2015 includes data for the period through July 20, 2015. Accordingly, the "Quarterly Closing High," "Quarterly Closing Low" and "Quarterly Close" data indicated are for this shortened period only and do not reflect complete data for the third calendar quarter of 2015.

The graph below illustrates the performance of the common stock of Akamai Technologies, Inc. from July 20, 2010 through July 20, 2015, based on information from Bloomberg L.P., and we have not participated in the preparation of, or verified, such information. The graph shows a hypothetical Coupon Barrier and Trigger Price equal to 75.50% the midpoint of between 73.00% and 78.00%) of \$73.48, which was the closing price of Akamai Technologies, Inc.'s common stock on July 20, 2015. The actual Initial Price, Coupon Barrier and Trigger Price will be determined on the Trade Date. **Past performance of the Underlying is not indicative of the future performance of the Underlying.**

Dunkin' Brands Group, Inc.

According to publicly available information, Dunkin' Brands Group, Inc. is a franchisor of quick service restaurants. Information filed by Dunkin' Brands Group, Inc. with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-35258, or its CIK Code: 0001357204. The common stock of Dunkin' Brands Group, Inc. is traded on the NASDAQ Stock Market under the symbol "DNKN."

Historical Information

The following table sets forth the quarterly high and low closing prices for the common stock of Dunkin' Brands Group, Inc., based on daily closing prices on the primary exchange for the common stock of Dunkin' Brands Group, Inc., as reported by Bloomberg L.P. The closing price of Dunkin' Brands Group, Inc.'s common stock on July 20, 2015 was \$55.54. The actual Initial Price will be the Closing Price of Dunkin' Brands Group, Inc.'s common stock on the Trade Date.

Quarter Begin	Quarter End	Quarterly Closing High	Quarterly Closing Low	Quarterly Close
7/27/2011*	9/30/2011	\$29.66	\$25.10	\$27.70
10/1/2011	12/31/2011	\$29.11	\$24.20	\$24.98
1/1/2012	3/31/2012	\$32.16	\$24.73	\$30.11
4/1/2012	6/30/2012	\$36.78	\$29.80	\$34.34
7/1/2012	9/30/2012	\$35.39	\$28.16	\$29.20
10/1/2012	12/31/2012	\$33.18	\$28.96	\$33.18
1/1/2013	3/31/2013	\$38.17	\$33.48	\$36.88
4/1/2013	6/30/2013	\$43.16	\$36.72	\$42.82
7/1/2013	9/30/2013	\$46.21	\$41.27	\$45.26
10/1/2013	12/31/2013	\$49.22	\$44.43	\$48.20
1/1/2014	3/31/2014	\$52.67	\$45.94	\$50.18
4/1/2014	6/30/2014	\$50.88	\$43.45	\$45.81
7/1/2014	9/30/2014	\$47.50	\$42.02	\$44.82
10/1/2014	12/31/2014	\$48.52	\$41.67	\$42.65
1/1/2015	3/31/2015	\$48.49	\$42.32	\$47.56
4/1/2015	6/30/2015	\$55.48	\$47.15	\$55.00
7/1/2015	7/20/2015**	\$56.58	\$54.37	\$55.54

The common stock of Dunkin' Brands Group, Inc. commenced trading on July 27, 2011 and therefore has a limited performance history. Accordingly, the "Quarterly Closing High," "Quarterly Closing Low" and "Quarterly Close" data indicated for the third calendar quarter of 2011 are for the shortened period from July 27, 2011 through September 30, 2011.

As of the date of this free writing prospectus, available information for the third calendar quarter of 2015 includes data for the period through July 20, 2015. Accordingly, the "Quarterly Closing High," "Quarterly Closing Low" and "Quarterly Close" data indicated are for this shortened period only and do not reflect complete data for the third calendar quarter of 2015.

The graph below illustrates the performance of the common stock of Dunkin' Brands Group, Inc. from July 27, 2011 through July 20, 2015, based on information from Bloomberg L.P., and we have not participated in the preparation of, or verified, such information. The graph shows a hypothetical Coupon Barrier and Trigger Price equal to 80.00% (the midpoint of between 78.00% and 82.00%) of \$55.54, which was the closing price of Dunkin' Brands Group, Inc.'s common stock on July 20, 2015. The actual Initial Price, Coupon Barrier and Trigger Price will be determined on the Trade Date. **Past performance of the Underlying is not indicative of the future performance of the Underlying.**

Schlumberger N.V. (Schlumberger Limited)

According to publicly available information, Schlumberger N.V. (Schlumberger Limited) a Curaçao company, is a supplier of technology, integrated project management and information solutions to the international oil and gas exploration and production industry. Information filed by Schlumberger N.V. (Schlumberger Limited) with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-04601, or its CIK Code: 0000087347. The common stock of Schlumberger N.V. (Schlumberger Limited) is traded on the New York Stock Exchange under the symbol "SLB."

Historical Information

The following table sets forth the quarterly high and low closing prices for the common stock of Schlumberger N.V. (Schlumberger Limited), based on daily closing prices on the primary exchange for the common stock of Schlumberger N.V. (Schlumberger Limited), as reported by Bloomberg L.P. The closing price of Schlumberger N.V. (Schlumberger Limited)'s common stock on July 20, 2015 was \$83.52. The actual Initial Price will be the Closing Price of Schlumberger N.V. (Schlumberger Limited)'s common stock on the Trade Date.

Quarter Begin

7/1/2010
10/1/2010
1/1/2011
4/1/2011
7/1/2011
10/1/2011
1/1/2012
4/1/2012
7/1/2012
10/1/2012
1/1/2013
4/1/2013
7/1/2013
10/1/2013
1/1/2014
4/1/2014
7/1/2014
10/1/2014
1/1/2015
4/1/2015

SAFE rules and regulations may limit our ability to transfer the net proceeds from our initial public offering to Giant Network, a 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 to 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 its registered capital 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. Violations of Circular 142 will result in severe penalties, including 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 to 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 and 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 the Stock Ownership Plan and Stock Option Plan of Overseas Listed Companies, or the Stock Option Rule, to

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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 procedural 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 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 reducing the hours during which the Internet cafés are permitted to remain open for business. Also, local and higher-level government 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 may 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.

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, or the Anti-Addiction Notice, requiring all online 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 or more is defined to be unhealthy. Game operators are required to reduce the value of game benefits for minor players by half when players reach the fatigue level, and to zero when they reach the unhealthy level. In addition, online game players in China are required to register their identity card numbers before they can play an online game. This system allows game operators to identify when 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 of our application for approvals, licenses, or filings for any new game, or prohibiting us from operating any new game. Currently, we do not permit juvenile players to play our online games. If these restrictions are expanded to apply to adult players in China, 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 may 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 subsidiaries, Zhengtou 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 Zhengtou Information to make dividends and other payments to us may be restricted by regulations that include changes in applicable foreign exchange and other laws and regulations. In particular, under PRC law, our PRC subsidiaries 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 10% of its registered capital. Such cash reserve may not be distributed as cash dividends. The PRC Income Tax Law also imposes a 25% enterprise 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 enterprise income 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 the tax authority's approval. The foreign invested enterprise will be subject to the withholding tax starting on January 1, 2008. The distribution of dividends from the Group's PRC subsidiaries in 2009 and 2010. Zhengtou Information is also required to allocate 5% of its after-tax profits, as determined by its board of directors, to its staff welfare and bonus funds, which may not be distributed

shareholders. In addition, if our operating subsidiary incurs debt on its own behalf in the future, the instruments governing the c restrict its ability to pay dividends or make other payments to us. Moreover, the profit available for distribution from our operat subsidiary is determined in accordance with generally accepted accounting principles in China. This calculation may differ from performed in accordance with U.S. GAAP. As a result, we may not have sufficient distributions from our PRC subsidiaries to e necessary profit distributions to us or any distributions to our shareholders in the future, the calculation of which would be base 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. A transfer of funds from our company to our PRC subsidiaries, either as a shareholder loan or as an increase in registered capital, to registration or approval of Chinese governmental authorities, including the relevant administration of foreign exchange and/ relevant examining and approval authority. These limitations on the free flow of funds between us and our PRC subsidiaries co our ability to act in response to changing market conditions.

Table of Contents**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 sales 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, exchange rate 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 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 the observation of the three-day mourning period from May 19, 2008 to May 21, 2008. On April 14, 2010, an earthquake of magnitude 7.0 struck southwest China and caused the death of over 2,000 people. The State Council published another public notice on the 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 Slayer, 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 decisions in 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 improved 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 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 results of operations and financial condition. Furthermore, the PRC legal system is based in part on government policies and internal rules (some of which 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 the laws 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, 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 legal 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 loss caused by delay of network service or by a network crash. There are currently no PRC laws and regulations governing virtual property rights. As a result, it is unclear who the legal owner of virtual assets is 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.

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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 operations 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 government 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 action against us or our directors or executive officers before a Chinese court based on U.S. federal securities laws or otherwise. More recently, PRC legal counsel, Grandall Legal Group (Shanghai), has advised us that the PRC does not have treaties with the United States or 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.

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 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 several countries and have resulted in quarantines for individuals exposed to and infected by the virus. Any recurrence of the SARS outbreak, another outbreak, an H1N1 virus outbreak or development of a similar health hazard in China may disrupt consumer spending. In addition, 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 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 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 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 reflective of 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, 2010, we had 228,019,412 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 conformity with Rules 144 and 701 of the Securities Act of 1933. In addition, as of December 31, 2010, the 7,097,369 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 terms 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, 2010, our principal shareholders and their affiliated entities owned approximately 57.75% 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 Shanghai Jianteng Information made interest-free advances in the total amount of RMB900.0 million to Shanghai Jianteng Shengming Technology Company, 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 need to take certain actions to avoid being deemed an investment company under the Investment Company Act of 1940.

The Investment Company Act of 1940 requires registration of, and imposes stringent regulation upon, companies that are primarily engaged in the business of investing, reinvesting, owning, holding or trading securities. In addition, a company may be deemed an investment company if it owns investment securities with a value exceeding 40% of the value of its total assets (excluding government securities and cash items) on an unconsolidated basis, unless an exemption or safe harbor applies. Securities issued by companies other than majority-owned subsidiaries are generally regarded as investment securities under the Investment Company Act.

Although we are not primarily engaged in the business of investing, reinvesting, owning, holding or trading securities, we may nonetheless be deemed an investment company under the Investment Company Act due to our various held to maturity securities and minority investments, all of which are regarded as investment securities under the Investment Company Act. In addition, in the event one or more of our investee companies completes an initial public offering or is sold to an acquirer, the value of our investment in the investee company may substantially increase, which may result in us being deemed to be an investment company.

In order to avoid being deemed an investment company under the Investment Company Act, we may need to take actions, including buying, refraining from buying, selling or refraining from selling securities when we would otherwise not choose to do so. For example, we may need to acquire additional income or loss generating assets that we might not otherwise have acquired, forego opportunities to acquire interests in companies that would be important to our strategy, or sell certain assets that are considered to be investment securities, including interests in our investee companies.

In the event that we are deemed to be an investment company, because we are not a U.S. company we will not be permitted to register as an investment company under the Investment Company Act. Accordingly, we will not become subject to regulation under the Investment Company Act. We will, however, face other restrictions as a result of being deemed to be an investment company, but not limited to no longer being permitted to make a public offering of our securities in the United States. Although we believe our current cash and cash equivalents and cash flows from operations are sufficient to meet our anticipated needs in the near term, the prohibition on public offerings of our securities in the United States would limit our future access to capital and could restrict our growth prospects.

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 tax

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, 2010. However, the application of the PFIC rules is subject to uncertainty in several respects, and we must make a separate determination after the close of each taxable year as to whether we were a PFIC for such year. As such, 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,

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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 2011 or any future taxable year. If we are a PFIC for any taxable year during which a U.S. investor holds 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.

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 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 authority is needed and cannot be obtained, the depositary is allowed to distribute RMB only to those ADS holders to whom it is possible to make such distribution. 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 will not be liable for interest. In addition, if the exchange rates fluctuate during a time when the depositary cannot convert RMB into U.S. dollars 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 such rights available to you in the United States unless we register the rights and the securities to which they relate under the Securities Act, if an exemption from the registration requirements is available. Also, under the deposit agreement, the depositary will not make such rights available to you unless both the rights and any related securities are registered under the Securities Act, or the distribution of the rights to ADS holders is exempted from registration under the Securities Act. We are under no obligation to file a registration statement under the Securities Act 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 such 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 not practicable 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 such 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 liability provisions of the securities laws of the United States or any state in the United States; or

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 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 obligations 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 have 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 securities laws in the Cayman Islands and the United States.

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You will have limited ability to bring an action against us or against our directors and officers, or to enforce a judgment against them, because we are incorporated in the Cayman Islands, because we conduct a majority of our operations in China and because a 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 companies established in China. All of our directors and officers reside outside the United States and substantially all of the assets of those companies 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 our directors and officers 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 on 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 our 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 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 by our management, members of the board of directors or controlling shareholders than they would as public shareholders of a U.S. corporation.

As a controlled company, we are exempt from certain New York Stock Exchange corporate governance requirements, which 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 Listed Company Manual of the New York Stock Exchange (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, certain of the NYSE corporate governance requirements, including that:

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

- our compensation committee must be composed entirely of independent directors; and

- our corporate governance and nominating committee must be composed entirely of independent directors.

Although our board previously included a majority of independent directors, upon the resignation of Mr. David Feng Yu from our board in June 2011, our board consists of three independent directors and three non-independent directors. See [Directors and Executive Management](#).

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 depositary will endeavor to vote the underlying ordinary shares in accordance with these instructions. Under our deposit agreement 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 depositary 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 depositary 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 depositary to vote your shares. Furthermore, the depositary 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 depositary 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 shareholders as a group to influence the management of our company.

Under the deposit agreement for the ADSs, the depositary 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 depositary with our notice of meeting and related voting materials;

we have instructed the depositary that we do not wish a discretionary proxy to be given;

we have informed the depositary 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.

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The effect of this discretionary proxy is that you cannot prevent our ordinary shares underlying your ADSs from being voted in the situations described above, and it may make it more difficult for shareholders to influence the management of our company. The distributions 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 depositary of our ADSs has agreed to pay you the cash dividends or other distributions on our ADSs or the custodian for our ADSs 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 depositary 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 holders 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 depositary is not responsible for making a distribution available to 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 an 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 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.

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 investment in the online game businesses in China, on July 26, 2006, Yuzhu Shi, our current chief executive officer and chairman, and his brother, 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\$10 million 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.

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 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, "Organization and Structure."

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.

In 2009 and 2010 we established various subsidiaries, in which we own an approximately 51% interest through various holding companies, as part of a reorganization of our game development studios. For additional information regarding the reorganization of our game development studios, see Item 4.B, "Business Overview – Game Development and Sourcing – Game Development."

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. In November 2010, we acquired a 100% interest in Julun Network and a 50% interest in Shanghai Haoji Technology Co. Ltd., or Haoji Network, two additional game development studios.

In the fourth quarter of 2010, we sold our controlling interest in Beijing Huayi Giant Information Technology Co., Ltd, or Huayi Giant, which holds the intellectual property and development team of K III, a 3D MMORPG game, to Huayi Brothers.

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Our principal executive offices are located at 11/F No. 3 Building, 700 Yishan 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 3397-9948. Our website address is www.ga-me.com. The information contained on our website is not part of this annual report.

B. Business Overview**Overview**

We are a leading online game developer and operator in China in terms of market share. We focus on massively multiplayer online role playing games, or MMORPGs, which are played through networked game servers on which tens of thousands of players can simultaneously connect and interact.

We commercially launched our first internally-developed MMORPG, ZT Online, in January 2006. We now operate eleven games, among which nine are self-developed, including the five games in the ZT Online Series.

We believe that our success is largely attributable to our ability to internally develop, operate and market high quality MMORPGs tailored to China's core game player audience, which we define as players between the ages of 18 and 40. As of December 31, 2010, our game development team consisted of 934 members, which includes dedicated product development and enhancement teams for our MMORPG and MMO games.

Notwithstanding our historical success with internally developed games, we began to expand our game pipeline by licensing from third party developers. In December 2009 and January 2010, respectively, we acquired the exclusive mainland China operation licenses for Elsword and Allods Online, two 3D MMORPGs.

We have built nationwide distribution and marketing networks to sell and market our prepaid game cards and game points. As of December 31, 2010, our distribution network consisted of more than 130 non-exclusive regional distributors and reached over 50,000 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, 2010, our marketing network consisted of over 1,150 personnel throughout China.

Although substantially all of our revenues are generated through our own game operation in China, we have begun deriving revenues from licensing of our games to third party operators in other territories including Hong Kong, Macau, Taiwan, Malaysia, Singapore, Vietnam, Russia and other Russian speaking territories. In addition, we have also licensed our ZT Online Green Edition to Shen Yang Tencent Computer Systems Company Limited, or Tencent, on a non-exclusive basis for operation of such game on Tencent's social networking platform in China.

In 2008, 2009 and 2010, our net revenues were RMB1,594.7 million, RMB1,303.8 million and RMB1,332.8 million (US\$201.9 million), respectively. Our net income for the same periods was RMB1,113.6 million, RMB859.0 million and RMB811.2 million (US\$122.9 million), respectively. Our quarterly peak concurrent users for all of the games we operate in mainland China were 1,572,000 and 1,713,000 for 2009 and 2010, respectively, and our quarterly average concurrent users for all of the games we operate in mainland China were 474,000 and 595,000 for 2009 and 2010, respectively.

Our Games

We currently operate eleven games, including nine MMORPGs, one casual MMO game and one strategy browser game. While our games are unique, they all share certain common characteristics, including their targeted market and their interoperability. Each of our MMORPGs target China's core online game market, 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 in the game. We also believe that our ability to effectively target this market segment has helped facilitate our relatively high average revenue per user. In addition, our games have a high degree of interoperability, which enables a player to access all of our games with one single account.

The following table sets forth certain information relating to the games that we operate as of June 10, 2011.

Game	Style	Game Source	Launch Date/ Status
ZT Online	Free to Play 2D MMORPG	Self-Developed	First Quarter 2006
ZT Online PTP	Pay to Play 2D MMORPG	Self-Developed	Fourth Quarter 2007
Giant Online	Free to Play 2.5D MMORPG	Self-Developed	Fourth Quarter 2007

ZT Online Classic Edition	Free to Play 2D MMORPG	Self-Developed	Third Quarter 2008
ZT Online Green Edition	Free to Play 2D MMORPG	Self-Developed	Second Half 2009
My Sweetie	Free to Play 2D Casual MMO	Acquired	Second Half 2009
K III	Free to Play 3D MMORPG	Transitional License	Second Half 2009
The Golden Land	Free to Play Strategy Browser Game	Self-Developed	Second Half 2009
XT Online	Free to Play 2.5D MMORPG	Self-Developed	Closed Beta Testing
ZT Online II	Free to Play 2D MMORPG	Self-Developed	Closed Beta Testing
Dragon Soul <i>ZT Online</i>	Free to Play 3D MMORPG	Self-Developed	Closed Beta Testing

ZT Online, or Zheng Tu in Chinese, is a two-dimensional, or 2D, online role-playing game set in ancient China, and was that was wholly developed by our internal product development team. ZT Online players assume one of five different roles,

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including soldiers and magicians, in 10 different kingdoms. Players develop skills, use magical weapons and team up with others to fight against monsters and players from other kingdoms. Revenues from the ZT Online Series accounted for substantially all revenues in 2008, 2009 and 2010.

In order to play ZT Online, players must log onto one of our 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 across different shards. We have developed proprietary technology for use in ZT Online that allows over 40,000 players to play together on a single shard at any given time, which we believe is higher than many of the other MMORPGs currently operated in China.

ZT Online is free of charge to play. Players may purchase physical or virtual prepaid game cards and game points from 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 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 virtual items on their accounts, which may include gold coins, gold coin vouchers and silver coins, for real money. See Risk Factors Risks Related to our Business and Industry Enhancements and rules changes to our games have resulted, and may continue to result, in players demanding 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 other items 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 the 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.

ZT Online PTP

ZT Online PTP is the first pay-to-play MMORPG that we developed. Although ZT Online PTP is based on the ZT Online franchise game, unlike ZT Online, ZT Online PTP requires players to pay to play the game by purchasing physical or virtual prepaid game cards from 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. As of the date of this annual report, ZT Online PTP does not have a material amount of active players, and therefore we may choose to discontinue the operation of ZT Online PTP in the near future.

Giant Online

Giant Online is an internally developed modern-era military-themed MMORPG. Giant Online players may assume one of the many different roles, such as detectives and spies. As with ZT Online, the game world in Giant Online is divided into numerous kingdoms. Each player must guide his or her character to develop skills and cooperate with other players to fight against players from other kingdoms. In addition to the functions that traditional MMORPGs provide, Giant Online includes a variety of other features and mechanics that we believe could enhance players' entertainment experience. Players can equip their characters with a range of modern weapons. Apart from waging war, characters can also engage in various forms of in-game social interaction, such as friendship and even romance.

Giant Online is a 2.5 dimensional game, or 2.5D game, meaning that the background and items in the game are depicted three dimensionally, while the characters are depicted two dimensionally and the player's viewing angle is fixed and does not pivot. 2.5 dimensional games typically require more computing capacity than two dimensional games such as ZT Online, our product. Our development team has developed server software that effectively offsets technical restraints and facilitates the development of a large player base.

Giant Online was developed by an internal studio that we are reorganizing into Juhuo Network, one of our 51% owned game development studios. For a discussion of our ongoing game development studio reorganization, see Game Development and Strategy in our Game Development.

ZT Online Classic Edition

ZT Online Classic Edition is a version of ZT Online for players who prefer the original monetization features of ZT Online, launched in 2006.

ZT Online Green Edition

ZT Online Green Edition is a version of ZT Online that features an enhanced in-game economy to benefit lower spending and non-paying accounts, along with additional maps, skills and items.

King of Kings III

King of Kings III, or K III, is a three-dimensional MMORPG experience set in a European-style magical world. Players assume the roles of K III heroes as they explore a virtual world of forests, medieval cities and castles. K III is the third episode of the King

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Kings series of MMORPGs, which was first launched in Taiwan in 1999. We acquired the intellectual property rights to K III for RMB25 million from Juhe Network in the third quarter of 2007. In December 2010, we transferred the intellectual property rights of K III for RMB25 million to an affiliated company Huayi Giant, in which we currently own a 34% interest, and classify this game as licensed rather than acquired. As a result of such disposal. Following the sale of our controlling interest in Huayi Giant to Huayi Brothers, we have continued to operate the game but we have done so on transitional basis in cooperation with Huayi Giant. We expect to transfer full operation of K III to Huayi Brothers in the future.

My Sweetie

My Sweetie is a free-to-play 2.5D casual MMO game, which allows players to create virtual characters, raise virtual pets on their computers and go online to interact with other virtual pet-owners. My Sweetie is the first game developed pursuant to our Windows program. As of the date of this annual report, My Sweetie does not have a material amount of active players, and therefore we have chosen to discontinue operation of this game in the near future.

The Golden Land

The Golden Land is a free-to-play medieval strategy browser game, which was developed by Juhe Network, one of our 51% owned game development studios.

XT Online

XT Online is a free-to-play 2.5D ancient Chinese martial arts MMORPG that was developed by Snow Wolf, a game development studio in which we acquired a 51% interest in May 2009. XT Online enables users to practice different schools or styles of martial arts with the goal of becoming a master, while focusing on brotherhood and trust-building with other martial artists.

ZT Online II

ZT Online II is an internally-developed free-to-play 2D sequel to our flagship game ZT Online. ZT Online II features new 2D graphics with vivid background and artwork, enriched gameplay, embedded casual farming experiences, magical pet raising system and a more balanced in-game economy.

In comparison to ZT Online, which mainly generates the revenue from selling virtual items to users, ZT Online II utilizes a new in-game economy targeting lower spending and non-spending users, in which revenue is generated from the user's consumption of virtual points for trading virtual items created by users themselves. We consider this new model of in-game economy to be a third generation in-game economy, which contrasts with first generation time-based games and second generation item-based games like ZT Online.

ZT Online II was developed by an internal studio that we are reorganizing into Jujia Network, one of our 51% owned game development studios. For a discussion of our ongoing game development studio reorganization, see "Game Development and Studio Management" in Game Development and Studio Management.

Dragon Soul

Dragon Soul is an internally developed 3D ancient Chinese MMORPG developed by Chengdu Jufan Network Technology Co., Ltd. Jufan Network, one of our 51% owned game development studios. Dragon Soul utilizes a self-developed 3D engine, featuring dynamic lighting and maps without boundaries.

Game Pipeline

The following table sets forth certain information relating to select games from our pipeline as of June 10, 2011.

Game	Style	Game Source	Status
Elsword	Free to Play 3D MMO	License	Localization
Allods Online	Free to Play 3D MMORPG	License	Internal Testing
Spirits of the Warriors	Free to Play 3D MMORPG	Self-Developed	Internal Testing

Elsword

In December 2009, we licensed from KOG of South Korea Co., Ltd. or KOG, the mainland China operation rights for Elsword, a side-scrolling, advanced casual MMO. We conducted engineering testing in November of 2010 and anticipate another round of testing in the second quarter of 2011.

Allods Online

In January 2010, we licensed from Mail.Ru Inc., or Mail.Ru, the mainland China operation rights for Allods Online, a 3D free-to-play MMORPG developed by Astrum Nival, a studio owned by Mail.Ru. Allods Online is primarily operated in the Russian speaking

US, Europe (UK, Germany and France), Turkey, Japan, Brazil, the Philippines and Taiwan.

Spirits of the Warriors

Spirits of the Warriors is a free-to-play 3D MMORPG based on the Three Kingdoms period of ancient Chinese history. This game was developed by Julun Network, which became a wholly-owned subsidiary upon completion of our acquisition in November 2010.

Operation of Our Games

Our platform support team and our maintenance team presently consist of a total of approximately 80 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 seven cities throughout China. We employ platform support personnel at the locations where our servers 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 is adequate and that game features are functioning properly and also to police against harmful or illegal behavior by players. We receive input from our maintenance team when developing game updates and enhancements.

Game Development and Sourcing

Nine of the eleven games that we currently operate are self-developed. Recently, we have also licensed the rights to operate from certain third party developers in mainland China. In addition, we expand our game portfolio and our business generally, through acquisitions, investments or other strategic cooperation agreements.

Game Development

Nine of the eleven games that we currently operate are self-developed. Our game development process generally begins with the approval of a new game concept by our management team. Following approval by management, game concepts are presented to the design department, which consisted of 158 employees as of December 31, 2010. The design department creates a game development plan which includes a proposed storyline, technical parameters and baseline artwork.

We assemble a dedicated development team for each new game project. As of December 31, 2010, we employed 934 game developers, including software programmers, platform technicians and media specialists. Most of our software programmers and technicians have extensive game and software development experience. We rely on our quality control department at each stage of the game development process to ensure quality and playability. Our quality control team consisted of approximately 27 members as of December 31, 2010, most of whom have university or graduate degrees.

In the fourth quarter of 2008, we introduced Win@Giant, an incubation program designed to, among other things, identify, recruit and incentivize talented individuals in the areas of game design and development. In 2009 and 2010, in connection with our Win@Giant initiative, we began to reorganize our game development studios by establishing various subsidiaries that are 51% owned by us and 49% owned by the relevant development team members. Each reorganized studio will focus upon producing and supporting internally developed games, and will be incentivized based upon the success of these games. As a result of this reorganization, Giant Online, one of our existing MMORPGs, will be supported by Juhuo Network, and the development and subsequent support work for ZT Online will be conducted by Jujia Network. For a discussion of risks relating to our game development studio reorganization, see Risk Factors Related to Our Business and Industry. We may not be able to successfully implement our growth strategies, which would materially and adversely affect our revenue, profitability and competitiveness.

Game Updates and Enhancement

For each game in operation we maintain a dedicated team that develops expansion packs, updates and patches. We derive many game enhancement ideas from our players by maintaining multiple channels through which they can provide comments and suggestions. These channels include online surveys, online discussion forums, instant messaging and our twenty-four hour telephone hotline.

Because most of our games are self-developed, we do not need to spend time and resources to localize these games for the Chinese market, which helps to reduce the time required to develop and release expansion packs and updates.

We release expansion packs, updates and patches for our games on a regular basis. Expansion packs are large enhancements that include many new features and generally require several months to develop. Updates are less extensive than expansion packs, but include new maps, virtual items and virtual services. We distribute updates electronically through our official game website and our mobile phone form through our marketing network. Patches are generally designed to fix bugs and are developed and released as needed.

Game Licensing

We have recently licensed the rights to operate games in mainland China from certain third party developers. In December 2009, we entered into a license agreement to operate Elsworld, which was developed by KOG, and in January 2010 we entered into a license agreement to operate Allods Online, which was developed by Mail.Ru. The cost of games licensed from third party developers generally consists of an upfront licensing fee, which we typically pay in installments, and royalties, which are equal to a percentage of revenue generated from operating the games. Generally our license agreements expire three years after the commencement of open beta testing. Our licensors also agree to provide us with basic technical support, as well as updates developed for the games we license, each without any additional charge during the term of the license.

Investment, Acquisition and Strategic Cooperation

We also expand our game portfolio, and our business generally, through acquisition of games developed by third parties, acquisition of new games, or making minority investments in companies both for strategic and financial purposes. For example, in the third quarter of 2010 we acquired the intellectual property rights for K III from Lager Network, a Taiwan-based game developer, in November 2010 we acquired the entire equity interest of Julun Network, an online game developer, and in May 2010 we acquired a controlling equity interest in Wolf, a Hangzhou based game development studio. In addition, we have made minority investments in 51.com, a leading Chinese social networking site, Mobile Embedded Technology Inc., a mobile platform operating company, and Shanghai Ruichuang Network Technology Co., operator of the internet portal website www.2345.com.

In addition, we explore select investment opportunities that may have strategic value to us or that are purely financial. For example, in April 2011, we committed to invest RMB 958.8 million (US\$145.3 million) in a privately held insurance company, though such investment remains subject to the approval of the China Insurance Regulatory Commission. For a discussion of risks

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relating to our investment activities, see **Risk Factors – Risks Related to Our Business and Industry**. We face certain risks associated with our investment activities, including credit risks related to our held to maturity investment contracts.

We also cooperate with other companies to develop and operate online games. For example, in the fourth quarter of 2010, in order to explore the potential convergence between online games and other entertainment media, we established a cooperative relationship with Huayi Brothers, a diverse media, entertainment and leisure group. We sold to Huayi Brothers our controlling interest in Huayi Giant, which holds the intellectual property and development team for K III. Following the sale, Huayi Brothers holds a 51% interest in Huayi Giant, while we hold a 34% interest and the employees of Huayi Giant hold a 15% interest. Although we have continued to operate Huayi Giant following the sale of our controlling interest in Huayi Giant, we have done so on a transitional basis in cooperation with Huayi Brothers. We expect to transfer full operation of K III to Huayi Giant in the future.

In addition, in October 2009 we entered into a three year non-exclusive license agreement for ZT Online Green Edition with Tencent Computer Systems Company Limited, or Tencent. Pursuant to the license, Tencent operates ZT Online Green Edition Game platform in exchange for a royalty payable to us.

Distribution and Marketing***Distribution***

We maintain an official game website dedicated to our games, and we distribute our game software to players for free via the Internet. We also distribute our free 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 virtual prepaid game cards expire one year after issuance.

Distribution Network

As of the fourth quarter of 2010, our distribution network includes more than 130 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, including sub-distributors, who distribute them to Internet cafés, newsstands, convenience stores, software stores and book stores. We require prepayment 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 completion 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 distributors to 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.

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) to 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.

Licensing of Our Games

In addition to operating our games in China, we license our games to overseas online game operators in various countries, and to PRC companies, for operation on their respective platforms. The following table sets forth certain information relating to our material license agreements with third parties for the operation of our games as of June 10, 2011.

Name	Territory of License	Licensee	Date of License
ZT Online	Vietnam	VinaGame Software Service Joint Stock Company	March 2008

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ZT Online	Taiwan\Hong Kong\Macau\ Malaysia\ Singapore	Lager Network Technologies Inc.	October 2006
ZT Online	Russia and Russian speaking countries	Astrum Nival LLC	September 2009
ZT Online Green Edition	Mainland China	Tencent	October 2009
The Golden Land	Taiwan\Hong Kong\Macau	King Rex Himedia Co., Ltd	March 2010
Giant Online	Taiwan\Hong Kong\Macau	International Games System Co., Ltd.	April 2010
The Golden Land	Brazil/Turkey	Beijing ELEX Technological Co. Ltd.	July 2010

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Name	Territory of License	Licensee	Date of License
The Golden Land	Japan	Aeria Inc.	July 2010
The Golden Land	Thailand	ENMO Company Limited	January 2011
The Golden Land	South Korea	NCSOFT Corporation	January 2011
Dragon Soul	USA\Canada\Europe (excluding Russia and Russian speaking countries)	Neonga AG	January 2011
XT Online	Vietnam	FPT Online Joint Stock Company	January 2011
The Golden Land	USA\Canada\Europe (excluding Turkey, Russia and Russian speaking countries)	Aeria Games & Entertainment Inc.	March 2011

Pursuant to our license agreements, we allow the licensees to exclusively operate, promote, service and distribute our games and game-related products in the licensed territories. In return, we are entitled to ongoing royalties, which are based on the volume of consumption of game points by players with game accounts registered with the licensees. The licensees are generally responsible for sales and marketing of our games in the given territories. The licensees are also responsible for maintenance of the network infrastructure and customer service, while we are responsible for technical support, including providing upgraded versions and periodic updates to our game. Our license agreements are typically for a term of two to five years.

In addition, in October 2009, we entered into a three year ZT Online Green Edition Online Software Cooperation Agreement with Shenzhen Tencent Computer Systems Company Limited, or Tencent, to attract more players to play ZT Online Green Edition on its QQ Game platform user base. Pursuant to the cooperation agreement, Tencent is entitled to operate ZT Online Green Edition on its QQ Game platform in China and we will receive ongoing royalties.

Marketing

As of December 31, 2010, we employed approximately 1,150 liaison personnel in provincial capitals and special municipalities in China. We significantly reduced our sales and marketing staff during 2010 from over 1,550 staff at December 31, 2009 due to a focus on 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 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 private 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 stickers at 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 at 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 our online games, although a player may choose which game account, among all accounts held by the player, to apply the prepaid game

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\$1.50) to RMB500 (approximately US\$75.76). Purchasers can also purchase virtual prepaid game points on our official game website for a whole number denomination, starting at a minimum of RMB15 (approximately US\$2.27). We generally develop a pricing curve for each virtual item or service, based on the retail prices for the virtual items and services that we offer in our games. Pricing curves are developed primarily based on the nature of the advantage to the player, the character that the virtual item or service represents, demand for the virtual item or service, user playing and payment patterns, and game development costs. Since the commercial launch of ZT Online in January 2006, we have collected 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 our games.

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.

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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 identify 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, 2010, our dedicated customer service team consisted of 347 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 operations that summarize important issues raised by players as well as how such issues have been addressed.

Our Proprietary Technology

As a developer of MMORPGs, 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 which our players' characters exist. For example, in ZT Online, ZT Online PTP, ZT Online Classic Edition, and ZT Online Grand Edition, over 40,000 players are able to interact in a single shard, which we believe is more than most other MMORPGs in China.

Operational Infrastructure

We believe we have a reliable and secure operational infrastructure to fully support our games. As of December 31, 2010, our network for our game operations consisted of approximately 4,838 servers in 200 server groups with the capacity to accommodate 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, consisting of 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 through 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, 2010, we employed 54 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.

Competition

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

domestic online game developers and operators in China, including Nineyou International Limited, Kingsoft Corporation, Perfect World Co., Ltd., Changyou.com Limited, Shanda Games Limited, Tencent Holdings Ltd, NetDragon, The9 Limited and CDC Corporation.

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.

Our MMORPGs are currently competing with, among others, the following MMORPGs 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 II, developed by Wemade Entertainment Co. Ltd. and operated by Shanda Games 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 risks 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 copyrights and other rights associated with our 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 pursuant to which they undertake to keep confidential all information relating to our business and trade secrets during, and for two years after, the period of their employment with us.

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

Registered Software	Copyright Owner
ZT Online Software Version 1.0	Zhengtu Information
ZT Online Software Version 2.0	Zhengtu Information
Zhengtu Consolidated User Platform Software Version 1.0	Giant Network
Giant Online Software Version 1.0	Zhengtu Information
ZT Online Software Version 3.0	Zhengtu Information
ZT Online II Software Version 1.0	Zhengtu Information
ZT Online Software Green Edition	Zhengtu Information
My Sweetie Software Version 1.0	Zhengtu Information
The Golden Land Software Version 1.0	Zhengtu Information
XT Online Software Version 1.0	Snow Wolf
Dragon Soul Software Version 1.0	Zhengtu Information
Spirits of the Warriors	Julun Network

We own the rights to over 29 domain names, including our official websites and domain names registered in connection with Online.

As of December 31, 2010, we own 286 registered trademarks in China and overseas and are in the process of applying for the registration of 201 trademarks in China and 50 trademarks overseas. Despite our precautions, it may be possible for third parties to 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 MMORPG 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, graphics materials, artwork, story lines, music, sound effects, documentation and all other materials related to K III. This includes all patent applications, trademarks, trade names, trade secrets, processes, compositions of matter, formulas, designs, inventions, processes, 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 related rights to us, we issued 4,000,000 of our ordinary shares to Lager Network's indirect shareholder, Huth Group Limited.

In the fourth quarter of 2010, we sold our controlling interest in our joint venture Huayi Giant, which had obtained the intellectual property and development team of our 3D MMORPG K III, to Huayi Brothers. After the share transfer, we and the research and development team each hold a minority stake in the joint venture and Huayi Brothers is now the majority shareholder of Huayi

Following the sale of our controlling interest in Huayi Giant to Huayi Brothers, we have continued to operate K III but we have on a transitional basis in cooperation with Huayi Giant. We expect to transfer full operation of K III to Huayi Giant in the near

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 2011.

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. Allods Online is currently operated in the Russian speaking markets, and is under closed beta testing in Europe and the United States. Over the coming months, we will begin engineering testing in the second quarter of 2011.

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 obtaining such insurance, the 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 of our employees and executive officers. In addition, we maintain directors and officers insurance.

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Facilities

Our principal offices consist of approximately 11,200 square meters of space located at No. 3 Building, 700 Yishan Road, Shanghai, which is a building that we are in the process of purchasing. In addition, our principal research and development facilities are located at 988 Zhongkai Road, Zhongshan Street, Songjiang District, Shanghai, in facilities that consist of approximately 7,500 square meters of office space and 91 staff apartments. We lease our Songjiang facilities from Shanghai Jiante, a related party that is controlled by the chairman and chief executive officer, Mr. Shi. For a discussion of our lease agreement with Shanghai Jiante, see Item 7.B. Related Party Transactions. We also lease additional office space in Shanghai, Chengdu, Hangzhou, Beijing, Wuxi and Zhuhai. We believe our facilities are adequate for our current requirements and that additional space can be obtained on commercially reasonable terms for 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, or the Qui Group, and their counsel as lead plaintiffs and their counsel, respectively, under the Private Securities Litigation Reform Act.

On October 6, 2008, the Qui Group filed a consolidated amended complaint, or the Complaint, asserting claims for violation of Sections 11 and 12(a)(2) of the Securities Act of 1933. The Complaint alleges that plaintiffs purchased ADSs issued pursuant 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 through third party websites for cash. According to the Complaint, this rule change caused a decline in average concurrent users, or ACU, and peak concurrent users, or PCU, and that the registration statement and prospectus in connection with our initial public offering did not adequately 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 facts and evidence prior to making the ruling. Following document and deposition discovery, the parties participated in a mediation in March 2011. We are currently in negotiations to settle this lawsuit. As negotiations are ongoing, our management, after consulting its external legal counsel, determined that it is unable to assess or conclude on the likelihood of an unfavorable outcome or any possible loss to the Company. In the event that we reach a settlement with the counterparty and receive relevant approval from the Court, the settlement payment will be made solely by our insurers to the counterparty directly and we do not expect to record any loss related to this settlement.

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 General Administration of 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 (2011);

the Notice on Issues Relating to the Implementation of The Tentative Measures for Administration of Internet Culture

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);

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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);

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);

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);

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

the Tentative Measures for Online Game Administration (2010) ; and

the Notice on the Implementation of the Tentative Measures for Online Game Administration (2010).

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 interest in a foreign-invested telecommunications enterprise that provides value-added telecommunications services (including paging business in basic telecommunications services). Internet content services are classified as basic telecommunications business 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 Technology Co., Ltd, Shanghai Giant Network Technology Co., Ltd, or Giant Network, which is wholly owned by Lv Zhang, Wei Liu, Chen Cheng, Kai Chen, Haixiao Lin, Yonggui Wang, Fabing Qu, Yuliang Feng and Shanghai Lan Lin Bio-Technology Co., Ltd, all of whom are Chinese 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 businesses 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

license. In addition, all value-added telecommunication service providers are required to improve the network and information 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 licenses will conduct a self-assessment of their compliance with the New MII Notice and to submit status reports to the MII before November 2006. For those who are not in compliance with the above requirements and fail to rectify the noncompliance within the limited time by provincial communications administration bureaus, the provincial communications administration bureaus may revoke their 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, 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 investment 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 Administration of Cultural Heritage, investigate and handle the same in accordance with the law. In serious cases, the relevant licenses and registrations shall be cancelled.

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 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.

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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 the 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 (2011), 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 publishing 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 bulletin board services to obtain approval from, the relevant telecommunication authorities. Giant Network has received these approvals for its 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, incite crimes, undermine public morality or the cultural traditions of China, or compromise State security or secrets. If an ICP license 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, a PRC company is contractually authorized to publish online games imported or licensed from abroad, it must obtain the approval from GAPP to register the copyright license contract with, GAPP. In addition, according to the Notice on the Work of Purification of Online Content jointly issued by the MOC, the MII and other governmental authorities in June 2005, online games must be registered and filed with the MOC as software products in accordance with the Administrative Measures on Software Products 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 game 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 upgrading by killing beasts, the PK system and the marriage system in the game shall be restricted to protect minor game players.

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.

On June 3, 2010, the MOC issued the Tentative Measures for Online Game Administration, or the Online Game Measures (effective on August 1, 2010). The Online Game Measures defines online games as game products and services composed of software, hardware, information databases, provided via the internet or mobile networks or other information networks and requires that domestic online games must be filed with the MOC within 30 days of their initial launch and in case of any substantial change (for example, any prominent modification to a game's storyline, language, tasks or trading system). The Online Game Measures also require that imported online games be subject to content review prior to their launch.

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On July 30, 2010, the MOC issued the Notice on the Implementation of the Tentative Measures for Online Game Administration which took effect on date of its issuance. This notice emphasizes the protection of minors playing online games and requests operators to promote real-name registration of their game users.

Regulation of Information Security

Internet content in China is also regulated and restricted in relation to state security. The Standing Committee of the National Congress, China's national legislative body, has enacted a law that can subject offenders to criminal punishment in China if he engages in any effort to: (1) gain improper entry into a computer or system of strategic importance; (2) disseminate politically sensitive 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 the 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 past, 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 relevant operation, and inform the department for the administration of telecommunications to cancel the relevant Internet access and close down the related websites. The Ministry of Commerce requires us to register any agreement with an exporter of technologies, including those exporters based in Hong Kong, Macau, Taiwan and areas outside of China, whenever we import technologies or software into China. In addition, the Ministry of Culture requires us to submit each online game that we wish to import to the relevant 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.

Our ability to export our software is regulated in various ways. According to the Software Export Administration and Statistical 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. We are also required to obtain an approval certificate from the Ministry of Commerce before we sign the software export contract. If the software is deemed to contain a national secret, we must obtain approval from the Ministry of Science and Technology before we 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 and 2010 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. Copyright in 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 ethnical unity;

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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 the Center 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 third party's work, performance, audio or visual recording products to the public through information networks shall obtain permission from, and pay compensation to, the legitimate copyright owner of such products, unless otherwise provided under relevant laws and regulations. The legitimate copyright owner may take technical measures to protect his or her right 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 promulgated 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 approval shall be civilly liable. For the software copyrights of legal persons or other organizations, the term of protection for the copyright is 50 years, ending on December 31 of the fiftieth year after the first publication of the software. The software copyright 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 must 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. 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 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, received 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 expansion.

player base.

Virtual Currency Regulations

According to the Notice relating to Further Strengthening the Administration Work on Internet Cafés and Internet Games, the Bank of China has been directed to strengthen the administration of the virtual currency in Internet games to avoid any adverse effects on 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.

In June 2009, the MOC and the Ministry of Commerce jointly published the Notice on Strengthening the Administration Work on 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 seek 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

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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 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.

On July 20, 2009, the MOC promulgated the Filing Guidelines on Online Game Virtual Currency Issuing Enterprises and Online Game Virtual Currency Trading Enterprises, which specifically defines issuing enterprise and trading enterprise and stipulates that a single enterprise may not operate both types of business. For further clarifying virtual currency operations, in the Online Game Virtual Currency Issuing and Trading Enterprises, the MOC establishes that the issuance of virtual currency falls within the scope of online game operations and provides, among other things, that virtual currency issued by online game operators may only be used in exchange for the operator's own online game products and services and may not be used to pay for the products and services of other entities. In addition, when applying for permission to issue virtual currency, a virtual currency issuer must file detailed information about its currency with the MOC, including form, extent of circulation, unit purchase price, and how the virtual currency will be refunded upon termination of services. Issuers are prohibited from altering the unit purchase price of the virtual currency after filing, and must complete filing procedures with the MOC or its local counterparts before issuing new types of virtual currency.

On May 31, 2010, the SAIC issued the Tentative Measures for the Administration of Online Commodities Trading and Related Services, or the Online Commodities Trading Measures, which took effect on July 1, 2010, to regulate online commodity trading and online service activities. The Online Commodities Trading Measures stipulate various obligations of online service providers, and particularly their obligation to protect the interests of customers. Under the Online Commodities Trading Measures, online service providers must ensure that information they release online is authentic, accurate, complete and sufficient and must comply with applicable laws in respect of intellectual property rights protection and anti-unfair competition.

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.

Protection of Minors

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 addiction 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 to zero if a 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 a new game, or prohibiting us from operating any new game.

On January 15, 2011, MOC, MII and six other central government authorities jointly issued a circular entitled Implementation of the Online Game Monitor System of the Guardians of Minors, or the Monitor System Circular, aiming to provide specific protective measures to monitor the online game activities of minors and curb addictive online game playing behaviors of minors. Under the Monitor System Circular, online game operators are required to adopt various measures to maintain a system to communicate with the parents or other guardians of minors playing online games and online game operators are required to monitor the online game activities of minors and must suspend the account of a minor if so requested by the minor's parents or guardians. The monitoring system has been implemented commencing March 1, 2011.

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 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.

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 Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies, or Notice 75, which

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became effective as of November 1, 2005. Under Notice 75, PRC residents, whether natural or legal person, must register with relevant local SAFE branch prior to their establishment or control of an offshore entity established for the purpose of overseas financing involving onshore assets or equity interests held by them, and must also make filings with SAFE thereafter upon the of certain material capital changes. The notice applies retroactively to direct or indirect investments previously made by PRC residents in offshore companies. SAFE issued subsequent guidance to its local branches for implementing Notice 75. The guidance standardizes and 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 fulfill obligations on the PRC subsidiaries of SPVs to facilitate and urge registrations by relevant PRC residents and to file with SAFE for options granted by SPVs to any PRC resident. The registration and filing procedures under Notice 75 are prerequisites for other registration and registration procedures necessary for capital inflow from the offshore entity, such as inbound investments or shareholders' capital outflow to the offshore entity, such as the payment of profits or dividends, liquidation distributions, equity distributions, 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, SAFE, jointly promulgated a regulation entitled Regulation on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, 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 acquisition 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 any stock exchange.

On September 21, 2006, the CSRC published on its official website procedures regarding its approval of overseas listings by PRC companies. 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 or process for obtaining any required approval from CSRC have been specified. Therefore, it remains unclear how the New M&A Rule and 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, the PBOC Regulation, setting forth the respective requirements for foreign exchange transactions by individuals (both PRC or foreign 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 ownership plan. In the case of a stock option plan, a financial institution with stock brokerage qualification and where the overseas listed company is listed or a qualified institution designated by the overseas listed company is required to be appointed to handle matters in connection with exercise or sale of stock options for the stock option plan participants. For participants who have 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 been recently promulgated, it is currently unclear as to how these rules will be interpreted and implemented. In addition, the State 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

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.

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: ⁽¹⁾

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

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- (2) Agreements that provide us with effective control over Shanghai Giant Network Technology Co., Ltd., or Giant Network, irrevocable powers of attorney, share pledge agreements, purchase options and 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
- (3) 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 licensing agreement. See Contractual Arrangements with the Consolidated Affiliated Entity and Its Shareholders – Exclusive Technical Consulting and Service Agreement and Online Game Software Sales and Licensing Agreement that Transfers Economic Benefits from the Affiliated Entity to Us.
- (4) 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 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.
- (5) Kai Chen holds 0.75% on his own behalf, 1% on behalf of Min Tang, our vice president of media and administration, 0.6% on behalf of Yonghua Lu, our vice president of sales and marketing, 0.375% on behalf of 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 Yuzhu Shi and 0.375% on behalf of Lianlong Zhang.
- (6) 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, 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 with the Substantial Ability to Control and an Option to Acquire Giant Network

We have entered into certain agreements that provide us with the substantial ability to control Giant Network and its shareholders. We 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 shareholder meetings, including but not limited to the power to determine the sale or transfer of all or part of such shareholder’s equity interests, 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, the 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 the 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 performance of Giant Network under the relevant service agreements including but not limited to the exclusive technical consulting and service agreement, the online game software sales and licensing agreement and other

services or licensing agreements that are entered into between Zhengtu Information and Giant Network from time to time. 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 or pledge is conducted pursuant to the purchase option and cooperation agreement or would not affect the pledge's effectiveness by 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 will be sold to Zhengtu Information or an eligible party designated by Zhengtu Information at a purchase price equal to the fair market value 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 the same requirements. 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.

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If Giant Network or any of the shareholders of Giant Network breaches its respective contractual obligations under the 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 liquidate its equity interests in Giant Network itself upon enforcement of the pledge due to restrictions on foreign ownership of operating online games in China. However, Zhengtu Information may still enforce the pledge by obtaining proceeds from the sale of 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 for 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 legal 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. These penalties 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 of its equity interests to 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 that if any profits or dividends of Giant Network are remitted to its shareholders or Yuzhu Shi, who is a designated recipient of those shareholdings, these recipients will be required to return all proceeds to Zhengtu Information in accordance with 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 to Giant Network. Zhengtu Information will extend its financial support to Giant Network including, but not limited to, advance payments for any losses incurred by Giant Network. In the event that Giant Network is liquidated or dissolved, subject to the requirements 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 for 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 service 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 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

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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 of the PRC, or export or assist any third party to export the software and products from the PRC. Zhengtu Information reserves the right 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.

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.

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. 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 in 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. We focus on massively multiplayer online role playing games, or MMORPGs, which are played through networked game servers on which tens of thousands of players can simultaneously connect and interact.

We commercially launched our first internally-developed MMORPG game, ZT Online, in January 2006. We now operate eleven online games, among which nine are self-developed, including the five games in the ZT Online Series.

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.

Notwithstanding our historical success with internally developed games, we began to expand our game pipeline by licensing games from third party developers. In December 2009 and January 2010, respectively, we acquired the exclusive mainland China operation licenses for Elsword and Allods Online, two 3D MMORPGs.

Although substantially all of our revenues are generated through our own game operation in China, we have begun deriving revenues from licensing our games to third party operators in other territories including Hong Kong, Macau, Taiwan, Malaysia, Singapore, Vietnam, Russia and other Russian speaking territories. In addition, we have also licensed ZT Online Green Edition to Shenzhen Computer Systems Company Limited, or Tencent, on a non-exclusive basis for operation on Tencent's QQ game platform in China.

In 2008, 2009 and 2010, our net revenues were RMB1,594.7 million, RMB1,303.8 million and RMB1,332.8 million (US\$201.9 million), respectively. Our net income for the same years was RMB1,113.6 million, RMB859.0 million and RMB807.6 million (US\$122.9 million), respectively. As of December 31, 2009 and December 31, 2010, deferred revenues and receivables from distributors totaled RMB410.9 million and RMB518.3 million (US\$78.5 million), respectively. Deferred revenues and receivables 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. Our quarterly peak concurrent users for all of the games we operate in mainland China were 1,572,000, 1,713,000 for 2009 and 2010, respectively. Our quarterly average concurrent users for all of the games we operate in mainland China were 474,000 and 595,000 for 2009 and 2010, respectively.

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 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 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 large numbers of games;

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our research and development efforts, which tend to be more costly during the development stage of a new game, and 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;

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 in-game promotional efforts;

game development costs for our self-developed games;

licensee fees and royalty payments for games licensed from third party developers;

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 from 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 account number 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\$1.67) to RMB500 (approximately US\$75.76). 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\$2.27).

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 our games.

Revenues

Net Revenues

Online Game Net Revenues

Online game net revenues represent revenues that we generate from operating our free-to-play and our pay-to-play games. In 2009 and 2010, our online game net revenues were RMB1,589.7 million, RMB1,293.0 million and RMB1,289.5 million (US\$195.4 million), respectively, representing 99.7%, 99.2% and 96.7%, respectively, of our total net revenues in those years. A substantial majority of our online game net revenues from these years were derived from our first online game, ZT Online, and games derived therefrom, including ZT Online II, ZT Online PTP, ZT Online Green Edition, and ZT Online Classic Edition.

Our online game net revenues are shown net of distributor discounts and volume-related incentives provided, and business tax related surcharges on the sale of prepaid game cards and game points incurred, by Giant Network. Distributor discounts were 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 operators in China frequently offer higher discounts. In 2008, 2009 and 2010, our revenue was net of business tax in the amount of RMB95.4 million, RMB72.7 million and RMB85.0 million (US\$12.9 million), respectively, representing 5.7%, 5.3% and 6.0%, respectively, of our gross revenues in those years. See *Taxation China Business Taxes and Related Surcharges*.

During 2008, 2009 and 2010, 88.5%, 86.03% and 84.08%, respectively, of our sales proceeds were derived from prepaid game cards (reflecting a specified amount of game points) sold through our distributors, and 11.5%, 13.97% and 15.92%, 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% (included in our cost of services) on sales of game points through our official game website.

Overseas and Domestic Licensing Net Revenues

Overseas licensing net revenues represent license fees that we derive from the license of our games to other operators. In 2008, we licensed our ZT Online to Lager Network for operation in Hong Kong, Macau and Taiwan. Under our license agreement with Lager

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Network, we are entitled to receive from Lager Network ongoing usage-based royalties. The usage-based royalties are determined 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 made a provision for RMB6.6 million as of December 31, 2008. In 2009, we derived RMB10.7 million, in overseas licensing net revenues from our license of ZT Online to Lager Network and our exclusive license to VinaGame to operate ZT Online in Vietnam. In 2010, we derived RMB9.0 million (US\$1.4 million) in licensing net revenues from our license of ZT Online to Lager Network, our exclusive license to VinaGame and our exclusive license to Astrum Nival to operate ZT Online in Russia. In addition, we also licensed ZT Online Green Edition to Tencent in 2010. In October 2009, we entered into a three year ZT Online Green Edition Online Software Cooperation Agreement with Tencent to attract more players to play ZT Online Green Edition from the Tencent QQ Game platform user base. Pursuant to the cooperation agreement, Tencent is entitled to operate ZT Online Green Edition on its QQ Game platform user base in China and we will receive a royalty income in exchange for licensing ZT Online. In 2010, we recorded a RMB33.7 million (US\$5.1 million) royalty income from our cooperation with Tencent.

In the future, we expect to generate more overseas licensing net revenues by licensing additional games, such as ZT Online Green Edition, The Golden Land and Dragon Soul, 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 good opportunities for us to expand our brand while maintaining quality control over our licensed games. We anticipate that the revenues generated from our overseas licensing net revenues in 2011 will be higher than that of 2010, as we expect more revenues from new markets 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. For 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 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 received 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.

Overseas and Domestic 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, Astrum Nival, Tencent Holding and other foreign operators, 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 the operators and are payable to us by them 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 recorded 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 services purchased by players. For some virtual items, we recognize online game net revenues ratably over the estimated lifespan.

product or the estimated lifespan of the game. See Critical Accounting Policies Revenue Recognition below. We also recognize 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 2009 and 2010.

As of December 31, 2010, we had advances from distributors of RMB75.5 million (US\$11.4 million) and deferred revenues of RMB442.8 million (US\$67.1 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. Our cost of services are generally less volatile than our net revenues, primarily

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because the components of our cost of services, such as co-location and internet access fees and depreciation and amortization of equipment, software and other intangible assets generally remain stable. As of December 31, 2010, our cost of services did not include any licensing fees, as we internally developed or acquired all of the games that we operated as of that date. We do, however, expect we will incur licensing fees in the future as we have recently been licensed the operation rights to operate Elsword and Allods Online in the mainland China.

Sales Taxes and Related Surcharges

Our cost of services includes business taxes, value-added tax or VAT, and related surcharges that Zhengtuo Information pays on the revenues that it derives from its contractual arrangements with Giant Network. In 2008, 2009 and 2010, these business taxes, VAT and related surcharges constituted 30.5%, 19.1% and 18.7%, respectively, of our total cost of services, and were equal to 4.2%, 3.0% and 2.8%, respectively, of our net revenues. Giant Network incurs additional business taxes and related surcharges in connection with our prepaid game cards and game points. However, we present our net revenues net of these taxes and related surcharges. See *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, in our maintenance team, platform team and customer support team, as a cost of service. In 2008, 2009 and 2010, these expenses constituted 19.3%, 22.2% and 21.0%, respectively, of our total cost of services and equaled 2.6%, 3.5% and 3.1%, 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.

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 26.7%, 27.0% and 27.0%, respectively, of our total cost of services and were equal to 3.6%, 4.5% and 4.0%, respectively, of our net revenues in 2008, 2009 and 2010. 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 of these expenses are server maintenance costs. We typically rely on third-party Internet data centers to resolve our minor server problems, but use our own Shanghai-based maintenance team to resolve larger server problems. In 2011, we expect our co-location and Internet access fees and server maintenance costs to remain at approximately the same level as in 2010. We may, however, 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 computer equipment as well as capitalized product development costs, constituted 18.5%, 24.2% and 28.8%, respectively, of our total cost of services and were equal to 2.5%, 3.8% and 4.3%, respectively, of our net revenues in 2008, 2009 and 2010. 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 cases. In 2011, we expect increases in these expenses in connection with the development of ZT Online II, XT Online, The Golden Dragon Soul and other potential game 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,		
	2008	2009	2010
	(RMB)	(RMB)	(RMB)
	(in thousands)		
Gross profit	1,376,780	1,099,765	1,133,693
Operating (expenses) income:			
Research and product development expenses	(88,539)	(113,354)	(186,037)
Sales and marketing expenses	(241,575)	(119,600)	(143,006)
General and administrative expenses	(141,786)	(121,446)	(119,447)

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Government financial incentives	63,084	88,460	57,386
Impairment			(46,558)
Total operating expenses	(408,816)	(265,940)	(437,661)

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Our research and product development expenses primarily consist of employee wages, share-based compensation and welfare for our product development team, and the cost of software, 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 we 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 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, 2010, we capitalized a total of RMB7.9 million (US\$1.2 million) in research and development expenses with respect to ZT Online II, My Sweetie, The Golden Land and Dragon King. In 2011, we expect our research and product development expenses to increase as we hire new personnel in connection with the development of ZT Online II and other potential new games.

Sales and Marketing Expenses

Our sales and marketing expenses primarily relate to advertising, including television and Internet portal advertisements, and regional newspapers and magazine advertisements. Our sales and marketing expenses also include employee wages, share-based compensation, welfare benefits for our sales and marketing team, the cost of promotional events, the purchase of promotional materials and payments made to Internet café administrators in return for attracting new paying players.

General and Administrative Expenses

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

Government Financial Incentives

The government financial incentives that Zhengtu Information and Giant Network receive from the Shanghai local government are calculated with reference to their sales tax, individual income tax withholdings and enterprise income tax. Although the financial incentives that we have already received are not subject to repayment back to the local government, our eligibility to receive these incentives in the future is conditioned on our continued registration in our present district in Shanghai and the continued qualification of our games as high-tech projects. In addition, our ongoing eligibility for these financial incentives is further subject to the discretion of the Shanghai local government, and either the central government or the local government could determine at any time to immediately eliminate or reduce these financial incentives. As such, given we have no basis to estimate the amount of financial incentives to be received from the government, if at all, we recognized these amounts into income only upon receipt of the funds.

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

Under the current laws of the Cayman Islands, the British Virgin Islands and Hong Kong, we are not subject to tax on our income or capital gains in these jurisdictions. In addition, upon the payment of dividends by us to our shareholders, no Cayman Island, British Virgin Island or 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, or HNTE, it was granted a preferential EIT rate of 15%. Furthermore, Zhengtu Information also 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 has been recognized as a HNTE 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.

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 treatment 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 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,

expiration of such term. The New EIT Law also permits a new category of HNTE 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 treatments 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 tax 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 HNTE under the Administrative Measures for Determination of High and New Technology Enterprises and every qualified company needs to re-apply for this qualification 3 months prior to the expiration of the valid period according to the new implementation rules. Zhengtu Information obtained the qualification certificates of HNTE 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.

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as described above and the preferential income tax rate of 15% at the same time. Zhengtu Information has adopted the reduced phase-out rules for its remaining 3-year tax holiday (i.e., 9%, 10% and 11% for 2008, 2009 and 2010 respectively). It is expected that Zhengtu Information will succeed in renewing its HNSE certificate upon the expiration of its current HNSE certificate, it should be entitled to the preferential tax rate of 15% in 2011 and onwards. But if it fails to maintain the High and New Technology Enterprise qualification, the applicable EIT rate may increase to up to 25%.

Giant Network, a VIE to which Zhengtu Information is deemed the primary beneficiary, has been recognized as a HNSE enterprise from 2008, and therefore received a preferential tax rate of 15% in 2009 and 2010. It is also expected that Giant Network will succeed in renewing its HNSE certificate upon the expiration of its current HNSE certificate. Giant Network should be entitled to the preferential tax rate of 15% in 2011 and onwards. But if it fails to maintain the High and New Technology Enterprise qualification, the applicable EIT rate may increase to up to 25%.

Shanghai Zhengduo Information Technology Co., Ltd., Zhuhai Zhengtu Information Technology Co., Ltd., Wuxi Giant Network Information Technology Co. Ltd., Jujia Network, Juhuo Network, Juhe Network, Snow Wolf, Shanghai Juyan Network Technology Co. Ltd., Shanghai Juxi Network Technology Co., Ltd., Shanghai Juxian Network Technology Co., Ltd., Haoji Network, Shanghai Juguang Network Technology Co., Ltd., Jufan Network, Shanghai Zhengju Information Technology Co. Ltd, Wuxi Tiema Networking Technology Co. Ltd., Shanghai Juxin Network Technology Co., Ltd., Julun Network and Beijing Juren Zhengtu Information Technology Co., Ltd. are not entitled to enjoy any preferential tax rate for year 2010 and their applicable EIT rate is 25%.

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, or the Implementation Rules promulgated on December 6, 2007 and effective on January 1, 2008, our Cayman holding company, Eddia will be subject to a 5% enterprise income tax and Giant HK, under a special arrangement between China and Hong Kong, will be subject to a 5% enterprise income tax for such dividends paid to them, unless our Cayman holding company, Eddia and Giant HK are treated as a China resident enterprise.

Under the New Tax Law, an enterprise established outside of the PRC with de facto management bodies within the PRC will be treated as 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 circular issued in 2009 by the State Administration of Taxation regarding the standards used to classify certain Chinese enterprise controlled companies established in China as resident enterprises provides that certain Chinese-invested enterprises will be classified as resident enterprises if they 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 shareholders 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, we are more likely than not a non-PRC tax resident enterprise. Accordingly, we will be subject to accrued for PRC enterprise income tax at December 31, 2010.

As of December 31, 2010, we had net operating tax losses in the total amount of RMB 28,597,548 in the PRC, which can be carried forward to future years and utilized by our respective Chinese subsidiaries according to the prevailing PRC CIT rules and regulations. The balance of our net operating tax losses as of December 31, 2010 will expire between years 2015 and 2016.

The Company intends to permanently reinvest all undistributed earnings of its foreign subsidiaries, as of December 31, 2010, to finance its future operations. The amount of unrecognized deferred tax liabilities for temporary differences related to investments in foreign subsidiaries is not determined because such a determination is not practicable.

Sales Taxes and Related Surcharges. We incur two different types of business taxes and related surcharges, each of which is levied differently. Giant Network is subject to Chinese business tax at the rate of 5% on the proceeds received from its sale of prepaid cards and game points. Zhengtu Information is subject to Chinese business tax of 5% on its technical consulting service fees. These service fees are also subject to local surcharges that are related to this business tax, including city construction, state and local education surcharges. Our net revenues are presented net of these business taxes and related surcharges, which were RMB95.4 million, RMB72.7 million and RMB85.0 million (US\$12.9 million) for the year ended December 31, 2008, 2009 and 2010, 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 services 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 2008, 2009 and 2010, this amounted to RMB66.4 million, RMB39.1 million and RMB37.0 million (US\$5.6 million), respectively.

Critical Accounting Policies

We prepare our financial statements in conformity with U.S. GAAP, which requires us to make estimates and assumptions to determine 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.

Table of Contents***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 the 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.

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 otherwise do not 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 over the estimated lifespan of the specific item. At the time 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 and playing behavior. When the life span of certain virtual items cannot be reliably determined based on historical player playing 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 the ZT Online, the time between the starting date and the point at which 95% of the tracked virtual items have been destroyed, replaced, or at which purchasers of such permanent virtual items have not logged into the game for 180 consecutive days in 2008, 2009 and for 270 consecutive days as of 2010 (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 from 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 game cards. Registered game points do not expire. No such revenue was recognized in 2009 and 2010.

Licensing Net Revenues

We receive royalty income from a third party incorporated in Taiwan, which was a related party prior to June 2009, in exchange for licensing ZT Online and providing related technical support. The license allows the operation of the games in Hong Kong, Taiwan, Macau, Singapore and Malaysia. The royalty fees are determined based on an agreed percentage of game points consumed by the player with accounts registered with the third party, net of applicable withholding tax, which becomes fixed or determinable at the time usage occurs. The related royalty income is recognized on a monthly basis, as the third party confirms its sales activity for the period. As a result of the foreign currency restrictions over the remittance of funds from Taiwan to the PRC to repay outstanding payables, beginning on October 1, 2008, such royalty income is recorded at the estimated fair value of the personnel services paid by the third party on behalf of us in accordance with the provisions of ASC subtopic 845-10, or ASC 845-10, Nonmonetary Transactions: Overall

We also license ZT Online to overseas third parties in Vietnam from 2009 and in Russia from 2010. The royalty income is based on an agreed percentage of game points consumed by the players with accounts registered with the game vendors, net of withholding tax, which becomes fixed or determinable at the time actual usage occurs. The related royalty income is recognized on a monthly basis as the game vendors confirm their sales activities for the period, provided that the collectability is probable.

On October 28, 2009, we entered into a three-year ZT Online license agreement with Tencent to attract more players to play ZT Online Green Edition from the Tencent QQ Game platform user base. Under the terms of the license agreement, we receive royalty income in exchange for licensing ZT Online, and service fees for providing servers, broadband resources and technical consulting services, collectively referred to as IT services. We account for the royalty income and service fees in accordance with ASC 605-25-2, or ASC 605-25-25, Revenue Recognition for Multiple-Element Arrangements. The royalty income and service fees are determined based on an agreed percentage of game point revenue earned from players with accounts registered with Tencent, net of applicable withholding tax. Royalty payments are recognized as revenue, when all contingencies associated with royalty payments have been resolved, when no remaining performance obligations exist relating to those payments and upon receipt of a confirmation

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of sales activity from Tencent. The service fees are contingent upon the future delivery of the IT services and game point revenue from players with accounts registered with Tencent. Service fees are recognized on a straight-line basis from the point in time at which the contingency has been resolved, over the remaining period of the license agreement.

Online Game Product Development Costs

We recognize software development costs incurred in connection with the development of our games in accordance with the requirements of Financial Accounting Standards Codification, or ASC, subtopic 985 Software. 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 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 based on the 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, 2010, the amount of online game development costs qualifying for capitalization totaled RMB42.5 million (US\$6.4 million). Of this amount, 3.97% relates to ZT Online, 10.73% relates to ZT Online II, 21.53% relates to Giant Online, 34.78% relates to K III, 7.41% relates to The Golden Land, and 21.03% relates to Dragon Soul. In 2008, we did not capitalize any online game development costs. In 2009 and 2010, we capitalized approximately RMB21.6 million and RMB10.8 million (US\$1.64 million) of our online game development costs in accordance with the relevant accounting standards. For ZT Online, ZT Online II, Giant Online, The Golden Land, and Dragon Soul, 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, or ASC 810-10, Consolidation: Overall. 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 controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional substantial 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. Zhengtuo 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 ownership, there exists a parent-subsidiary relationship between us and Giant Network through an irrevocable proxy agreement under which the equity holders of Giant Network effectively assigned all of their voting rights underlying their equity interest in Giant Network. 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. 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, or ASC 320-10, Investments – Debt and Equity Securities. Overall, ASC 320-10 classifies the investments in debt securities as held-to-maturity, trading or available-for-sale, which 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 assets include marketable debt instruments in which we did not document our intention to hold the investments to maturity at acquisition. We classified the investments as trading. Unrealized holding gains and losses for trading securities are included in earnings. We held trading securities as of December 31, 2010.

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 amortized cost basis is other than temporary in accordance to ASC subtopic 320-10, or ASC 320-10, Investments – Debt and Equity Securities: Overall. 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.

Table of Contents***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., or 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 model, or 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 RMB423.3 million (US\$64.1 million), which represents 6.0% of our total assets at December 31, 2010.

Long-term Investment and Investments in Equity Investees

We account for our long-term investments in unconsolidated investee companies by using either the cost method or the equity method. Investments in entities in which we are not able to exercise significant influence are accounted for using the cost method of accounting in accordance with ASC subtopic 325-20, Investments-other: Cost Method Investments. Under the cost method, we initially record the investment at cost and only adjust for other-than-temporary declines in fair value and distributions of earnings. We regularly evaluate for impairment of our cost method investments based on the performance and financial position of the investee as well as other events that may affect estimated market values. Such evaluation includes, but is not limited to, reviewing the investee's cash position, recent financing activities and historical financial performance, cash flow forecasts and current and future financing needs. An impairment loss is recognized in the consolidated statements of operations equal to the excess of the investment's cost over its fair value at the balance sheet date of the reporting period for which the assessment is made. The fair value would then become the new cost basis of investment. Our impairment charges for cost method investments were nil for the years ended December 31, 2009 and 2010.

Investments in entities in which we can exercise significant influence but do not own a majority equity interest or otherwise control are accounted for using the equity method of accounting in accordance with ASC subtopic 323-10, or ASC 323-10, Investments-Equity Method and Joint Ventures: Overall. Under the equity method, we initially record the investment at cost and adjust the carrying amount of the investment to recognize our proportionate share of the equity investee's net income or loss into our consolidated statements of operations after the date of acquisition. The difference between the cost of the equity investee and the amount of the underlying net assets of the equity investee is recognized as equity method goodwill included in equity method investment on our consolidated balance sheet. We evaluate our equity method investments for impairment under ASC 323-10. An impairment loss in equity method investments is recognized in the consolidated statements of income when the decline in value is determined to be other-than-temporary.

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 three to 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 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. During the year ended December 31, 2010, we assessed certain indicators of impairment in the K III game software's revenue and cash flow forecasts which were primarily attributed to increasing competition coupled with

in customer demand. We tested the K III game software for impairment using an income approach, which involves applying an appropriate discount rate to estimated cash flow forecasts. Based on our analysis, we recorded an impairment charge of RMB4 (US\$7,054,192), for the year ended December 31, 2010, which is included in the line Impairment of intangible assets in our statements of operations and comprehensive income.

Income Taxes

We follow the liability method in accounting for income taxes in accordance with ASC subtopic 740-10, or ASC 740-10, In Taxes: Overall. 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,

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more-likely-than-not that all or some portion of the deferred tax assets will not be realized. The effect on deferred taxes of a change in rates is recognized in income during the year in which the change becomes effective.

Accounting for uncertain income tax positions

We adopted ASC subtopic 740-10, or ASC 740-10, Income Taxes: Overall 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 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 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, or ASC 718-10, Compensation – Stock Compensation: Overall, and ASC subtopic 505-50, Equity: Equity based Payment to Non-employees. 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. There were no share options issued to consultants in 2009 and 2010.

On September 30, 2006, our board of directors adopted the 2006 Plan. As of December 31, 2010, we had options with respect to 5,414,229 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, for which the share number has been increased to 10,700,000 in accordance with the resolution of the Board in August 2010. As of December 31, 2010, we had options with respect to 6,748,400 of our ordinary shares granted and outstanding under the 2007 Plan. No further options will be granted by us under the 2007 Plan.

We use the binomial option pricing model to determine the fair value of our share options. The binomial model requires us to make certain complex and subjective assumptions, including our expected share price volatility over the term of the award, expected 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 term 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.

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.

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. This may also result in a lack of comparability with other companies that use different models, methods and assumptions.

As of December 31, 2010, we had RMB38.6 million (US\$5.8 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 2.95 years. In the extent the actual forfeiture rate is different from original estimate, actual share-based compensation related to these awards may differ from the expectation.

Results of Operations

The following tables set forth selected results of operations data by amount and as a percentage of our total net revenues for the periods 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:

	Year Ended December 31,	
2008	2009	2010

	Amount RMB	% of Total Net Revenues RMB	Amount RMB	% of Total Net Revenues RMB	Amount RMB	Amount US\$
			(In thousands, except percentages)			
Online games revenue	1,589,676	99.68%	1,293,018	99.17%	1,289,481	195,376
Licensing revenues	4,391	0.28%	10,687	0.82%	42,667	6,465
Other revenue, net	612	0.04%	130	0.01%	668	101
Total net revenue	1,594,679	100.00%	1,303,835	100%	1,332,816	201,942

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	2008		Year Ended December 31, 2009		2010	
	Amount RMB	% of Total Net Revenues RMB	Amount RMB	% of Total Net Revenues RMB	Amount RMB	Amount US\$
			(In thousands, except percentages)			
Cost of services	(217,899)	(13.66)%	(204,070)	(15.65)%	(199,122)	(30,170)
Gross profit	1,376,780	86.34%	1,099,765	84.35%	1,133,694	171,772
Operating (expenses) income						
Research and development	(88,539)	(5.56)%	(113,354)	(8.69)%	(186,037)	(28,187)
Sales and marketing	(241,575)	(15.15)%	(119,600)	(9.17)%	(143,006)	(21,668)
General and administrative	(141,786)	(8.89)%	(121,446)	(9.32)%	(119,447)	(18,098)
Government financial incentives	63,084	3.96%	88,460	6.78%	57,386	8,695
Impairment of intangible assets					(46,558)	(7,054)
Total operating expenses	(408,816)	(25.64)%	(265,940)	(20.40)%	(437,662)	(66,312)
Income from operations	967,964	60.70%	833,825	63.95%	696,032	105,460
Interest income	184,964	11.60%	102,200	7.84%	136,098	20,621
Investment income (loss)	1,171	0.07%	(5,971)	(0.46)%		
Unrealized loss on investment held-for-trading	(300)	(0.02)%				
Other income and (expense)	(843)	(0.05)%	14,025	1.08%	65,466	9,919
Income before income tax expenses	1,152,956	72.30%	944,079	72.41%	897,596	136,000
Income tax expenses	(39,368)	(2.47)%	(85,060)	(6.52)%	(89,322)	(13,534)
Share of loss of an equity investee					(648)	(98)
Net income	1,113,588	69.83%	859,019	65.89%	807,626	122,368

*Year Ended December 31, 2010 Compared to Year Ended December 31, 2009**Net Revenues.*

Our total net revenues increased 2.2% from RMB1,303.8 million in 2009 to RMB1,332.8 million (US\$201.9 million) in 2010. The increase of our net revenues is mainly attributable to a steady increase in revenue generated by the ZT Online Series and the increase in our licensing income from our cooperation with Tencent. In 2010, the majority of our total net revenue continued to be generated by our Online.

Cost of Services.

Our cost of services decreased by 2.4% from RMB204.1 million in 2009 to RMB199.1 million (US\$30.2 million) in 2010. The decrease in our cost of services was primarily attributable to more stringent cost control with respect to our internet data center and our other operating expenses.

Gross Profit and Margin.

Our gross profits increased 3.1% from RMB1,099.8 million in 2009 to RMB1,133.7 million (US\$171.8 million) in 2010, primarily due to the increase in our net revenue. Our gross profit margin increased from 84.3% in 2009 to 85.1% in 2010.

Operating Expenses.

Our operating expenses increased 64.6% from RMB 265.9 million in 2009 to RMB 437.7 million (US\$66.3 million) in 2010. The increase in our operating expenses was due to an increase in our research and development expenses, an increase in our sales and marketing expenses, a decrease in the amount of government financial incentives that we received, and an impairment charge related to the K III software, partially offset by a decrease in our general and administrative expenses.

Research and Product Development Expenses.

Our research and product development expenses increased 64.1% from RMB113.4 million in 2009 to RMB186.0 million (US\$28.1 million) in 2010. The increase in our research and product development expenses was primarily due to an increase in staff, increased compensation, including share-based compensation expense, and a decrease in the amount of capitalized research and development costs. Our compensation expense for research and product development employees increased 53.7% from RMB 93.6 million in 2009 to RMB 144.0 million (US\$21.9 million) in 2010. In addition, in 2010, we capitalized RMB10.8 million of research and product development costs, compared to RMB21.6 million of such capitalized costs in 2009. We expect our research and product development expenses to increase in 2011 as we continue to expand our game pipeline through internal game development.

Sales and Marketing Expenses.

Our sales and marketing expenses increased 19.6% from RMB119.6 million in 2009 to RMB143.0 million (US\$21.7 million) in 2010. The increase in our sales and marketing expenses was primarily due to our increased marketing efforts to support our games. Our advertising expense increased 108% from RMB 31.4 million in 2009 to RMB65.3 million in 2010.

General and Administrative Expenses.

Our general and administrative expenses decreased 1.6% from RMB121.4 million in 2009 to RMB119.4 million (US\$18.1 million) in 2010. The decrease in our general and administrative expenses was primarily due to a decrease in share-based compensation expense and a decrease in external human resource search service expenses. Our share-based compensation expense for general and administrative employees decreased 11.9% from RMB 18.6 million in 2009 to RMB 16.4 million (US\$2.5 million) in 2010. The decrease in our share-based compensation expense attributable to general and administrative employees was primarily a result of our accelerated share-based compensation amortization policy and the fact that no new share options were issued to management during the year.

Table of Contents*Government Financial Incentives.*

The amount of government financial incentives we received decreased 35.1% from RMB88.5 million in 2009 to RMB57.4 (US\$8.7 million) in 2010. The decrease in government financial incentives was primarily due to a decrease in the amount of sales we paid in 2009 as compared to 2008.

Impairment Loss.

In 2010, we recorded an impairment charge of RMB46.6 million (US\$7.1 million) relating to the K III game software.

Income from Operations.

Our income from operations decreased by 16.5% from RMB 833.8 million in 2009 to RMB696 million (US\$105.5 million) in 2010. As a percentage of total net revenues, income from operations decreased from 64.0% in 2009 to 52.2% in 2010. The decrease in income from operations was primarily due to our increase in research and development expenses, our increase in sales and marketing expenses, and the impairment charge related to the K III game software.

Interest Income.

Our interest income increased 33.2% from RMB102.2 million in 2009 to RMB136.1 million (US\$20.6 million) in 2010. The increase in our interest income was mainly attributable to the increase in market interest rates and more efficient treasury management.

Income Tax Expense.

Our income tax expense increased 4.9% from RMB 85.1 million in 2009 to RMB89.3 million (US\$13.5 million) in 2010. The increase in our income tax expense was mainly attributable to a 1% increase in the applicable income tax rate in one of our principal subsidiaries from 10% in 2009 to 11% in 2010.

Investment Income (Loss).

In 2009, we recorded an investment loss amounted to RMB6.0 million, which was related to our securities trading activities. As we no longer held any trading securities, as such, we did not record any investment income or loss.

Net Income Attributable to Our Shareholders and Net Margin.

Our net income attributable to our shareholders decreased 5.6% from RMB859.3 million in 2009 to RMB811.2 (US\$122.9 million) in 2010. Our net income margin also decreased from 65.9% in 2009 and to 60.9% in 2010.

Dividends.

We paid dividends to our shareholders in the amount of RMB277.7 million and RMB279.1 million (US\$42.3 million) in 2009 and 2010, respectively. On February 22, 2011, we declared an additional dividend in the amount of RMB270.3 million (US\$41.2 million) which we have paid in full to our shareholders.

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008*Net Revenues.*

Our net revenues decreased 18.2% from RMB1,594.7 million in 2008 to RMB1,303.8 million in 2009. The decrease in our net revenues was primarily due to new government regulations with respect to certain game features as well as our adjustments to our monetization mechanism, partially offset by an increase in our overseas licensing revenues as a result of our license of ZT Online to VinaGame for operation in Vietnam. In 2009, the majority of our total net revenue continued to be generated by ZT Online.

Cost of Services.

Our cost of services decreased 6.4% from RMB217.9 million in 2008 to RMB204.1 million in 2009. The decrease in our cost of services was primarily due to a decrease in our business taxes and related surcharges, which reflected our decreased online game revenues and increased control of operating expenses.

Gross Profit and Margin.

Our gross profits decreased 20.1% from RMB1,376.8 million in 2008 to RMB1,099.8 million in 2009. The decrease in our gross profits was primarily due to the decrease in our net revenue, partially offset by a decrease in our cost of services. Our gross margin decreased from 86.3% in 2008 to 84.3% in 2009.

Operating Expenses.

Our operating expenses decreased 35% from RMB408.8 million in 2008 to RMB265.9 million in 2009. The decrease in our operating expenses was primarily due to a decrease in our sales and marketing expense.

Research and Product Development Expenses.

Our research and product development expenses increased 28% from RMB88.5 million in 2008 to RMB113.4 million in 2009. The increase in our research and product development expense was primarily due to increased costs associated with the development of ZT Online II, as well as our Win@Giant program, which serves as an important source for our product development efforts. Our research and product development expenses as a percentage of net revenues increased from 5.6% in 2008 to 8.7% in 2009.

product development costs were partially offset by the capitalization of RMB21.6 million in game development expenditures.

Sales and Marketing Expenses.

Our sales and marketing expenses decreased 50.5% from RMB241.6 million in 2008 to RMB119.6 million in 2009. The decrease in our sales and marketing expense was primarily due to a decrease in our advertising expense and a decrease in our compensation expense. Our advertising expense decreased by 55.4% from RMB70.4 million in 2008 to RMB31.4 million in 2009. Our compensation expense for our liaison personnel decreased by 35.2% from RMB77.1 million in 2008 to RMB50.0 million in 2009 due to a reduction in the number of marketing liaison personnel.

General and Administrative Expenses.

Our general and administrative expenses decreased 14.4% from RMB141.8 million in 2008 to RMB121.4 million in 2009. The decrease in our general and administrative expense was primarily due to a decrease in employee wages and welfare benefits and a decrease in share-based compensation expense. Our compensation expense for general and administrative employees decreased from RMB71.4 million in 2008 to RMB60.3 million in 2009. The decrease in our share-based compensation expense attributable to general and administrative employees was primarily a result of our accelerated share-based compensation amortization policy and that no new share options were issued to management during the year.

Government Financial Incentives.

The amount of government financial incentives we received increased 40.3% from RMB63.1 million in 2008 to RMB88.5 million in 2009. The increase in government financial incentives was primarily due to the increase in our tax payments in 2008 as compared to 2009.

Table of Contents***Income from Operations.***

Our income from operations decreased 13.9% from RMB968 million in 2008 to RMB833.8 million in 2009. As a percentage of net revenues, income from operations increased from 60.7% in 2008 to 64.0% in 2009. The decrease in our income from operations was primarily due to the decrease in our online game revenues, partially offset by our lower operating expenses.

Interest Income.

Our interest income decreased 44.8% from RMB185.0 million in 2008 to RMB102.2 million in 2009. The decrease in our interest income was primarily due to a reduction in interest rates offered by banks in China.

Income Tax Expense.

Our income tax expense increased 116% from RMB39.4 million in 2008 to RMB85.1 million in 2009. The increase in our income tax expense 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, an increased deferred tax assets in 2008, an increase in the applicable income tax rate from 9% to 10% in 2009 pursuant to relevant PRC laws and regulations, and the full-year effect of the expiration of the two-year tax exemption for Zhengtu Information during 2007. In addition, we recognized an income tax expense of RMB28.4 million for our Cayman subsidiaries in accordance with FIN 48 Accounting for Uncertainty in Income Taxes – an interpretation of FASB statement No. 109, which was issued in 2006, and the reversal of unrecognized tax benefits of RMB30.9 million as a result of Giant Network's qualification as a software enterprise in 2007.

Investment Income (Loss).

We recorded investment income of RMB1.2 million in 2008, and recorded an investment loss of RMB6 million in 2009. The investment loss in 2009 related to our securities trading activities.

Net Income Attributable to Our Shareholders and Net Margin.

Our net income attributable to our shareholders decreased 22.9% from RMB1,113.6 million in 2008 to RMB859.3 million in 2009. Our net income margin also decreased from 69.8% in 2008 to 65.9% in 2009.

Dividends.

We paid dividends to our shareholders in the amount of RMB 593.5 million and RMB277.7 million in 2008 and 2009, respectively.

B. Liquidity and Capital Resources***Cash Flows and Working Capital.***

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.

As of December 31, 2008, 2009 and 2010, we had RMB1,696 million, RMB1,097.2 million and RMB2,776.9 million (US\$420.7 million), respectively, in cash and cash equivalents. In 2008, 2009 and 2010, our cash needs were derived primarily from operating expenses and our cost of services, and to a lesser extent our capital expenditures. See [Capital Expenditures](#).

	For the year ended December 31,		
	2008	2009	2010
	(RMB)	(RMB)	(RMB)
	(in thousands)		
Net of cash provided by operating activities	1,109,700	751,759	1,032,139
Net cash provided by (used in) investing activities	(3,874,244)	(1,021,922)	958,345
Net cash used in financing activities	(2,583,868)	(316,619)	(250,625)
Cash and cash equivalents at the end of the year	1,696,273	1,097,155	2,776,936

Operating Activities

For 2008, 2009 and 2010, our net cash provided by operating activities primarily resulted from our net income of RMB1,113.6 million, RMB859.3 million and RMB807.6 million (US\$122.4 million), respectively. Cash flows from deferred revenues in each of these periods was RMB78.2 million cash inflow, RMB81.8 million cash outflow and RMB121.5 million cash inflow (US\$18.4 million), respectively. Deferred revenues and advances from distributors represent amounts that we have received for our prepaid game cards from our distributors and game points purchased on our website that have not yet been recognized as revenue. See [Critical Accounting Policies – Revenue Recognition – Online Game Net Revenues](#) below. Our cash flows from advances from distributors in 2008, 2009 and 2010 were RMB41.2 million cash outflow, RMB2.9 million cash inflow and RMB14.1 million (US\$2.1 million) cash outflow, respectively.

Investing Activities

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 of RMB348.7 million.

In 2009, our net cash used in investing activities was RMB1,021.9 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.

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In 2010, our net cash provided by investing activities was RMB958.3 million (US\$145.2 million), which was mainly attributable to the maturity of short-term investments during the year.

In the past, our investment strategy has primarily focused upon investing in fixed rate time deposits and held to maturity investment contracts secured or wholly guaranteed by reputable financial institutions. Recently, however, we have begun to explore select investment opportunities that may have strategic value to us or are purely financial. For example, in April 2011, we committed to invest RMB958.8 million (US\$145.3 million) in a privately held insurance company, though such investment remains subject to the approval of the China Insurance Regulatory Commission. For a discussion of risks relating to our investment activities, see *Risk Factors Related to Our Business and Industry*. We face certain risks associated with our investment activities, including credit risks related to held to maturity investment contracts.

Financing Activities

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

In 2008, our net cash used in financing activities was RMB2,583.9 million, which included dividends paid to shareholders in the amount of RMB593.5 million and RMB1,987.4 million used to repurchase our shares in the open market pursuant to our share repurchase program. These amounts of cash used in financing activities were partially offset by our receipt of RMB10.8 million in proceeds from the exercise of stock options by our officers, directors and employees.

In 2009, our net cash used in financing activities was RMB316.6 million, which included dividends paid to shareholders in the amount of RMB277.7 million and RMB62.8 million used to repurchase our shares in the open market pursuant to our share repurchase program. These amounts of cash used in financing activities were partially offset by our receipt of RMB18.7 million in proceeds from the exercise of stock options by our officers, directors and employees, and our receipt of a capital contribution from non-controlling interest in the amount of RMB5.1 million.

In 2010, our net cash used in financing activities was RMB250.6 million (US\$40 million), which included dividends paid to shareholders in the amount of RMB279.1 (US\$42.3 million). These amounts of cash used in financing activities were partially offset by our receipt of RMB17.8 million (US\$2.7 million) in proceeds from the exercise of stock options by our officers, directors and employees.

On February 22, 2011, we declared an additional dividend in the amount of RMB270.3 million (US\$41.2 million), which will be paid in full to our shareholders.

We believe that our current cash and cash equivalents and cash flows from operations will be sufficient to meet our anticipated needs for at least the next 12 months. We may, however, require additional cash resources due to changed business conditions or future developments, including any investments, joint ventures or acquisitions we may decide to pursue.

Capital Expenditures

Our capital expenditures were RMB148.7 million, RMB143.0 million and RMB42.3 million (US\$6.4 million) in 2008, 2009 and 2010, respectively. In 2008, the substantial majority of our capital expenditures were due to our purchase of additional servers and, to a lesser extent, our purchase of other computer equipment and improvements to our office facilities and furniture. In 2009, our capital expenditures primarily related to use of RMB85.2 million to purchase of a land parcel in Zhuhai City, upon which we expect to build a research and development center in the future. See also *F. Tabular Disclosure of Contractual Obligations*. In 2010, our capital expenditures primarily related to the purchase of software and other operational equipment.

C. Research and Development

In the fourth quarter of 2008, we introduced Win@Giant, an incubation program designed to, among other things, identify, recruit and incentivize talented individuals in the areas of game design and development. In 2009 and 2010, in connection with our Win@Giant initiative, we began to reorganize our game development studios by establishing various subsidiaries that are 51% owned by us and 49% owned by the relevant development team members. Each reorganized studio will focus upon producing and supporting internally developed games, and will be incentivized based upon the success of these games. As a result of this reorganization, Giant Online and our existing MMORPGs, will be supported by Juhuo Network, and the development and subsequent support work for ZT Online will be conducted by Jujia Network. Our research and product development expenses were RMB88.5 million, RMB113.4 million and RMB186.0 million (US\$28.2 million) in 2008, 2009 and 2010, respectively. For a discussion of risks relating to our game development studio reorganization, see *Risk Factors - Risks Related to Our Business and Industry*. We may not be able to successfully implement our growth strategies, which would materially and adversely affect our revenue, profitability and competitiveness.

D. Trend Information

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments for the year ended December 31, 2010 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 operations 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

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into transactions involving, or otherwise form relationships with, unconsolidated entities or financial partnerships that are established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

F. Tabular Disclosure of Contractual Obligations

A summary of our contractual obligations at December 31, 2010 is as follows:

	Contractual Obligations				Total RMB (In thousands)
	Less than 1 Year RMB	1 Year RMB	3 Years RMB	5 Years RMB	
Capital commitments	3,902				3,902
Operating leases ⁽¹⁾	25,674	1,551			27,225
Licensing fees	18,212				18,212
Total	47,788	1,551			49,339

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

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 11/F No. 3 Building, No. 700 Yishan Road, Shanghai 200230, Republic of China.

Name	Age	Position
Yuzhu Shi	48	Chairman of the Board of Directors, Chief Executive Officer
Wei Liu	43	Director, President
Lv Zhang	47	Director
Andrew Y. Yan	54	Independent Director
Jason Nanchun Jiang	38	Independent Director
Peter Andrew Schloss	50	Independent Director
Eric He	51	Chief Financial Officer
Shiliang Song	33	Chief Technology Officer
Min Tang	41	Vice President of Media and Human Resource
Yonghua Lu	50	Vice President of Sales and Marketing
Yongjun Fei	43	Vice President of Office Administration and Legal Center
Xuefeng Ji	32	Vice President of Product Development, Quality Control and Project Management
Guoqiang Ding	32	Vice President of Project Development
Cheng Peng	29	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 Minsheng Banking Corp., Ltd., Giant Investment Co., Ltd, Ready Finance Limited, Shanghai Youyuan Gardening Co., Ltd. and Network Development Co. Ltd. He was awarded the "People Who Mattered to China Reform" in 1994, "CCTV Economic Personality 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 is the subject of litigation. See "Risk Factors - Risks Relating to Our Business and Industry - Our founder, controlling beneficial owner."

chief executive officer, Yuzhu Shi, was previously involved in various enterprises, some of which were the subject of claims or 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, 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 her master's degree in Business Administration from the China Europe International Business School in 2006.

Mr. Lv Zhang has been a director of our company since October 2006. Mr. Zhang also 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 from April 2010 to January 2011. In addition, Mr. Zhang is the vice general manager and a director of Giant

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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 manager of Zhuhai Giant Group 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 Electric Industry Institute in 1984.

Mr. Andrew Y. Yan has served as an independent director of our company since October 2006. Mr. Yan currently serves as the managing partner of SAIF Partners. Prior to joining SAIF, he was the managing director and head of the Hong Kong office of the Emerging Markets Partnership from 1994 until 2001. From 1993 to 1994, he worked at Sprint International Corporation as the strategic planning and business development for the Asia Pacific Region. From 1990 to 1993, he worked in the World Bank and Hudson Institute as an economist and research fellow, respectively, in Washington, DC. From 1982 to 1984, he was the chief executive officer of the Jianghuai Airplane Corp. Mr. Yan received his bachelor degree in Engineering from the Nanjing Aeronautic Institute in 1982 and received his master of arts degree in International Political Economy from Princeton University in 1989. Mr. Yan was voted by the Venture Capital Association as "The Venture Investor of the Year" in both 2004 and 2007. He was also selected as one of the "Private Equity Investors in the World" by the Private Equity International in 2007; "No. 1 Venture Capitalist of the Year" by *Forbes* in 2008 and 2009. He was the "Venture Capital Professional of the Year" by Asia Venture Capital Journal in 2009. Mr. Yan is an independent non-executive director of China Resources Land Ltd and Fosun International Ltd; a non-executive director of Digital Holdings Ltd, China Huiyuan Juice Group Limited, MOBI Development Co., Ltd and NVC Lighting Holding Ltd (all six companies above are listed on The Stock Exchange of Hong Kong Limited); and a director of Acorn International Inc. (listed on the New York Stock Exchange), Global Education and Technology Group Ltd. (listed on the Nasdaq), ATA Inc. (listed on the Nasdaq) and Eternal Supply Chain Co Ltd (listed on the Shenzhen Stock Exchange).

Mr. Jason Nanchun Jiang is an independent director of our company. He has served as the chairman of the board of directors and 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 Network Limited, or APSN, a leading Internet and wireless provider of on-demand sports throughout Asia. APSN is the operator of the largest number of officially-licensed sports-focused websites in Asia including those of the English Premier League soccer, the German Bundesliga soccer, the Campeonato Brasileiro Serie A soccer and Major League Baseball, or MLB. Mr. Schloss was a director and executive officer of Broadwebasia, Inc. from 2007 to 2009. Mr. Schloss also was an executive director of TOM Online Inc. from 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 1991 to 1996. 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 1996. Mr. Schloss was also an investment banker of ING Barings and head of its Asia Media, Internet and Technology Group from 1999 to 2001. Mr. Schloss was 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 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. 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 software engineer of Top Group and IDN Telecommunication Co., Ltd from 2000 to 2002. From 2003 to 2004 Mr. Song was a programmer at Shanda Interactive Entertainment Limited. Mr. Song began serving as a supervisor of Giant Network's research 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.

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 served as the general manager of Shenzhen Bose Picture Designing Co., Ltd. Ms. Tang served as the vice general manager of Hong Kong Technology Co., Ltd from 1993 to 1998. Ms. Tang graduated from Sichuan Normal University with a major in Physics in 1991.

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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 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 Co., Ltd 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 president of Zhengtu Information. Mr. Fei is also currently the principal of the Luwan Branch Company of Shanghai Giant Bio-Technology Co., Ltd. and the executive director and general manager of Wuxi Yikang Biotech Co., Ltd. Prior to joining us, Mr. Fei was the vice president 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 Shenzhen Electronics 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. Cheng Peng has served as a vice president of our company in charge of the ZT Online project division, the overseas operation center and the research institute since January 2011. Prior to joining us, Mr. Peng worked at Shanda Interactive Entertainment Ltd as a project director in charge of several top games from 2008 to 2010, when he was responsible for organizing and fulfilling the project plan to deliver the products under quality metrics within scheduled time and track, including team development, budgeting and financial management. Prior to that, he also acted as a product manager of multiple game products from 2005 to 2007 in Shanda. Mr. Peng graduated from Chengde Petroleum College in July 2004 with a major in Computer Information Management.

Mr. David Feng Yu, who joined our company as an independent director in December 2010, resigned from his position on our board of directors, including as a member of our audit committee and compensation committee, in June 2011. Mr. Yu is the founder and managing partner of Yunfeng Fund L.P., with which our company might enter into certain transactions in the future. Because such proposed transactions would cause Mr. Yu to no longer meet the independence requirements of the NYSE, Mr. Yu has elected to resign from his position as an independent director of our company. Mr. Yu's resignation altered the composition of our board so that we no longer have a majority of independent members that satisfy the independence requirements of the NYSE. Although we might appoint a new independent director to fill the vacancy created by Mr. Yu's resignation, we are not required to do so because we are a controlled company as such term is defined in Section 303A of the NYSE Listed Company Manual. See Risk Factors Risks Related to Our Ordinary Shares and ADSs 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 have if we were not a controlled company. Currently, we have appointed independent director Mr. Jason Nanchun Jiang to take Mr. David Feng Yu's role as the member of our audit committee, and Mr. Andrew Schloss to take Mr. David Feng Yu's role as the member of our compensation committee.

B. Compensation**Remuneration and Borrowing**

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

Compensation of Directors and Executive Officers

In 2010, the total remuneration for members of the Board and management is RMB16.7 million (USD2.5 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, 2010. 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 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

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employment or in service with us on the given vesting date. However, in circumstances where there is 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 of a grantee's employment or service with us terminates, the option or SAR will terminate and become unexercisable.

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 in five equal yearly installments 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 on November 15, 2007. Each of these granted options had an exercise price of RMB16 per ordinary share which was subsequently adjusted 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 initially reserved 7,800,000 ordinary shares for issuance under the 2007 Plan and further increase it to be 10,700,000 by a resolution of the board of directors in August 2010. 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 independent directors Andrew Y. Yan (options with respect to 500,000 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). On January 14, 2011, we granted options with respect to 60,000 of our ordinary shares under the 2007 Plan to certain directors, including Peter Andrew Schloss (options with respect to 10,000 ordinary shares) and David Feng Yu (options with respect to 50,000 ordinary shares). Upon the grant, the options granted to our independent directors vest over a period of four years starting from the acceptance of their services to the Company, with the option with 25% of the option shares vesting over each year of such four-year period subject to the independent directors' continued services to the Company. 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. On September 17, 2010, the Board of Directors approved a resolution to reduce the exercise price of certain outstanding service-based share options that were granted by the Company in 2007, 2008 and 2009 to the current fair market value of ordinary shares underlying such options. A total of 2,414,000 options belonging to 120 employees including Eric He, Andrew Y. Yan, Jason Nanchun Jiang and Peter Schloss of the Company were repriced under 2007 Stock Incentive Scheme. The current fair market value was US\$6.36, which was the closing price of our ADSs traded on the NYSE as of September 17, 2010 (modification date), the last trading day prior to the board approval.

By a resolution of the Board of Directors on April 23, 2010, 797,000 restricted shares under 2007 Stock Incentive Scheme were granted to certain of our officers and employees. One fifth of total restricted shares will become vested upon each annual grant anniversary during the following five years.

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. We do not intend to grant any further options under the 2006 Plan.

The table below sets forth the option grants and restricted shares made to our directors and executive officers pursuant to the 2006 Plan and the 2007 Plan as of December 31, 2010:

Name	Number of Options	Exercise Price (/share)	Grant Date	Expi D
Shiliang Song	750,000	*	October 1, 2006	Sept 2012
	600,000	US\$ 2.00	May 15, 2007	Sept 2013
Eric He	750,000	US\$ 2.00	March 19, 2007	Sept 2012
	500,000	US\$ 2.00	May 15, 2007	Sept 2013
	375,000	US\$ 6.36**	October 17, 2007	Octo 2017
Wei Liu	108,500	US\$ 2.00	October 1, 2006	Sept 2012
	500,000	US\$ 2.00	May 15, 2007	Sept 2013
Lu Zhang	108,500	US\$ 2.00	October 1, 2006	Sept 2012
	500,000	US\$ 2.00	May 15, 2007	Sept 2013
Xuefeng Ji	400,000	US\$ 2.00	October 1, 2006	Sept
	100,000	US\$ 2.00	May 15, 2007	Sept

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Name	Number of Options	Exercise Price		Grant Date	Exp D
		(/share)			
Guoqiang Ding	500,000	US\$	2.00	October 1, 2006	Sept 2012
Cheng Peng	200,000	US\$	2.00	May 15, 2007	Sept 2013
	60,000***	US\$	N/A	June 1 2010	N/A
Andrew Y. Yan (Director)	500,000	US\$	6.36**	October 17, 2007	Octo 2017
Jason Jiang (Director)	50,000	US\$	6.36**	October 17, 2007	Octo 2017
Peter Schloss (Director)	50,000	US\$	6.36**	October 17, 2007	Octo 2017

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

** The exercise price of these options was original USD 15.50 and was re-priced to USD 6.36 by the resolution of the Board September 2010.

*** The amount refers to the number of restricted share granted to Mr. Cheng Peng, one fifth of which will vest upon each anniversary date anniversary during the following five years.

Employment Agreements

We have entered into employment agreements with each of our executive officers as of December 31, 2010. We may terminate employment for cause at any time, without notice or remuneration, for certain acts including but not limited to acts of personal enrichment or reasonably likely to materially harm us, any conviction of a crime which our board of directors reasonably believe or will have a material detrimental effect on our reputation or business, willful misconduct that is materially injurious to us, or 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 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 any 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 any case the departing executive officer will not be entitled to receive any severance payments. We may terminate the employment of our executive 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 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 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 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 bus
solicit, induce, recruit or encourage any person to terminate his or her employment or consulting relationship with us or our
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 int
directors also have a duty to exercise the skill they actually possess and such care and diligence that a reasonably prudent perso
exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our mem
and articles of association, as amended and re-stated from time to time. A shareholder has the right to seek damages if a duty o
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 their term of office;

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.

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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 subject to a term of office other than staggered board provisions, 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 of his or her resignation; (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors; (iii) dies or is declared 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, in accordance with our articles of association.

Qualification

There is no shareholding qualification for directors.

Board Committees

Our board of directors has established an audit committee, a compensation committee and a corporate governance and nomination committee.

Audit Committee

Our audit committee consists of Peter Andrew Schloss, Jason Nanchun Jiang and Andrew Y. Yan and is chaired by Peter Andrew Schloss. Peter Andrew Schloss, who has accounting and financial management expertise, is 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 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 responses;

- 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 weaknesses or 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 Peter Andrew Schloss, 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. The 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 compensation 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 other plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

Corporate Governance and Nominating Committee

Our corporate governance and nominating committee consists of Jason Nanchun Jiang, Peter Andrew Schloss and Andrew Y. 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 a vacancy;
- reviewing annually with the board the current composition of the board in light of the characteristics of independence,

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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 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 override 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 1,570, 1,575 and 1,844 employees as of December 31, 2008, 2009 and 2010, respectively. Approximately 85% 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, 2010.

	Number of Employees	Percentage of Total
Customer service	347	
Product development	934	
General and administration	296	
Technical and platform support	54	
Operations	80	
Sales and marketing	106	
Quality control	27	
Total	1,844	

In December 2010, we entered into contracts with 30 intermediary institutions to employ approximately 1,150 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 non-compete covenant that prohibits the officer, manager or employee from engaging in any activities that compete with our business during the two years after their employment with us.

We have developed a number of employee incentives aimed at motivating our employees and retaining talent. These include our 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, 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 cooperate with professional search companies to find talented professionals. We actively recruit at universities and colleges to recruit 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 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 employee matters. The labor union does not, however, represent employees for the purpose of collective bargaining. We believe we maintain a good working relationship with our employees and we have not experienced any significant labor disputes or any difficulty 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, 2011, 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

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ordinary shares shown as beneficially owned by them. Percentage of beneficial ownership is based on 229,993,269 ordinary shares outstanding as of May 31, 2011.

Name	Ordinary Shares Beneficially Owned Number
Directors and Executive Officers	
Yuzhu Shi ⁽¹⁾	131,228,540
Wei Liu ⁽²⁾	3,065,100
Lv Zhang ⁽³⁾	1,965,200
Yonghua Lu	*
Eric He	*
Min Tang	*
Andrew Y. Yan	*
Shiliang Song	*
Jason Nanchun Jiang	*
Peter Andrew Schloss	*
Yongjun Fei	*
Xuefeng Ji	*
Guoqiang Ding	*
David Feng Yu	*
Cheng Peng	*
Other 5% Shareholders	
Jing Shi ⁽⁴⁾	29,228,540
Citi (Nominees) Limited**	130,369,939

* 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.

** These shares include the shares repurchased by the Company under the authorized share repurchase programs for the period from December 24, 2007 through December 31, 2010.

(1) Includes 102,000,000 ordinary shares held by Union Sky Holding Group Limited, a British Virgin Islands 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 1,000,000 ordinary shares and 1,600,000 ADSs held by Goodview Profit Holdings Limited, a British Virgin Islands company owned by Wei Liu and options to purchase 465,100 ordinary shares held by Wei Liu.

(3) Includes 1,000,000 ordinary shares and 500,000 ADSs held by Baros Profit Limited, a British Virgin Islands company owned by Lv Zhang and options to purchase 465,200 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, in the future, result in a change of control of our company.

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 an amount of RMB2.5 million. The loan was repaid by Lager Information on behalf of its subsidiary in June 2007.

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

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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 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 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 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 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.

Transactions with Shanghai Jiante Biotechnology Co., Ltd.

We lease our Songjiang District facility, consisting of approximately 7,500 square meters of office space and 91 staff apartments from Shanghai Jiante, a related party that is controlled by our chairman and chief executive officer, Mr. Shi. The monthly rent and property management fee for our Songjiang District facility during the six months of 2010 in which we rented the facility, was RMB 530,000 (US\$80,303), which was a reduced rental rate due to the fact that the facilities and grounds were not yet fully operational. In 2010, we have contracted with an unrelated third party for property management services. In addition, the monthly rent has increased to RMB 1,000,000 (US\$151,515), due to the fact that the remaining construction and finishing work on the facilities was completed by the beginning of 2011, including with respect to 36 additional staff apartments.

Due from Beijing Huayi Juren Information Technology Co., Ltd.

In the fourth quarter of 2010, the Company sold the software of KIII to Huayi Juren Information at RMB25.0 million (US\$3.8 million). The amount due from Huayi Juren Information at the end of year 2010 is RMB25.0 million (US\$3.8 million).

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.

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 Group Limited, an entity beneficially owned by Yuzhu Shi, our chairman and chief executive officer, 960 ordinary shares to Vantage 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 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 reflected as 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.

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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 18, 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.

On February 12, 2011, our board of directors declared a cash dividend payable to shareholders of record as of March 18, 2011 for a total amount of approximately US\$41.2 million. The cash dividend has been paid on March 30 and April 8, 2011, respectively.

In the future, cash dividends, if any, will be at the discretion of our board of directors, subject to the approval of our shareholders. Dividends will depend upon our future operations and earnings, capital requirements and surplus, general financial conditions, shareholder interests, contractual restrictions and other factors as our board of directors may deem relevant. We can pay dividends only out of our accumulated profits or other distributable reserves. Cash dividends on our ordinary shares will be paid in U.S. dollars. Except for the dividend payments 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 law and regulations and accounting standards, Zhengtu Information is required to allocate at least 10% of its after-tax profit based on Chinese 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, 2010, 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 profit to enterprise development and employee welfare funds. Neither the enterprise development funds nor the employee welfare funds are 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 our annual report.

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 "DB" . The following table sets forth the high and low trading prices of our ADSs on the New York Stock Exchange for the periods indicated:

	High
Annual	
2008	17.20
2009	9.57
2010	8.25
Quarterly	
First Quarter, 2009	7.47
Second Quarter, 2009	9.57
Third Quarter, 2009	8.47
Fourth Quarter, 2009	7.74
First Quarter, 2010	7.80
Second Quarter, 2010	8.25
Third Quarter, 2010	7.25
Fourth Quarter, 2010	7.29
First Quarter, 2011	8.00

Monthly

December, 2010	7.29
January, 2011	7.36
February, 2011	8.00
March, 2011	7.99
April, 2011	9.17
May	9.45
June(through June 15, 2011)	8.28

On June 15, 2011, the closing sale price of our ADSs as reported on the New York Stock Exchange was US\$7.41 per ADS.

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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.

B. Memorandum and Articles of Association

We incorporate by reference into this annual report the description of our amended and restated memorandum of association in our F-1 registration statement (File No. 333-146681) originally filed with the SEC on October 26, 2007, as amended. Our shareholders have 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 7, Major Shareholders and Related Party Transactions or elsewhere in this annual report. Information on the Company and in Item 7, Major Shareholders and Related Party Transactions or elsewhere in this annual report 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: the 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, 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 providing commercial documents evidencing these transactions. Under the Administration Rules, foreign-invested enterprises may transact in foreign exchange for the distribution of profits to their shareholders may effect payment from their foreign exchange accounts 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, 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 are 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 accumulated over the years, or accumulated distributable profits, if any, determined in accordance with Chinese accounting standards, 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.

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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, Reverse Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies, or Notice 75, which is 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 debt or equity interests in an onshore enterprise in China, each Chinese resident, whether a natural or legal person, must comply with 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, including (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 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. 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 or 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. Stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies, except those which hold interests in real estate 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 territory are considered PRC resident enterprises, subject to the PRC income tax at the rate of 25% on worldwide income. The term "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 resident enterprise for tax purpose, would be subject to the PRC Enterprise Income Tax at the rate of 25% on its worldwide income. Based on an assessment of facts and circumstances available at December 31, 2010, 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 2010.

Additionally, if the Company is considered to be PRC tax residence enterprise for tax purpose, it would impose a 10% income tax on dividends payable to our non-PRC shareholders and, while less clear, with respect to gains derived by our non-PRC shareholders from the 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 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 ownership and disposition of our ADSs and ordinary shares. This discussion does not address any aspect of U.S. federal gift or

or the state, local or non-U.S. tax consequences of an investment in our ADSs and ordinary shares. This discussion applies only to U.S. Holders that hold the ADSs or ordinary shares as capital assets (generally, property held for investment) and 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;

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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 actually or constructively own 10% or more of the total combined voting power of all classes of our shares to vote (including ADSs or ordinary shares).

This discussion is based on the U.S. Internal Revenue Code of 1986, as amended, which we refer to in this discussion as the 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 their own tax advisors concerning the particular U.S. federal income tax consequences to them of the purchase, ownership and disposition of our ADSs and ordinary shares, as well as the consequences to them arising under the laws of any other taxing jurisdiction

For purposes of the U.S. federal income tax discussion below, U.S. Holder means a beneficial owner of our ADSs or ordinary shares that is:

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

a trust if (a) a court within the United States is able to exercise primary supervision over its administration and one or more 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 passed through to its owners. Accordingly, if a partnership or other flow-through entity holds ADSs or ordinary shares, the tax treatment of the income 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 to U.S. Holder, the gross amount of any distributions with respect to their ADSs and ordinary shares (including the amount of any taxes withheld therefrom) will generally be includible in their gross income on the day they actually or constructively receive such income as dividend income if the distribution is made from our current or accumulated earnings and profits, calculated according to U.S. federal income tax principles. With respect to non-corporate U.S. Holders, certain dividends received in taxable years beginning before January 1, 2013 from a qualified foreign corporation may be subject to reduced rate of taxation. A non-U.S. corporation is treated as a qualified foreign corporation with respect to dividends from that corporation on shares (or ADSs backed by such shares) that are readily tradable on an established securities market in the United States. U.S. Treasury Department guidance indicates that our ADSs, which are listed on the New York Stock Exchange, are readily tradable on an established securities market in the United States. However, based on existing guidance, it is not entirely clear whether dividends a U.S. Holder receives with respect to the ordinary shares will be taxed as qualified dividend income, because our ordinary shares are not themselves listed on a U.S. exchange. U.S. Holders should consult their own tax advisors as to the rate of tax that will apply to them with respect to dividend distributions, if any, they receive from us.

Subject to the Passive foreign investment company discussion below, to the extent, if any, that the amount of any distributions with respect to 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

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 U.S. Holders as dividend distributions for U.S. tax purposes. Corporations will not be entitled to claim a dividends-received deduction with respect to distributions made. Dividends generally will constitute foreign source passive income for purposes of the U.S. foreign tax credit rules. U.S. Holders should consult their own advisor as to their ability, and the various limitations on their ability, to claim foreign tax credits in connection with the receipt of dividends.

Sales and Other Dispositions of ADSs or Ordinary Shares

Subject to the Passive Foreign Investment Company discussion below, when U.S. Holders sell or otherwise dispose of their ADSs or ordinary shares, they will generally recognize capital gain or loss in an amount equal to the difference between the amount realized from the sale or other disposition and their adjusted tax basis in the ADSs or ordinary shares. Any such gain or losses that they recognize will generally be treated as U.S. source income for foreign tax credit limitation purposes. A U.S. Holder's adjusted tax basis will generally equal the U.S. Holder paid for the ADSs or ordinary shares. Any gain or loss a U.S. Holder recognizes will be long-term capital gain if the U.S. Holder's holding period in our ADSs or ordinary shares is more than one year at the time of

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disposition. If a U.S. Holder is a non-corporate U.S. Holder, including an individual, any such long-term capital gain will be taxed at preferential rates. U.S. Holder's 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, or 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 (including certain dividends, interest or royalties). For purposes of the above tests, we will be treated as owning our proportionate share of 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, 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.

We believe that we were not PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2010. However, the application of the PFIC rules is subject to uncertainty in several respects, and we must make a separate determination after the end of each taxable year as to whether we were a PFIC for such year. As such, 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 value 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 any future taxable year.

If we were a PFIC for any taxable year during which U.S. Holders held ADSs or ordinary shares, certain adverse U.S. federal income tax rules would apply. They would generally be subject to additional taxes and interest charges on certain "excess distributions" and on any gain realized on the disposition or deemed disposition of their ADSs or ordinary shares, regardless of whether we were a PFIC in the year in which they receive an "excess distribution" or dispose of or are deemed to dispose of their ADSs or ordinary shares. Distributions in respect of their ADSs or ordinary shares during a taxable year would generally constitute "excess distributions" if, in aggregate, they exceed 125% of the average amount of distributions with respect to their ADSs or ordinary shares over the three preceding taxable years or, if shorter, the portion of their 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 over their 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 determined under (c) above would be imposed on the resulting tax liability on the portion of the "excess distribution" or gain that is allocated to that period. In addition, if we were a PFIC, no distribution that U.S. Holders receive from us would qualify for taxation at the preferential rates discussed in the "Dividends on ADSs or ordinary shares" section above.

Under certain attribution rules, if we are a PFIC, U.S. Holders will be deemed to own their 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 they directly held the shares of such lower-tier PFIC.

If we were a PFIC in any year, U.S. Holders 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 their ADSs provided our ADSs are "marketable." Our ADSs will be "marketable" as long as they remain regularly traded on a national securities exchange, such as the New York Stock Exchange. If U.S. Holders make this election in a timely fashion, they would generally recognize as ordinary income or ordinary loss the difference between the market value of their ADSs 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. U.S. Holder's basis in the ADSs would be adjusted to reflect any such loss. U.S. Holders should consult their own tax advisors regarding potential advantages and disadvantages to them of making a "mark-to-market" election with respect to their ADSs. The mark-to-market election will not be available for any lower tier PFICs deemed owned pursuant to the attribution rules discussed above. We do not intend to provide U.S. Holders with the information they would need to make or maintain a "Qualified Electing Fund" election and they will, therefore, not be able to make or maintain a "mark-to-market" election with respect to their ADSs.

Under newly enacted legislation, unless otherwise provided by the U.S. Treasury, each U.S. Holder of a PFIC is required to file an annual report containing such information as the U.S. Treasury may require. Prior to such legislation, a U.S. holder of a PFIC was required to file U.S. Internal Revenue Service Form 8621 only for each taxable year in which such shareholder received distributions from the PFIC, recognized gain on a disposition of the PFIC stock, or made a reportable election .

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 28%). Backup withholding will not apply, however, if U.S. Holders provide a taxpayer identification number, certify as to no longer being an exempt person, exemption from backup withholding and otherwise comply with the applicable backup withholding rules. To establish their status as an exempt person, they will generally be required to provide certification on IRS Form W-9. Any amounts withheld from payments to U.S. Holders under the backup withholding rules that exceed their U.S. federal income tax liability will be

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allowed as a refund or a credit against their U.S. federal income tax liability, provided that they timely furnish the required information to the IRS. Under newly enacted legislation, certain individuals holding ADSs and ordinary shares other than in an account at a U.S. financial institution may be subject to additional information reporting requirements.

PROSPECTIVE PURCHASERS OF OUR ADSS AND ORDINARY SHARES ARE ENCOURAGED TO CONSULT THEIR 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 A 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 SEC's public reference room 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 SEC's Public Reference Section, 100 F Street, N.E., Washington D.C. 20549, at prescribed rates. Additionally, copies of this material may be obtained from the SEC's Internet site at <http://www.sec.gov>. The SEC'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 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.

We had RMB3,253.4 million (US\$492.9 million) short-term investments as of December 31, 2010, with a weighted average maturity of approximately 0.53 years.

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 6%, 0%, 3% in 2008, 2009 and 2010, respectively. In response to 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 available-for-sale investments are denominated in U.S. dollars and held by our Cayman Islands holding company. Our exposure to foreign exchange risk primarily relates to those financial assets denominated in U.S. dollars that were 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 and financial position, and the value of, and any dividends payable on, our ADS in U.S. dollars.

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 5.9%

and 3.3% in 2008, 2009 and 2010, respectively.

Table of Contents**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES.****D. American Depositary Shares*****Fees Payable by ADS Holders***

Citibank, N.A., the depository 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. Depository fees in connection with distributions of cash or securities to ADS holders and the depository service fee are charged by the depository to ADS holders of record of ADSs as of the applicable ADS record date. In the case of cash distributions, the depository fees are generally deducted from the cash being distributed. In the case of distributions other than cash (e.g., stock dividends, rights, etc.), the depository 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 depository sends invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts (via DTC), the depository generally collects its fees through the settlement system provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding their DTC accounts.

In the event of refusal to pay the depository fees the depository may, under the terms of the deposit agreement, refuse the depository service until payment is received or may set off the amount of the depository fees from any distribution to be made to the ADS holders.

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 depository. Cable, telex, fax transmissions and delivery expenses
As necessary	Any charges incurred by the depository in connection with regulatory requirements related to the shares, deposited securities, ADSs and ADRs.
As necessary	Any charges incurred by the depository or its agents for servicing the deposited securities

Fees Payable by the Depository to Us

From January 1, 2010 to March 31, 2011, we received from the depository a reimbursement of US\$644,786.54 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.

PART II.**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES.**

None of these events occurred in any of the years ended December 31, 2008, 2009, and 2010.

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, 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:

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 regarding the reliability of financial reporting and may not prevent or detect misstatements. Also,

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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, 2010 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, 2010.

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, 2010, 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, 2010 that have not been previously affected, or are reasonable likely to materially affect, our internal control over financial reporting.

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, 2010, 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). The 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 the authorized 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, 2010, 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, 2009 and 2010, and the related consolidated statements of operations and comprehensive income, cash flows and changes in shareholders' equity for each of the three years in the period ended December 31, 2010 of Giant Interactive Group, Inc. and our report dated June 17, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Shanghai, People's Republic of China

June 17, 2011

Table of Contents**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT.**

Our audit committee consists of Jason Nanchun Jiang, Andrew Y. Yan and Peter Andrew Schloss and is chaired by Peter Andrew Schloss. Peter Andrew Schloss, who has accounting and financial management expertise, is an audit committee financial expert 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 code of conduct are publicly available on our website at www.ga-me.com. We will post any amendments to or waivers from our Code of Ethics on our website.

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, or Ernst & Young, our independent registered public accounting firm, for the periods indicated below. We did not pay any other fees to Ernst & Young during the periods indicated below.

	For the Year Ended December	
	2008	2009
	(In thousands of RMB)	
Audit fees ⁽¹⁾	9,910	8,100
Audit-related fees ⁽²⁾	870	900
Tax fees ⁽³⁾	892	1,140
All other fees ⁽⁴⁾		

(1) Audit fees includes the aggregate fees billed for professional services rendered by Ernst & Young for the audit of our consolidated financial statements, as well as 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.

(2) Audit related fees represents aggregate of fees billed for professional services rendered by Ernst & Young for the assurance related services that are not reported under Audit fees.

(3) Tax fees represents the aggregated fees billed for professional services rendered by Ernst & Young for tax compliance and tax planning.

(4) All other fees represents any other fees other than Audit fees, Audit related fees and Tax fees.

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 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.

On August 11, 2008, our board of directors unanimously authorized management to repurchase up to US\$150.0 million of our ADSs or 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. Under the Share Repurchase Plan, we repurchased 14.9 million ADSs amounting to RMB667.3 million during 2008 and repurchased another 1,570,785 ADSs for a total consideration of approximately RMB63,000 million.

(US\$9,200,000) in 2009. In August 2009, our board of directors adopted another one-year share repurchase plan, authorizing the Company to repurchase up to US\$150.0 million of our ADSs, or Share Repurchase Plan II, which was extended for one additional year to August 2010 by the resolution of our board of directors. In 2009 and 2010, we did not repurchase any additional ADSs under the Share Repurchase Plan II.

Table of Contents**Issuer Purchases of Equity Securities**

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Units)		(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maxi Numbe (or Appro Dolla Value) of SH Units) that Be Purchased U Plans or Pr
Month: December 2007 (December 26, 2007 to December 31, 2007)	1,429,100 shares	US\$	12.0813	17,265 shares	US\$ 182,6
Month: January 2008 (January 2, 2008 to January 31, 2008)	13,073,600 shares	US\$	11.57	14,502,700 shares	US\$ 31,3
Month: February 2008 (February 1, 2008 to February 8, 2008)	2,981,400 shares	US\$	10.52	17,484,100 shares	US\$
Month: March 2008 (March 1, 2008 to March 31, 2008)				17,484,100 shares	US\$
Month: April 2008 (April 1, 2008 to April 30, 2008)				17,484,100 shares	US\$
Month: May 2008 (May 1, 2008 to May 31, 2008)				17,484,100 shares	US\$
Month: June 2008 (June 1, 2008 to June 30, 2008)				17,484,100 shares	US\$
Month: July 2008 (July 1, 2008 to July 31, 2008)				17,484,100 shares	US\$
Month: August 2008 (August 1, 2008 to August 31, 2008)				17,484,100 shares	US\$
Month: September 2008 (September 1, 2008 to September 30, 2008)	4,206,700 shares	US\$	7.48	21,690,800 shares	US\$ 118,5
Month: October 2008 (October 1, 2008 to October 31, 2008)	6,281,200 shares	US\$	6.18	27,972,000 shares	US\$ 79,6
Month: November 2008 (November 1, 2008 to November 31, 2008)	2,446,800 shares	US\$	6.28	30,418,800 shares	US\$ 64,3
Month: December 2008 (December 1, 2008 to December 31, 2008)	2,012,500 shares	US\$	5.98	32,431,300 shares	US\$ 52,2
Month: January 2009 (January 1, 2009 to January 31, 2009)	1,027,711 shares	US\$	5.80	33,459,011 shares	US\$ 46,3
Month: February 2009 (February 1, 2009 to February 28, 2009)	543,074 shares	US\$	5.94	34,002,085 shares	US\$ 43,0
Month: March 2009 (March 1, 2009 to March 31, 2009)				34,002,085 shares	US\$ 43,0 US\$ 43,0

Month: April 2009 (April 1, 2009 to April 30, 2009)	34,002,085 shares		
Month: May 2009 (May 1, 2009 to May 31, 2009)	34,002,085 shares	US\$	43,0
Month: June 2009 (June 1, 2009 to June 18, 2009)	34,002,085 shares	US\$	43,0
Month: July to December 2009 (July 1, 2009 to December 31, 2009)	34,002,085 shares	US\$	43,0

ITEM 16G. CORPORATE GOVERNANCE.

Differences Between Our Current Corporate Governance Practices and the NYSE Corporate Governance Requirements Applicable to Domestic US Companies

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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 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, to obtain shareholder approval for our adoption of, or material revisions to, our equity-compensation plans when applicable law, to obtain shareholder approval for our adoption of, or material revisions to, our equity-compensation plans when 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.

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 (File No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
- 4.7 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)

- 4.8 Purchase Option and
Cooperation Agreement
among Shanghai Giant
Network Technology Co.,
Ltd. (a/k/a Shanghai
Zhengtuo Network
Technology Co., Ltd.)
recorded shareholders of
Shanghai Giant Network
Technology Co., Ltd.,
namely Yuliang Feng,
Haixiao Lin, Wei Liu,
Chen Cheng, Lv Zhang,

Table of Contents**Exhibit
Number****Description of Document**

- 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 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 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 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, 2006 (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)
- 4.16* Translation of Office Lease and Property Management Contract between Shanghai Zhengtu Information Technology Co., Ltd. and Shanghai Jiante Biotechnology Co., Ltd.

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4.17*	Translation of Office Lease Contract between Shanghai Zhengtu Information Technology Co., Ltd. and Shanghai Biotechnology Co., Ltd.
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 No. 333-146681), as amended, initially filed with the Commission on October 31, 2007)
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
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed with this annual report

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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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 17, 2011

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, 2009 and 2010
GIANT INTERACTIVE GROUP, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

Financial Statements

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2009 and 2010

Consolidated Statements of Operations and Comprehensive Income for the Years Ended December 31, 2008, 2009 and 2010

Consolidated Statements of Cash Flows for the Years Ended December 31, 2008, 2009 and 2010

Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2008, 2009 and 2010

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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, 2009 and 2010, and the related consolidated statements of operations and comprehensive income, cash flows and changes in shareholders' equity for each of the three years in the period ended December 31, 2010. 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, 2009 and 2010, and the consolidated results of its operations and its cash flows for the three years in the period ended December 31, 2010, 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, 2010, 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 17, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Shanghai, The People's Republic of China

June 17, 2011

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CONSOLIDATED BALANCE SHEETS**

	Note	2009 (RMB)	December 31, (RMB) 2010	(
ASSETS				
Current assets:				
Cash and cash equivalents		1,097,155,269	2,776,936,322	42
Short-term investments	4	3,802,050,000	3,253,362,000	49
Accounts receivable (net of allowance of RMB 6,801,449 and RMB5,953,066 (US\$901,980) for 2009 and 2010)		1,623,703	9,800,407	
Prepayments and other current assets	6	125,522,286	132,727,408	2
Due from related parties (net of allowance of nil for both 2009 and 2010)	21	3,592	25,000,000	
Inventories		724,055	433,953	
Deferred tax assets	17	75,893,065	105,745,171	1
Total current assets		5,102,971,970	6,304,005,261	95
Non-current assets:				
Property and equipment, net	7	178,669,982	143,286,303	2
Intangible assets, net	8	118,328,290	33,954,716	
Due from research and development entity partners			10,783,600	
Goodwill	9	6,224,587	22,201,960	
Investment in equity investees	10		35,125,945	
Long-term investment	11		20,495,239	
Available-for-sale securities	13	450,966,634	423,302,661	6
Held-to-maturity securities		500,000,000		
Deferred tax assets	17	10,840,757	13,145,488	
Other assets	12	84,659,968	101,842,080	1
Total non-current assets:		1,349,690,218	804,137,992	12
Total assets		6,452,662,188	7,108,143,253	1,07
LIABILITIES AND SHAREHOLDERS EQUITY				
Current liabilities:				
Payables and accrued expenses	14	121,037,990	144,436,022	2
Advances from distributors		89,564,714	75,506,955	1
Deferred revenue		321,291,085	442,795,002	6
Tax payable		5,384,702	22,191,957	
Unrecognized tax benefit	17	9,955,138	14,758,798	

Deferred tax liabilities	17	214,339	624,770	
Total current liabilities		547,447,968	700,313,504	10
Non-current liabilities:				
Deferred tax liabilities	17	420,947	186,496	
Total liabilities		547,868,915	700,500,000	10
Commitments and contingencies	25			
Shareholders' equity				
Ordinary shares (par value US\$0.0000002 per share; 500,000,000 shares authorized as at December 31, 2009 and December 31, 2010, respectively; 263,110,626 shares issued and 226,819,007 shares outstanding at December 31, 2009; 263,110,626 shares issued and 228,019,412 shares outstanding at December 31, 2010)		417	417	
Additional paid-in capital		6,036,189,677	6,087,534,887	92
Statutory reserves	24	43,890,273	43,890,273	
Accumulated other comprehensive loss		(212,770,129)	(300,504,420)	(4)
Retained earnings		2,206,666,461	2,738,731,300	41
Treasury stock	22	(2,176,792,033)	(2,176,792,033)	(32)
Total shareholders' equity		5,897,184,666	6,392,860,424	96
Non controlling interests	15	7,608,607	14,782,829	
Total equity		5,904,793,273	6,407,643,253	97
Total liabilities and equity		6,452,662,188	7,108,143,253	1,07

The accompanying notes are an integral part of the consolidated financial statements.

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GIANT INTERACTIVE GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

		For the year ended			
	Note	2008	December 31,	2009	2010
		(RMB)	(RMB)	(RMB)	
Net revenue:					
Online games		1,589,675,915	1,293,018,121	1,289,480,817	19
Licensing revenues		4,391,427	10,687,252	42,666,674	
Other revenue, net		612,444	130,074	667,960	
Total net revenue		1,594,679,786	1,303,835,447	1,332,815,451	20
Cost of services		(217,899,466)	(204,069,659)	(199,122,245)	(3)
Gross profit		1,376,780,320	1,099,765,788	1,133,693,206	17
Operating (expenses) income:					
Research and product development		(88,539,393)	(113,354,460)	(186,036,564)	(2)
Sales and marketing		(241,575,189)	(119,600,377)	(143,006,150)	(2)
General and administrative		(141,785,677)	(121,446,102)	(119,447,009)	(1)
Government financial incentives	16	63,084,300	88,460,000	57,386,000	
Impairment of intangible assets	8			(46,557,669)	(
Total operating expenses		(408,815,959)	(265,940,939)	(437,661,392)	(6)
Income from operations		967,964,361	833,824,849	696,031,814	10
Interest income		184,963,678	102,200,467	136,097,898	2
Investment income (loss)		1,171,241	(5,970,899)		
Unrealized loss on investment held-for-trading		(300,493)			
Other (expense) income, net		(842,825)	14,024,846	65,465,834	
Income before income tax expenses		1,152,955,962	944,079,263	897,595,546	13
Income tax expenses	17	(39,367,808)	(85,060,010)	(89,322,402)	(1
Share of loss of an equity investee				(648,106)	
Net income		1,113,588,154	859,019,253	807,625,038	12
Net loss attributable to non controlling interests	15		294,493	3,562,795	

Net income attributable to the Company's shareholders	1,113,588,154	859,313,746	811,187,833	12
Other comprehensive loss, net of tax				
Foreign currency translation	(192,424,438)	(12,768,786)	(73,194,240)	(1)
Reclassification adjustment		(1,813,513)		
Unrealized holding gains (losses)	76,969,037	(30,951,002)	(14,540,051)	(
Total other comprehensive loss, net of tax	(115,455,401)	(45,533,301)	(87,734,291)	(1
Comprehensive income	998,132,753	813,780,445	723,453,542	10
Earnings per share:	18			
Basic	4.65	3.80	3.57	
Diluted	4.49	3.67	3.47	
Weighted average ordinary shares:				
Basic	239,458,633	226,278,227	227,308,854	22
Diluted	247,895,076	233,960,556	233,928,400	23

The accompanying notes are an integral part of the consolidated financial statements.

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**GIANT INTERACTIVE GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the year ended December 31,			
	2008 (RMB)	2009 (RMB)	2010 (RMB)	
Cash flows from operating activities:				
Net income	1,113,588,154	859,019,253	807,625,038	12
Adjustments for:				
Deferred taxes	(28,623,458)	12,130,935	(31,980,857)	(
Share-based compensation expense	46,131,574	30,575,390	33,289,216	
Depreciation of property and equipment	40,126,174	52,965,806	54,444,577	
Amortization of intangible assets and other assets	8,120,619	15,703,041	31,657,738	
Loss from disposal of property and equipment	72,641	204,061	4,213,443	
Impairment of intangible assets			46,557,669	
Allowance for doubtful debts	6,639,131	162,318	(1,031,746)	
Unrealized loss on investment held-for-trading	300,493			
Net realized gain on investment held-for-trading		(320,777)		
Interest income	(3,165,441)	(30,060,909)	(18,792,361)	(
Gain on deconsolidation of a subsidiary			(68,774,051)	(1
Share of loss of an equity investee			648,106	
Changes in assets and liabilities:				
Increase in accounts receivable	(824,613)	(961,407)	(7,144,958)	(
Decrease in prepayments and other current assets	(4,204,600)	(47,336,596)	40,316,553	
(Increase) decrease in due from related parties	(633,470)	(3,592)	3,592	
Increase in due from research-and-development entity partners			(10,783,600)	(
(Increase) decrease in inventories	(1,066,926)	728,747	290,102	
Decrease in long-term deposits	7,600			
Increase in other assets		(85,239,597)		
(Decrease) increase in payables and accrued expenses	(94,384,161)	29,302,376	22,543,374	
(Decrease) increase in advance from distributors	(41,185,858)	2,945,310	(14,057,759)	(
(Decrease) increase in unrecognized tax benefit	(26,099,164)	5,142,414	4,803,660	
Increase (decrease) in income tax payable	16,741,580	(11,358,696)	16,807,255	
Increase (decrease) in deferred revenue	78,159,635	(81,839,193)	121,503,917	1
 Net cash provided by operating activities	 1,109,699,910	 751,758,884	 1,032,138,908	 15
Cash flows from investing activities:				
Payment for short-term investments	(5,450,689,074)	(3,239,964,493)	(6,823,806,000)	(1,03
Proceeds received from maturity of short-term investments	2,073,871,859	2,810,062,992	7,872,494,000	1,19
Deposit for purchase of an office building			(18,921,000)	(
Investment in equity investees			(3,000,000)	(
Increase in long-term investments			(20,495,239)	(
Payment for available-for-sale investments	(348,683,006)	(34,157,500)		

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Payment for held-to-maturity securities		(500,000,000)		
Purchase of property and equipment	(131,086,137)	(20,969,714)	(20,880,588)	
Capitalized product development costs and purchased software	(17,657,708)	(35,383,116)	(15,653,901)	
Proceeds from deconsolidation of a subsidiary			28,625,000	
Deconsolidation of a subsidiary			(25,000,000)	
Acquisition of a subsidiary, net of cash acquired		(1,510,103)	(15,016,811)	
Net cash (used in) provided by investing activities	(3,874,244,066)	(1,021,921,934)	958,345,461	14
Cash flows from financing activities:				
Proceeds from exercise of share options	10,752,003	18,734,326	17,760,783	
Dividends to shareholders	(593,498,287)	(277,652,205)	(279,122,994)	(4)
Repurchase of shares	(1,987,411,477)	(62,846,075)		
Capital contribution from non controlling interests		5,145,000	10,737,017	
Proceeds paid to selling shareholder	(13,710,697)			
Net cash used in financing activities	(2,583,868,458)	(316,618,954)	(250,625,194)	(3)
Effect of exchange rate changes on cash and cash equivalents	(250,784,373)	(12,335,583)	(60,078,122)	(
Net (decrease) increase in cash and cash equivalents	(5,599,196,987)	(599,117,587)	1,679,781,053	25
Cash and cash equivalents at the beginning of year	7,295,469,843	1,696,272,856	1,097,155,269	16
Cash and cash equivalents at the end of year	1,696,272,856	1,097,155,269	2,776,936,322	42

The accompanying notes are an integral part of the consolidated financial statements.

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GIANT INTERACTIVE GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONT D)

	For the year ended December 31,			
	2008	2009	2010	
	(RMB)	(RMB)	(RMB)	
Supplemental disclosures:				
Income tax paid	(110,575,684)	(99,688,366)	(116,066,099)	(1
Interest received	181,798,237	72,139,558	150,531,887	2
Non-cash operating activities				
Deconsolidation of a subsidiary				
- Intangible assets			25,000,000	
-Due from related parties			(25,000,000)	(
-Non-controlling interest			3,750,000	
Non-cash investing activities:				
- Acquisition of property and equipment included in payables and accrued expenses	(4,613,467)	(3,161,223)	1,889,955	
- Investment in Huayi Juren Information			(32,774,051)	(

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

	Number of ordinary shares	Ordinary shares (RMB)	Additional paid-in capital (RMB)	Statutory reserves (RMB)	Accumulated other comprehensive loss (RMB)	Retained earnings (RMB)	Treasury stock (RMB)
Note							
Balance as of January 1, 2008	257,241,526	411	5,928,533,055	43,890,273	(51,781,427)	511,416,766	(126,534,481)
Net income for the year						1,113,588,154	
Comprehensive income:							
- Foreign currency translation					(256,804,583)		
- Unrealized holding gains	13				102,655,057		
- Deferred tax benefit, net					38,694,125		
Exercise of share options		779,100	1	10,752,002			
Shares issued and reserved for share options			5				
Share-based compensation	19		46,131,574				
Repurchase of shares	22	(31,002,200)					(1,987,411,477)
Balance as of December 31, 2008	227,018,426	417	5,985,416,631	43,890,273	(167,236,828)	1,625,004,920	(2,113,945,958)
Net income for the year						859,313,746	
Comprehensive income:							
- Foreign currency translation					(12,768,786)		
- Reclassification adjustment					(1,813,513)		
- Unrealized holding losses	13 19	1,371,366	18,734,326		(30,951,002)		

Exercise of share options								
Share based compensation	19			32,038,720				
Repurchase of shares	22	(1,570,785)						(62,846,075)
Dividends to shareholders	23					(277,652,205)		
Balance as of December 31, 2009		226,819,007	417	6,036,189,677	43,890,273	(212,770,129)	2,206,666,461	(2,176,792,033)
Net income for the year							811,187,833	
Comprehensive income:								
- Foreign currency translation						(73,194,240)		
- Unrealized holding losses	13					(14,540,051)		
Exercise of share options	19	1,200,405		17,760,783				
Share based compensation	19			33,584,427				
Dividends to shareholders	23						(279,122,994)	
Balance as of December 31, 2010 (RMB)		228,019,412	417	6,087,534,887	43,890,273	(300,504,420)	2,738,731,300	(2,176,792,033)
Balance as of December 31, 2010 (US\$)		228,019,412	63	922,353,771	6,650,041	(45,530,973)	414,959,288	(329,816,975)

The accompanying notes are an integral part of the consolidated financial statements.

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GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010

1. ORGANIZATION AND NATURE OF OPERATIONS

The accompanying consolidated financial statements include the financial statements of Giant Interactive Group, Inc. (the "Company" or "Giant Interactive"), its subsidiaries and the VIE subsidiary, collectively referred to as the "Group".

Giant Interactive was incorporated in the Cayman Islands on July 26, 2006 and became the holding company of the Group.

The Group is engaged in the development and operation of online games in the People's Republic of China (the "PRC") primarily develops and operates online games through its subsidiary, Zhengtu Information, and its VIE subsidiary, Giant Network.

Details of the Company's subsidiaries are as follows:

Subsidiary	Date of incorporation/ establishment	Place of incorporation/ establishment	Percentage of shareholding/ ownership	Principal activities
Shanghai Giant Network Technology Co., Ltd. ("Giant Network")	November 14, 2004	PRC		Internet content provider
Eddia International Group Limited ("Eddia International")	July 26, 2006	British Virgin Islands (BVI)	100.00%	Investment holding
Shanghai Zhengtu Information Technology Co., Ltd. ("Zhengtu Information")	September 6, 2006	PRC	100.00%	Online game development and maintenance
Giant Interactive (Hong Kong) Limited ("Giant HK")	December 22, 2008	Hong Kong	100.00%	Investment holding
Zhuhai Zhengtu Information Technology Co., Ltd. ("Zhuhai Zhengtu")	February 19, 2009	PRC	100.00%	Online game research and development
Hangzhou Snow Wolf Software Co., Ltd. ("Snow Wolf Software")	Acquired on May 18, 2009	PRC	51.07%	Online game research and development
Shanghai Zhengduo Information Technology Co., Ltd. ("Zhengduo Information")	July 8, 2009	PRC	100.00%	Online game development and maintenance
Shanghai Jujia Network Technology Co., Ltd. ("Jujia Network")	October 20, 2009	PRC	51.00%	Online game research and development
Shanghai Juhuo Network Technology Co., Ltd. ("Juhuo Network")	November 4, 2009	PRC	51.00%	Online game development and maintenance
Shanghai Juhe Network Technology Co., Ltd. ("Juhe Network")	November 4, 2009	PRC	51.00%	Online game research and development
Wuxi Giant Network Technology Co., Ltd. ("Wuxi Network")	December 28, 2009	PRC	-*	Online game research and development
Shanghai Juyan Network Technology Co., Ltd. ("Juyan Network")	January 4, 2010	PRC	51.00%	Online game research and development

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GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010

1. ORGANIZATION AND NATURE OF OPERATIONS (Cont d)

Subsidiary	Date of incorporation/ establishment	Place of incorporation/ establishment	Percentage of shareholding/ ownership	Principal activities
Shanghai Juxi Network Technology Co., Ltd. (Juxi Network)	January 21, 2010	PRC	51.00%	Online game research and development
Shanghai Juxian Network Technology Co., Ltd. (Juxian Network)	January 25, 2010	PRC	51.00%	Online game research and development
Chengdu Jufan Network Technology Co., Ltd. (Jufan Network)	March 29, 2010	PRC	51.00%	Online game research and development
Shanghai Zhengju Information Technology Co., Ltd. (Zhengju Information)	April 28, 2010	PRC	*	Online game research and development
Shanghai Juquan Network Technology Co., Ltd. (Juquan Network)	May 19, 2010	PRC	51.00%	Online game research and development
Wuxi Tiema Network Technology Co., Ltd. (Tiema Network)	June 3, 2010	PRC	*	Online game research and development
Shanghai Juxin Network Technology Co., Ltd. (Juxin Network)	October 9, 2010	PRC	*	Online game research and development
Beijing Juren Zhengtu Information Technology Co., Ltd. (Juren Zhengtu Information)	October 13, 2010	PRC	*	Online game research and development
Beijing Julun Network Information Technology Co., Ltd. (Julun Network)	Acquired on November 19, 2010	PRC	*	Online game research and development
Shanghai Haoji Network Technology Co., Ltd. (Haoji Network)	Acquired on November 24, 2010	PRC	*	Online game research and development

* These are all subsidiaries of Giant Network.

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**GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010**

1. ORGANIZATION AND NATURE OF OPERATIONS (Cont d)

In September 2006, in contemplation of an initial public offering, the Group completed a reorganization (the Reorganization) which was necessary to comply with PRC law and regulations that restrict foreign ownership of a company that provides Internet services, which includes operating online games.

As part of the Reorganization, Mr. Yuzhu Shi, his immediate family and the other eighteen individual shareholders of Giant Network, through their respective BVI holding companies, established the Company and Eddia International. Mr. Yuzhu Shi and his immediate family, through their BVI holding companies, Union Sky Holding Co., Ltd. and Vogel Holding Group Limited, are the controlling shareholders of the Company since incorporation. Subsequently, on September 6, 2006, Eddia International established Zhengtu Information, a wholly-owned foreign enterprise, which entered into a series of agreements with Giant Network. Pursuant to these agreements, Giant Network transferred most of its employees and operating assets, including the rights to operate its online game, Giant Online, to Zhengtu Information, except for certain assets that an online game operator must own to be an Internet license holder. In return, Zhengtu Information exclusively provides certain technical and consulting services and software licenses to Giant Network on an exchange for fees, which can be adjusted at the Company's discretion, through its direct ownership interest in Zhengtu Information, as well as provide financial support to Giant Network, as necessary. As a result of these agreements, the Company is considered the primary beneficiary of Giant Network (see Note 2) and accordingly, Giant Network's results of operation and financial condition are consolidated in the financial statements of the Group.

On January 4, January 21, January 25, March 29, and May 19, 2010, Zhengduo Information established Juyan Network, Juxian Network, Jufan Network and Juquan Network with 51% equity interest respectively.

On April 28 and October 9, 2010, Giant Network established Zhengju Information and Juxin Network with 100% equity interest and 51% equity interest, respectively.

On June 3 and October 13, 2010, Wuxi Network established Tiema Network and Juren Zhengtu Information with 51% equity interest and 100% equity interest, respectively.

On November 19 and November 24, 2010, Giant Network acquired Julun Network and Haoji Network, two of online game operation and development companies, with 100% equity interest and 50% equity interest, respectively. Giant Network has veto rights over Haoji Network's operating and financial decisions.

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**GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010**

1. ORGANIZATION AND NATURE OF OPERATIONS (Cont d)

On December 6, 2010, Zhengtu Information, Giant Network and Shanghai Juyan Network Technology jointly established B Huayi Juren Information Technology Co., Ltd (Huayi Juren Information) with 51%, 34% and 15% equity interest, respect registered capital of Huayi Juren Information was RMB 25,000,000. The Group was the controlling shareholder with 85% e interest. On December 31, 2010, Zhengtu Information sold its 51% equity interest in Huayi Juren Information to Huayi Brot Corporation (Huayi) and as a result, Huayi Juren Information was deconsolidated (See Note 5).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1) Basis of presentation and use of estimates

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally in the United States of America (US GAAP).

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates assumptions that affect the reported amounts of its assets and liabilities, disclosures of contingent assets and liabilities at the sheet dates and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assum reflected in the Company s consolidated financial statements include, but are not limited to, revenue recognition, acquired i assets and related goodwill, recoverability and useful lives of property and equipment, intangible assets and goodwill, share-compensation expenses, deferred tax assets and related valuation allowance, income tax uncertainties, provision for doubtful impairment and valuation of investments. Management bases the estimates on historical experience and on various other ass that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of ass liabilities. Actual results could materially differ from these estimates. Certain amounts previously reported have been reclass conform to the current year presentation.

2) Consolidation

The consolidated financial statements include the financial statements of the Company, its subsidiaries and the VIE subsidiary for which the Company is the primary beneficiary. All transactions and balances between the Company, its subsidiaries and the VIE subsidiary have been eliminated upon consolidation.

The Group has adopted Financial Accounting Standards Codification (ASC) Subtopic 810-10 (ASC 810-10), Consolide ASC 810-10 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the e finance its activities without additional subordinated financial support from other parties.

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**GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

2) Consolidation (Cont d)

PRC laws and regulations restrict foreign ownership of companies that operate online games. To comply with these foreign ownership restrictions, the Company operates its online games in the PRC through Giant Network, a variable interest entity which is majority-owned by Mr. Yuzhu Shi and holds the license and approvals to operate online games in the PRC. Upon the Reorganization, an agreement was entered into amongst Zhengtu Information, Giant Network and Giant Network's direct equity holders, which gave Zhengtu Information the ability to control Giant Network, including its financial interest, as described below.

Pursuant to the contractual arrangements with Giant Network, Zhengtu Information provides certain technical and consulting services and software licenses to Giant Network in exchange for fees. As Zhengtu Information contractually controls the management of Giant Network and Giant Network has granted an irrevocable proxy to Zhengtu Information or its designee, the Company through its wholly-owned equity interest in Zhengtu Information, in substance, has unilateral discretion in setting the fees charged to Giant Network. During the year ended December 31, 2008, 2009 and 2010, such fees totaled approximately RMB1,327,000,000, RMB989,000,000 and RMB1,135,000,000 (US\$171,000,000) respectively, which represented substantially all of Giant Network's operating profits throughout the years presented. As of December 31, 2010, the share capital and accumulated losses of Giant Network were RMB10,000,000 and RMB127,393,934, respectively; (2009: RMB10,000,000 and RMB63,597,791, respectively). Zhengtu Information has also undertaken to provide financial support to Giant Network to the extent necessary for its operations.

The principal services and software license agreements that Zhengtu Information has entered into with Giant Network are:

Online games software sales and licensing agreement, pursuant to which Zhengtu Information licenses online game software to Giant Network; and

Exclusive technical consulting and service agreement, pursuant to which Zhengtu Information provides exclusive technical consulting and consulting services to Giant Network.

In addition, Zhengtu Information has entered into agreements with Giant Network and its equity holders with respect to certain shareholder rights and corporate governance matters that provide Zhengtu Information with the ability to control Giant Network. Pursuant to these contractual arrangements:

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**GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

2) Consolidation (Cont d)

The equity holders of Giant Network have granted an irrevocable proxy of their voting rights underlying their equity interest in Giant Network to Zhengtu Information or its designee, which includes, but are not limited to, the sale or transfer of all of the equity interest in Giant Network and to exercise the right to appoint directors, general manager and other management of Giant Network;

Giant Network will not enter into any transaction that may materially affect its assets, liabilities, equity or operations without the prior written consent of Zhengtu Information;

Zhengtu Information may purchase the entire equity interest in, or all the assets of Giant Network, for a purchase price equal to the net assets of Giant Network or the minimum price permitted by PRC laws, if and when PRC laws are revised to allow such a transaction;

The equity holders of Giant Network have pledged their equity interest in Giant Network to Zhengtu Information to secure the payment obligations of Giant Network under all of the agreements between Giant Network and Zhengtu Information;

The equity holders of Giant Network will not transfer, sell, pledge or dispose of their equity interest in Giant Network without the prior written consent of Zhengtu Information; and

Giant Network will not distribute any dividend without the prior consent of Zhengtu Information.

In June 2007, Zhengtu Information and Giant Network entered into a supplementary agreement, whereby Zhengtu Information clarified the extent of financial support for the operations of Giant Network including, but not limited to, any losses incurred by Giant Network. Zhengtu Information also agrees not to demand any repayment of loans from Giant Network. While this supplementary agreement was signed in 2007, the intent and substance of all agreements signed in 2006 remained unchanged.

On July 22, 2007, Zhengtu Information entered into a supplementary agreement with Giant Network and its equity holders. While this supplementary agreement was signed in 2007, the intent and substance of all agreements signed in 2006 remained unchanged. For more information, see the supplementary agreement:

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**GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

2) Consolidation (Cont d)

All funds received by the equity holders of Giant Network or their designees (including but not limited to dividend loans) will be remitted to Zhengtu Information and Giant Network respectively;

The exercise price of the option to purchase equity interest of Giant Network is revised to RMB10,000,000 or the lowest price permitted by PRC laws. Any consideration received by the equity holders of Giant Network or their designees upon the sale will be remitted to Giant Network; and

All future amendments to the agreements, including, but not limited to, any adjustment of service and consulting fees, payment of dividends, and approval for extensions of loans, are required to be approved by the Board of Directors of the Company.

On August 27, 2007, Zhengtu Information entered into a supplementary agreement with Giant Network and its equity holders to revise certain terms of certain Reorganization agreements. Pursuant to the supplemental agreement the irrevocable proxy granted by Giant Network to Zhengtu Information or its designee, which had an original term of ten years, will be automatically renewed for ten years unless objected to by Zhengtu Information. The exercise price of the option to purchase equity interest of Giant Network is revised to the higher of RMB10,000,000 or the lowest price permitted by PRC laws. The intent and substance of the Reorganization agreements revised by this supplemental agreement remain unchanged.

Despite the lack of technical majority ownership, there exists a parent-subsidary relationship between the Company and Giant Network through the 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 the Company. In addition, through the other aforementioned agreements, the Company demonstrates its ability and intention to continue to exercise the ability to absorb substantially all of the profits and all of the expected losses of Giant Network. Thus, the Company is also considered the primary beneficiary of Giant Network. Accordingly, Giant Network's results are consolidated in the Company's financial statements.

ASC 810-10 requires a parent company deconsolidate a subsidiary or derecognizes a group of assets when that parent company no longer controls the subsidiary or group of assets. Upon deconsolidation of a subsidiary, an entity recognizes a gain or loss on the transaction and measures any retained investment in the subsidiary at fair value. The gain or loss includes any gain or loss associated with the difference between the fair value of the retained investment in the subsidiary and its carrying amount at the date the subsidiary is deconsolidated. In contrast, an entity is required to account for a decrease in its ownership interest of a subsidiary that does not result in a change of control of the subsidiary as an equity transaction.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

3) Foreign currency translation and transactions

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GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010

The Company's, its BVI and Hong Kong subsidiary's functional currency is the United States dollars (US\$). The functional currency of the Company's PRC subsidiaries and the VIE subsidiary is the Chinese Renminbi (RMB), based on the criteria of ASC 830-10 (ASC 830-10), Foreign Currency Matters: Overall. The Company uses the RMB as its reporting currency. The Company uses the average exchange rate for the year and the exchange rate at the balance sheet date to translate its operating results and financial position, respectively. Translation differences are recorded in accumulated other comprehensive loss, a component of shareholders' equity.

Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the transaction dates. Assets and liabilities denominated in foreign currencies are remeasured into the functional currency at the exchange rates prevailing at the balance sheet date. The resulting realized and unrealized exchange gains and losses are included in the consolidated statements of operations and comprehensive income.

4) Convenience translation

Amounts in US\$ are presented for the convenience of the reader and are translated at the noon buying rate of US\$1.00 to RMB on December 31, 2010 in the City of New York for cable transfers of RMB as certified for customs purposes by the Federal Reserve Bank of New York. No representation is made that the RMB amounts could have been, or could be, converted into US\$ at such rate.

5) Long-term Investment and Investments in equity investees

Long-term investment represents cost method investments and equity method investments. In accordance with ASC 325-20 (ASC 325-20), Investments-Other: Cost Method Investments, the Equity Method of Accounting for Investments in Common Stock, the Company accounts for investments in an investee over which the Company does not have significant influence, the Company carries the investment at cost and only adjusts for other-than-temporary declines in fair value and distributions of earnings. The management regularly evaluates its cost method investments based on the performance and financial position of the investee as well as other factors to determine if impairment of its cost method investments based on the performance and financial position of the investee as well as other factors is indicated. Such evaluation includes, but is not limited to, reviewing the investee's cash position, recent financial performance, projected and historical financial performance, cash flow forecasts and current and future financing needs. An impairment loss is recognized in the consolidated statements of operations equal to the excess of the investment's cost over its fair value at the balance sheet date of the reporting period for which the assessment is made. The fair value would then become the new cost basis of the investment. The impairment charge was nil for the years ended December 31, 2009 and 2010.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

5) Long-term Investment and Investments in equity investees (Continued)

Investments in equity investees represent investments in entities in which the Company can exercise significant influence but does not own a majority equity interest or control are accounted for using the equity method of accounting in accordance with ASC 323-10 (ASC 323-10), Investments-Equity Method and Joint Ventures: Overall.

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GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010

Under the equity method, the Company initially records its investment at cost and adjusts the carrying amount of the investment to recognize the Company's proportionate share of each equity investee's net income or loss into consolidated statements of operations after the date of acquisition. The difference between the cost of the equity investee and the amount of the underlying equity investee's assets of the equity investee is recognized as equity method goodwill included in equity method investment on the consolidated balance sheets. The Company evaluated the equity method investments for impairment under ASC 323-10. An impairment loss on equity method investments is recognized in the consolidated statements of income when the decline in value is determined to be other-than-temporary.

6) 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 mainly fixed time foreign deposits that are classified as short-term investments which are stated at their approximate fair value.

The Company accounts for its investments in accordance to ASC subtopic 320-10 (ASC 320-10), Investments-Debt and Equity Securities: Overall. ASC 320-10 classifies the investments in debt securities as held-to-maturity, trading or available-for-sale. The classification determines the respective accounting methods stipulated by the accounting standard for financial instruments. Debt 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 where the Company did not document its 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.

The securities that the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity securities and are stated at amortized cost. For individual securities classified as held-to-maturity securities, the Company evaluates whether there is a fair value below the amortized cost basis is other than temporary in accordance with the Company's policy and ASC 320-10. If the Company concludes that it does not intend or is not required to sell an impaired debt security before the recovery of its amortized basis, the impairment is considered temporary and the held-to-maturity securities continue to be recognized at the amortized cost basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

6) Cash, cash equivalents and short-term investments (Cont d)

When the Company intends to sell an impaired debt security or it is more likely than not that it will be required to sell prior to the maturity of its amortized cost basis, an other-than-temporary impairment loss equal to the entire excess of the debt security's amortized cost basis over its fair value is recognized at the balance sheet date.

Dividend and interest income, including amortization of the premium and discount arising at acquisition, for all categories of investments in securities are included in

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**GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010**

earnings. Any realized gains or losses on the sale of the investments are determined on a specific identification method, and and losses are reflected as a component of interest income.

7) *Property and equipment*

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the following estimated useful lives:

Computer equipment	5 years
Leasehold improvements	Over the shorter of the lease term or the estimated useful lives of the assets
Furniture and fixtures	5 years
Motor vehicles	5 years

Fixed assets have an estimated residual equal to 5% of the original cost.

Repair and maintenance costs are charged to expense as incurred, whereas the cost of renewals and betterments that extend the life of a fixed asset are capitalized as an addition to the related asset. Retirements, sales and disposals of assets are recorded removing the cost and accumulated depreciation from the asset and accumulated depreciation accounts with any gain or loss in the consolidated statements of operations and comprehensive income.

The Group recognizes website and internally used software development costs in accordance with ASC subtopic 350-40 (A 350-40), Intangibles-Goodwill and Other: Internal-Use Software. As such, the Group expenses all costs that are incurred in with the planning and implementation phases of development and costs that are associated with repair or maintenance of the websites and software. Costs incurred in the development phase are capitalized and amortized over their estimated expected the inception of the Group, the amount of property and equipment costs qualifying for capitalization has been insignificant a result those costs have been expensed as incurred.

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**GIANT INTERACTIVE GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2008, 2009 and 2010**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

8) *Intangible assets*

The Group recognizes costs to develop its online game products in accordance with ASC subtopic 985 Software. Online game development costs consist primarily of payroll, depreciation and other overhead expenses incurred by the Group to develop, monitor and manage the Group's online gaming products. Costs incurred for the development of online game products prior to establishment of technological feasibility are expensed when incurred and are included in product development expenses. Once an online game product has reached technological feasibility, all subsequent online game product development costs are capitalized until the product is available for marketing. Technological feasibility is evaluated on a product-by-product basis, but typically encompasses both technical design and game design documentation and only occurs when the online games have a proven ability to operate in an online game environment. Since the inception of the Group, the amount of online game development costs qualifying for capitalization as intangible assets was approximately RMB 28,746,000 and is being amortized over the estimated life of the corresponding online games.

Purchased software is stated at cost less accumulated amortization. Amortization is computed using the straight-line method over the estimated useful life of the software in years.

The intellectual property rights purchased are capitalized and amortized on a straight-line basis over the estimated useful economic life of the relevant online game. The online game related to the intellectual property rights has commenced operations in April 2010. As a result, amortization has commenced as of that date. The online game and the related intellectual property rights were part of a subsidiary that was deconsolidated as of December 31, 2010 (See Note 5).

The intangible asset arising from the acquisition of a Snow Wolf Software consists of one online software game and was recorded at fair value with a useful life of 3 years. The online software game will be amortized on a straight-line basis over three years. The intangible assets arising from the Julun Network acquisition also consists of one online software game and was recorded at fair value with an estimated useful life on a straight line basis over 5 years.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

9) Impairment of long-lived assets and intangible assets

Long-lived assets, including intangible assets, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with ASC subtopic 360-10 (ASC 360-10), Property, Plant, and Equipment: Overall. When such events occur, the Company assesses the recoverability of the long lived assets by comparing the carrying amount to the estimated future undiscounted cash flow associated with the related assets. 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 estimated fair value. Fair value is generally determined by discounting the cash flows expected to be generated by the assets, when the market prices are not readily available for the long-lived assets.

The Group recorded an impairment loss associated with an online game and its related intellectual property rights amounting to RMB46,557,669 (US\$7,054,192) during the year ended December 31, 2010 (See Note 8). There were no indicators of impairment noted during the year ended December 31, 2009.

10) Goodwill

Goodwill represents the excess of the purchase price over the estimated fair value of net tangible and identifiable intangible assets acquired. The Group's goodwill and acquisition related intangible assets outstanding at December 31, 2010 were related to the acquisition of two subsidiaries (Note 3). In accordance with the provisions of ASC subtopic 350 (ASC 350), Goodwill and Intangible Assets, goodwill amounts are not amortized, but rather are tested for impairment at least annually or more frequently if indicators of impairment present.

The performance of the impairment test involves a two-step process. The first step of the impairment test involves comparing the fair value of the reporting unit with its carrying amount, including goodwill. Fair value is primarily determined by computing the present value of discounted cash flows expected to be generated by the reporting unit. If the reporting unit's carrying value exceeds its fair value, goodwill may be impaired. If this occurs, the Group performs the second step of the goodwill impairment test to determine the amount of impairment loss.

The fair value of the reporting unit is allocated to its assets and liabilities in a manner similar to a purchase price allocation in order to determine the implied fair value of the reporting unit's goodwill. If the implied goodwill fair value is less than its carrying value, a difference is recognized as impairment loss. The Group determined it has one reporting unit in which all goodwill was tested for impairment at each reporting period end resulting in no impairment charges for the periods presented.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

11) Available-for-sale investment

The Company has designated its investment in convertible redeemable preferred shares (Preferred Share) of Five One Network Development Co. Ltd., (51.com) and Mobile Embedded Technology Inc. (MET) as available-for-sale in accordance with ASC 320. Such available-for-sale investments are reported at fair value, with unrealized gains and losses recorded in accumulated other comprehensive income (loss) in shareholders' equity. Realized gains or losses are charged to earnings during the period in which a gain or loss is realized. If the Company determines a decline in fair value is other-than-temporary, the cost basis of the individual security is written down to its estimated fair value. The new cost basis will not be adjusted 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 (loss) through a credit or debit to shareholders' equity except for an other-than-temporary impairment, which would be charged to current period 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.

12) Fair value of financial instruments

Financial instruments of the Group primarily comprise of cash and cash equivalents, accounts receivable, certain other current amounts due from related parties and research-and-development (R&D) entity partners, short-term investments, investments in available-for-sale securities, held-to-maturity investment, and payables and accrued expenses. As of December 31, 2009 and 2008, the carrying values of these financial instruments except for investment in preferred shares approximated their fair values due to the short-term maturity of these instruments. The carrying amount of our held-to-maturity investment approximates its fair value as it was estimated based on quoted market interest rates. The carrying amount of the Group's available-for-sale investments was stated at fair value and subsequently re-measured and recorded at fair value at every year.

13) Other assets

Other assets represent amounts paid for the right to use land in the PRC and are recorded at purchase cost less accumulated amortization. Amortization is provided on a straight-line basis over the terms of the respective land use rights agreements, with a maximum of 50 years.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

14) Revenue recognition

The Group currently provides online game services in the PRC and recognizes revenue in accordance to the criteria of ASC 605 (ASC 605), Revenue Recognition when persuasive evidence of an arrangement exists, the service has been rendered, price is fixed or determinable, and collectability is reasonably assured.

The Group operates Massively Multiplayer Online Role-Playing Games (MMORPG) under a free-to-play model. Under this model, players can access the games free of charge but may purchase game points for in-game premium features.

The Group sells prepaid cards, in physical or virtual forms, for its in-game premium features to distributors who in turn sell the prepaid cards to end customers. The prepaid game cards provide customers with a pre-specified number of game points for consumption. All prepaid cards sold to distributors require upfront advance cash payments. The Group also sells game points online sales directly to end customers using their credit or debit cards, which is generally settled by the banks immediately to two days. Proceeds from the sale of prepaid game cards from distributors and online sale of game points are initially received in an advance from distributors. These prepaid fees are reclassified to deferred revenue upon the end users' online registration and conversion of the game points into the respective user accounts. The Group's end users are required to activate the prepaid cards by using access codes and passwords to transfer the value of those cards to game points in their personal user accounts. The Group does not recognize revenue for game cards which are sold but not yet converted into game points and used by customers to purchase premium features as the Group is required to provide future services, in the form of in-game premium features, related to those cards or points. Deferred revenue is recognized as revenue over the estimated life span of the premium features purchased or as the premium features purchased with the game points are consumed. The estimated life span of premium features is determined based on historical player usage patterns and playing behavior. When the life span of certain premium features cannot be reliably determined based on historical paying player patterns and behavior, the related revenues are recognized over the estimated game life. Future usage patterns may differ from the historical usage patterns on which the Group's revenue recognition policy is based. The Group monitors the operational statistics and usage patterns of its online games and modifies the expected life span when material changes are identified.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

14) Revenue recognition (Cont d)

Prepaid cards sold by the Group have an expiration period of two years, if not returned or activated, after which the Group suspend the cards and will recognize the related advance from distributors and/or deferred revenue. The Group has implemented a return policy for distributors to allow returns of unsold prepaid cards that have not expired up to a certain limit after six months. As of December 31, 2010, the Group has not received any returns. In addition, no refunds are allowed once game points have been transferred to the end users' personal user accounts.

The Group sells prepaid game cards at a discount to its distributors. The Group accounts for such discounts in accordance with ASC subtopic 605-15 (ASC 605-15), Revenue: Product. Such discounts are initially accounted for as a reduction of deferred revenue. As a result, deferred revenue includes the value of activated discounted and undiscounted prepaid cards and game points, which are subsequently recognized as revenue on a weighted average basis when the Group provides future services in the form of product features.

The Group also receives royalty income from a third party incorporated in Taiwan, which was a related party prior to June 2008, in exchange for licensing ZT Online and providing related technical support. The license allows the operation of the games in Hong Kong, Taiwan, Macau, Singapore and Malaysia. The royalty fees are determined based on an agreed percentage of game points consumed by the players with accounts registered with the third party, net of applicable withholding tax, which becomes fixed or determinable at the time actual usage occurs. The related royalty income is recognized on a monthly basis, as the third party reports its sales activity for the period. As a result of the foreign currency restrictions over the remittance of funds from Taiwan to the Group, to repay outstanding payables to the Group, beginning on October 1, 2008, such royalty income is recorded at the estimated fair value of the personnel services paid by the third party paid on behalf of the Group in accordance with the provisions of ASC subtopic 845-10 (ASC 845-10), Nonmonetary Transactions: Overall.

The Group also licenses ZT Online to overseas third parties in Vietnam from 2009 and in Russia from 2010. The royalty income is determined based on an agreed percentage of game points consumed by the players with accounts registered with the game vendors, net of applicable withholding tax, which becomes fixed or determinable at the time actual usage occurs. The related royalty income is recognized on a monthly basis, as the game vendors confirm their sales activities for the period.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

14) Revenue recognition (Cont d)

On October 28, 2009, the Company and Shenzhen Tencent Computer Systems Company Limited (Tencent Computer) entered into a three year ZT Online Green Edition Online Software Cooperation Agreement (Cooperation Agreement) to attract more players to play ZT Online Green Edition from the Tencent QQ Game platform user base. Under the Cooperation Agreement, the Company receives royalty income in exchange for licensing ZT Online, and service fees for providing servers, broadband resources and technical consulting services (collectively known as IT services). The Group accounts for the royalty income and service fees in accordance with ASC subtopic 605-25-25 (AS 605-25-25) Revenue Recognition for Multiple-Element Arrangements. The royalty income and service fees are both determined based on an agreed percentage of game point revenue earned from players with accounts registered with Tencent, net of applicable withholding tax. Royalty payments are recognized as revenue, when all contingencies associated with royalty payments have been resolved, when no remaining performance obligations exist relating to those payments and upon receipt of a confirmation of sales activity from Tencent. The service fees are contingent upon the future delivery of the IT services and game point revenue earned from players with accounts registered with Tencent. Service fees are recognized on a straight-line basis from the point in time at which the contingency has been resolved, over the remaining period of the Cooperation Agreement.

The Group also operates MMORPG under a pay-to-play model. Under this model, the Group receives subscription fees from distributors for the sale of time units, which allow end users to access its online game products. The distribution of time units to the end users typically is made by sales of prepaid game cards, in physical or virtual form. The prepaid game cards entitle the end users to access the Group s online game products for a specified period of time in accordance with the Group s published expiration policy. All subscription fees are deferred when received and revenue is recognized based upon the actual usage of time units by the end users, or when the end users are no longer entitled to access the online game products in accordance with the Group s published expiration policy.

The Group also sells security cards to its online game players which are used to protect or lock players personnel user accounts from being hacked. In 2010, revenue recognized has not been significant, with the total amount of RMB452,300 (US\$68,530) (2009: RMB130,074, 2008: RMB612,444) recorded as other revenue. The Group is subject to a withholding value added tax (VAT), on sales of the security cards at an applicable rate of 3% (2009: 3%). Other revenue is recognized net of VAT.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

14) Revenue recognition (Cont d)

The Group's VIE subsidiary is subject to a 5% business tax and related surcharges on the revenues earned from the sale of points by Giant Network and are deducted from online game revenues. The Group's PRC subsidiary, Zhengtu Information, is subject to a 5% business tax and related surcharges on its royalty income earned and are deducted from overseas licensing fees. Such business tax and related surcharges for the years ended 2008, 2009 and 2010 are RMB95,937,321, RMB72,701,726 and RMB85,019,261 (US\$12,881,706), respectively.

The Group does not defer any costs associated with the sale of its prepaid cards or game points.

15) Cost of services

Cost of services consists primarily of payroll, depreciation and amortization, maintenance and rental of computer equipment, production costs for prepaid game cards, and other overhead expenses directly attributable to the provision of the Company's game services.

Cost of services also includes a 5% business tax, 3% (net) VAT and related surcharges on technical and consulting fees and other fees charged by the Group's PRC subsidiary, Zhengtu Information, to the Group's VIE subsidiary, Giant Network. Such business tax, VAT and related surcharges for the years ended December 31, 2008, 2009 and 2010 are RMB66,418,440, RMB39,066,834 and RMB37,192,656 (US\$5,635,251), respectively.

16) Advertising expenses

Advertising costs are expensed when incurred as sales and marketing expenses and amounted to approximately RMB70,400,000, RMB31,426,000 and RMB65,297,000 (US\$9,894,000) for the years ended December 31, 2008, 2009 and 2010, respectively.

17) Research and product development expenses

Costs incurred for the development of online game products prior to the establishment of technological feasibility and costs incurred for maintenance after the online game products are available for marketing are expensed when incurred and are included in research and product development expenses.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

18) Comprehensive Income

Comprehensive income is defined as the change in equity of the Company during a period from transactions and other events and circumstances excluding transactions resulting from investments by owners and distributions to owners. Comprehensive income is reported in the consolidated statements of shareholders' equity. Accumulated other comprehensive loss of the Company consists of foreign currency translation adjustments and unrealized holding gains and losses of available-for-sale investments (net of any reclassification adjustments) and their corresponding deferred tax impact, if any.

19) Share-based compensation

The Group's employees participate in the Company's 2006 and 2007 stock incentive plan including share options and restricted shares, which is more fully described in Note 17. In 2010, the Group granted restricted shares to employees. The Group accounts for share-based payments pursuant to ASC subtopic 718-10 (ASC 718-10), Compensation-Stock Compensation: Overall. Under ASC 718-10, all grants of share options to employees are recognized in the consolidated financial statements based on their fair values. The Company's share options and restricted shares are subject to graded vesting provisions. Fair value of share options is determined with the assistance of an independent third party valuation firm, using a binomial option pricing model derived from market data. Fair value of restricted shares is determined by the fair market value at the grant day. The Group has elected to recognize compensation expense using the accelerated method for all share options and restricted shares with service conditions that have a graded vesting schedule.

ASC 718-10 requires forfeitures to be estimated at the time of grant and revised, if necessary, in the subsequent year if actual forfeitures differ from initial estimates. Share-based compensation expense is recorded net of estimated forfeitures such that expense was recorded only for those share-based awards that are expected to vest. Forfeiture rate is estimated based on historical and current expectation of employee turnover rate and are adjusted to reflect future change in circumstances and facts, if any.

The Group records share-based compensation expense for awards granted to non-employees in exchange for services at fair value in accordance with the provisions of ASC subtopic 505-50 (ASC 505-50), Equity: Equity based Payment to Non-employees. For awards granted to non-employees, the Group records compensation expense equal to the fair value of the share options at the performance date. The fair value of the unvested share options is recalculated at each reporting date as the service agreements with the non-employees do not include significant disincentive for non-performance. There were no share options issued to non-employees during the years ended December 31, 2008, 2009, and 2010, respectively.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

19) Share-based compensation (Cont d)

A change in any of the terms or conditions of stock options shall be accounted for as a modification of the plan. Therefore, calculates incremental compensation cost of a modification as the excess of the fair value of the modified option over the fair value of the original option immediately before its terms are modified, measured based on the share price and other pertinent factors as of the modification date. For vested share options, the Group would recognize incremental compensation cost in the period the modification occurs and for unvested share options, the Group would recognize, over the remaining requisite service period, the sum of the incremental compensation cost and the remaining unrecognized compensation cost for the original award on the modification date.

20) Leases

Leases are classified at the inception date as either a capital lease or an operating lease. For the lessee, a lease is a capital lease if one or more of the following conditions exist: a) ownership is transferred to the lessee by the end of the lease term, b) there is a bargain purchase option, c) the lease term is at least 75% of the property's estimated remaining economic life or d) the present value of the minimum lease payments at the beginning of the lease term is 90% or more of the fair value of the leased property to the lessor at the inception date. A capital lease is accounted for as if there was an acquisition of an asset and an incurrence of an obligation at the inception date. All other leases are accounted for as operating leases wherein rental payments are expensed as incurred. The Group has no capital leases for any of the years stated herein.

21) Income taxes

The Group follows the liability method in accounting for income taxes in accordance to ASC subtopic 740-10 (ASC 740-10). Taxes: Overall. 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 difference is expected to reverse. The Group records 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.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

22) *Accounting for uncertain income tax positions*

The Group adopted ASC 740-10 (ASC 740-10), Income Taxes: Overall 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. The Group did not incur a cumulative adjustment upon the adoption of ASC 740-10. The Group has elected to classify interest and penalties related to an uncertain tax position, if and when required, as part of income tax expense in the consolidated statements of operations and comprehensive income.

23) *Earnings per share*

Earnings per share are calculated in accordance with ASC subtopic 260-10 (ASC 260-10), Earnings Per Share: Overall. Earnings per share is computed by dividing net income attributable to holders of ordinary shares by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of ordinary shares and dilutive equivalent shares outstanding during the period. Dilutive equivalent shares consist of ordinary shares issuable upon exercise of stock options granted, with an exercise price less than the average fair market value for such period, using the treasury stock method. Dilutive equivalent shares are excluded from the computation of diluted earnings per share if their effects would be anti-dilutive.

24) *Financial incentives*

Government financial incentives are recognized as income upon receipt (see Note 16) as there are no conditions or continuing performance obligations of the Company attached to any of the governmental financial incentives received.

25) *Share Repurchase Program*

Pursuant to a Board of Directors resolution on December 24, 2007, the Company's management is authorized to repurchase up to US\$200 million of the Company's ADSs (Share Repurchase Plan 1). This plan terminated in accordance with its terms on February 13, 2008 with a total of 17,484,100 ADSs repurchased on the open market, for a total consideration of US\$200 million. During 2007 and 2008, the Company repurchased 1,429,100 ADSs and 16,055,000 ADSs, respectively, under this plan for a total consideration of US\$17.3 million and US\$182.7 million, respectively.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

25) Share Repurchase Program (Cont d)

On August 11, 2008, the Board of Directors unanimously authorized management to repurchase another up to US\$150 million of the Company's ADSs (Share Repurchase Plan 2). The Board of Directors also agreed to review the Company's share repurchase program periodically, and to adjust the amount authorized for repurchase as necessary. During 2008 and 2009, the Company has repurchased 14,947,200 ADSs and 1,570,785 ADSs, respectively, under this plan for a consideration of US\$97.8 million and US\$9.2 million, respectively.

In August 2009, the Board of Directors terminated the Share Repurchase Plan 2 and approved a new share repurchase plan (Share Repurchase Plan 3), authorizing the Company to repurchase up to US\$150 million of its ADSs. Under this share repurchase plan, the Company may repurchase its shares under one year, unless further extended or shortened by the Board of Directors within one year, as prescribed under the board resolution and as defined by SEC regulations. As of December 31, 2009 and 2010, no ADSs have been repurchased under this plan.

The Company accounted for those shares repurchase as Treasury Stock at cost in accordance to ASC Subtopic 505-30 (ASC 505-30), Treasury Stock (Pre-codification: Accounting Principles Board Opinion No. 6), and is shown separately in the Shareholders' Equity as the Company has not yet decided on the ultimate disposition of those ADSs acquired. When the Company decides to retire the treasury stock, the difference between the original issuance price and the repurchase price is debited into retained earnings.

26) Segment reporting

The Group follows ASC subtopic 280 (ASC 280), Segment Reporting. The Group's chief operating decision-maker, who is identified as the Chief Executive Officer, reviews the consolidated results when making decisions about allocating resources and assessing performance of the Group as a whole and hence, the Group has only one reportable segment. The Group operates and manages its business as a single segment through the provision of online gaming services. As the Group's long-lived assets are substantially all located in the PRC and substantially all the Group's revenues are derived from within the PRC, no geographical segments are presented.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

27) Concentration of risk

Credit risk

Financial instruments that potentially subject the Group to significant concentrations of credit risk consist primarily of cash equivalents, short-term investments, amounts due from related parties and R&D entity partners. As of December 31, 2009, substantially all of the Group's cash and cash equivalents and short-term fixed rate time deposits were held by Chinese financial institutions located in the PRC and Hong Kong. Historically, deposits in Chinese banks are secured due to the state policy of protecting depositors' interests. However, China promulgated a new Bankruptcy Law in August 2006 that has come into effect on June 1, 2007, which contains a separate article expressly stating that the State Council promulgates implementation measures for the bankruptcy of Chinese banks based on the Bankruptcy Law when necessary. Under the new Bankruptcy Law, a Chinese bank can be declared into bankruptcy. In addition, since China's accession to the World Trade Organization, foreign banks have been gradually allowed to operate in China and have been significant competitors against Chinese banks in many aspects, especially since the opening of Renminbi business to foreign banks in late 2006. Therefore, the risk of bankruptcy of those Chinese banks in which the Group has deposits has increased. In the event of bankruptcy of one of the banks which holds the Group's deposits, it is unlikely to claim its deposits back in full since it is unlikely to be classified as a secured creditor based on PRC laws. Since the global financial crisis began during the third quarter of 2008, the risk of bankruptcy of those banks in which the Group has deposits or investments has increased significantly. In the event of bankruptcy of one of these financial institutions, it may be unlikely to claim its deposits or investments back in full. The Group continues to monitor the financial strength of these financial institutions.

Amounts due from related parties and R&D entity partners are typically unsecured, interest free and without any fixed term of repayment. Any negative events or deterioration in financial well-being with respect to Group's related parties and R&D entity partners may cause material loss to the Group and have a material effect on the Group's financial condition and results of operations.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

27) Concentration of risk (Cont d)

The Company's available-for-sale investments, 51.com and MET are reported at fair value, with unrealized gains and losses in accumulated other comprehensive income (loss) in shareholders' equity (see Note 2.11 Available for sale securities). The maturity investment of New China Trust is secured, bears a fixed quarterly yield of 1.5% per quarter (6% per annum) and has a maturity date. The investment contracts of Shanghai Lingang New City Land Reserves (Shanghai Lingang) and Anhui Hailuo Investment Co., Ltd (Anhui Hailuo) are secured, bear fixed yields of 4.0% and 4.2% per annum respectively and have fixed maturity dates. The principal amounts of the Shanghai Lingang and Anhui Hailuo investment contracts are wholly guaranteed by China Minsheng Banking Corp. Ltd. Any negative events or deterioration in financial well-being with respect to the counterparties of the above investments and the underlying collateral may cause material loss to the Group and have a material effect on the Group's financial condition and results of operations.

Business and economic risk

The Group participates in a high technical industry and believes that changes in any of the following areas could have a material adverse effect on the Group's future financial position, results of operations or cash flows: changes in the overall demand for online gaming; competitive pressures from other online gaming companies; advances and new trends in new technologies and industry standards; changes in bandwidth suppliers; changes in certain strategic relationships or distributor relationships; regulatory considerations; and risks associated with the Group's ability to attract and retain employees necessary to support its growth.

All of the Group's revenues for the year ended December 31, 2008 were primarily derived from a single online game. More than 10% of the Group's revenues for the year ended December 31, 2009 and 2010 were primarily derived from a single online game. A single individual customer (both distributor and end user) accounted for more than 10% of net revenues for the year ended December 31, 2008, 2009 and 2010.

The Group's operations could be adversely affected by significant political, economic and social uncertainties in the PRC. Although the PRC government has been pursuing economic reform policies for more than 20 years, no assurance can be given that the PRC government will continue to pursue such policies or that such policies may not be significantly altered, especially in the event of a change in leadership, social or political disruption or unforeseen circumstances affecting the PRC political, economic and social conditions. There is also no guarantee that the PRC government's pursuit of economic reforms will be consistent or effective.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

27) Concentration of risk (Cont d)

Currency convertibility risk

Substantially all of the Group's businesses are transacted in RMB, which is not freely convertible into foreign currencies. On January 1, 1994, the PRC government abolished the dual rate system and introduced a single rate of exchange as quoted daily by the People's Bank of China. However, the unification of the exchange rates does not imply the convertibility of RMB into U.S. dollar or other foreign currencies. All foreign exchange transactions continue to take place either through the People's Bank of China or other banks authorized to buy and sell foreign currencies at the exchange rates quoted by the People's Bank of China. Approval of foreign currency payments by the People's Bank of China or other institutions requires submitting a payment application form together with suppliers' invoices, shipping documents and signed contracts.

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. On June 19, 2010, the People's Bank of China announced the end of the RMB's de facto peg to U.S. dollar, a policy which was instituted in late 2008 in the face of the global financial crisis, to further reform the RMB exchange rate regime and to enhance the RMB's exchange rate flexibility. The exchange rate floating bands will remain the same as previously announced in the inter-bank foreign exchange market. The depreciation of the U.S. dollar against RMB was approximately 0.1% in 2009 and 3.3% in 2010. Any significant revaluation of RMB may materially and adversely affect the Company's cash flows, revenues, earnings and financial position, and the value of, and any dividends payable on the ADS in U.S. dollars. As a result, an appreciation of RMB against the U.S. dollar would result in foreign currency translation losses when translating the net assets of the Company from the U.S. dollar into RMB.

28) Dividends

Dividends of the Company are recognized when declared. Relevant laws and regulations permit payments of dividends by subsidiaries and affiliated companies only out of their retained earnings, if any, as determined in accordance with respective accounting standards and regulations.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

29) Recent accounting pronouncements

In January 2010, the FASB issued ASU No. 2010-06 (ASU 2010-06), Fair Value Measurements and Disclosures: Improved Disclosures about Fair Value Measurements. ASU 2010-06 amends ASC 820 (ASC 820), Fair Value Measurements and Disclosures (Pre-codification: FAS 157 Fair Value Measurements) to require a number of additional disclosures regarding (1) the difference between the fair value of assets and liabilities measured at fair value, (2) the valuation techniques and inputs used, (3) the activity in Level 3 fair value measurements, and (4) the transfers between Level 1, 2, and 3. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of ASU 2010-06 did not have a material impact on the Group's consolidated financial statements disclosures.

In July 2010, the FASB issued a final Accounting Standards Update 2010-20 (ASU 2010-20), which requires entities to disclose extensive new disclosures in the financial statements about the financing receivables, including credit risk exposures and the allowance for credit losses. A financing receivable is an arrangement that represents a contractual right to receive money or other financial assets on fixed or determinable dates and that is recognized as an asset in the entity's statement of financial position. Entities with financing receivables will be required to disclose, among other things (a) a roll-forward of the allowance for credit losses; (b) qualitative information such as credit risk scores or external credit agency ratings; (c) impaired loan information; (d) modification information; and (e) non-accrual and past due information. For public entities, the disclosures are effective for interim and annual reporting periods ending on or after December 15, 2010. The adoption of ASU 2010-20 did not have a material impact on the Group's consolidated financial statements disclosures.

In December 2010, the FASB issued ASU No. 2010-28 (ASU 2010-28), Intangibles—Goodwill and Other (ASC 350-20)—Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts. The objective of the standard is to address questions about entities with reporting units with zero or negative carrying amounts because some entities have concluded that Step 1 of the test is passed in those circumstances because the fair value of their reporting unit will generally be greater than zero. The amendments in this standard modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. This standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The Group does not expect the adoption of ASU 2010-28 to have a material impact on its consolidated financial statements.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont d)

29) *Recent accounting pronouncements (Cont d)*

In December 2010, the FASB issued ASU No. 2010-29 (ASU 2010-29), Disclosure of Supplementary Pro Forma Information for Business Combinations (ASC 805). The objective of this standard is to address diversity in practice about the interpretation of pro forma revenue and earnings disclosure requirements for business combinations. This standard specifies that if a public entity provides comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. This standard also expands the supplemental pro forma disclosures under ASC 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the pro forma revenue and earnings. This standard is effective prospectively for business combinations for which the acquisition date is after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. Giant Interactive Group does not expect the adoption of ASU 2010-29 will have a material impact on its consolidated financial statements.

3. ACQUISITION OF SUBSIDIARIES

Julun Network

On November 30, 2010, Giant Network acquired 100% equity interest of Julun Network, a developer of online games incorporated in China, for RMB15,906,862 (US\$2,410,131). Giant Network acquired Julun Network for the knowledge and expertise of its employees. The acquisition met the definition of a business acquisition in accordance with ASC subtopic 805-10.

Total purchase consideration is RMB15,906,862 (US\$2,410,131). Breakdown of the total purchase consideration is as follows:

<u>Purchase consideration:</u>	RMB
Payment of cash	15,906,862

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3. ACQUISITION OF SUBSIDIARIES (Cont d)

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as at the date of acquisition:

	RMB
Current assets	994,365
Property and equipment, net	503,798
Online game software	1,146,029
Total assets acquired	2,644,192
Accounts and other payables	(2,662,605)
Accrued liabilities	(52,098)
Total liabilities assumed	(2,714,703)
Net liabilities acquired	(70,511)
Goodwill	15,977,373
Total fair value of purchase price consideration	15,906,862

The fair value of the online game software was determined based on an independent valuation using an income approach, which involves applying an appropriate discount rate to estimated cash flows that will be derived from the online game in the future. The goodwill represented expected synergies arising at acquisition from the knowledge and expertise of the employees of Julun.

Pro forma results of operation for this acquisition have not been presented because the effects of the acquisition were not material to the Group's consolidated financial results.

4. SHORT-TERM INVESTMENTS

Short-term investments consisted of the following as of December 31, 2009 and December 31, 2010:

	December 31, 2010			Est
	Carrying Value (RMB)	Unrealized Gains/(Losses) (RMB)	Estimated Fair Value (RMB)	
Held-to-maturity securities				
- Fixed rate time deposits	1,403,362,000		1,403,362,000	21
- Investment contract				
- New China Trust (1)	500,000,000		500,000,000	7
- Shanghai Lingang and Anhui Hailuo (2)	1,350,000,000		1,350,000,000	20

Total short-term investments	3,253,362,000	3,253,362,000	49
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4. SHORT-TERM INVESTMENTS (Cont d)

	December 31, 2009			Est
	Carrying Value (RMB)	Unrealized Gains/(Losses) (RMB)	Estimated Fair Value (RMB)	
Held-to-maturity securities				
- Fixed rate time deposits	3,802,050,000		3,802,050,000	55
Total short-term investments	3,802,050,000		3,802,050,000	55

(1) On August 21, 2009, the Group entered into a two year investment contract amounting to RMB500,000,000 with a fixed yield of 1.5% (6% per annum) with New China Trust. The investment contract is secured by 45,040,000 A-shares of Shanghai Pudong Development Bank (PDB), a company that is listed on the Shanghai Stock Exchange. Management has accounted for this investment as short-term investment held-to-maturity in accordance with ASC 320-10 at amortized cost adjusted for any related premiums (discounts) over the estimate remaining period until maturity. Since the investment is due to mature on August 21, 2010, the New China Trust held-to-maturity investment was reclassified to current assets from non-current assets as of December 31, 2010. There were no impairment indicators present associated with this investment at December 31, 2009 and 2010.

(2) On December 24, 2010, the Company entered into investment contracts with Shanghai Lingang and Anhui Hailuo amounting to RMB850,000,000 and RMB 500,000,000, respectively, with fixed interests of 4.0% and 4.2% per annum, respectively and terms of 150 days and 157 days, respectively. The principal amounts of the Shanghai Lingang and Anhui Hailuo investment contracts are wholly guaranteed by China Minsheng Banking Corp. Ltd, a company that is listed on both the Shanghai and Hong Kong Stock Exchange. Management has accounted for these investment contracts as short-term investments held-to-maturity in accordance with ASC 320-10 at amortized cost adjusted for any related premiums (discounts) over the estimate remaining period until maturity. There was no impairment indicators present associated with these investment contracts at December 31, 2010.

The Company recorded interest income related to its short-term investments amounting to RMB136,097,898 (US\$20,620,800) for the year ended December 31, 2010 (2009: RMB102,200,467, 2008: RMB46,124,136) in the consolidated statements of operating comprehensive income.

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5. DECONSOLIDATION OF A SUBSIDIARY

On December 31, 2010, Huayi acquired 51% of Huayi Juren Information's shares. The Group and another shareholder own the remaining 34% and 15% interest, respectively. In exchange for the 51% interest, Huayi agreed to pay the Group a total consideration of RMB57,250,000 (US\$8,674,242). RMB 28,625,000 was paid to the Group as of December 31, 2010.

As a result of the deconsolidation, the Group's investment in Huayi Juren Information increased by RMB 21,250,000, representing the Group's net investment on December 31, 2010 immediately before the transaction. The following adjustments were made to the consolidated balance sheet to reflect the deconsolidation of Huayi Juren Information on December 31, 2010:

Intangible assets (Note 8)	(2)
Due from related parties (Note 21)	2
Cash and cash equivalents	(2)
Non-controlling interests (Note 15)	(2)

The Group had a receivable due from Huayi Juren Information amounting to RMB 25,000,000 (US\$3,787,879). Effective December 31, 2010, as a result of the disposal, Huayi Juren Information is no longer consolidated, accordingly, the receivable is no longer eliminated in consolidation and is presented as "Due from related parties" (see Note 21) in the consolidated balance sheet.

As a result of the disposition to Huayi, the Group reduced its investment in Huayi Juren Information by RMB 12,750,000 for its 51% interest sold, resulting in a remaining investment balance of RMB 8,500,000 for its 34% retained interest. The Group recognized a gain on the disposition amounting to RMB 44,500,000 (US\$6,742,424), representing the difference between the proceeds received of RMB 57,250,000 (US\$8,674,242), and the pro rata portion of the investment sold of RMB 12,750,000. The Group also recognized a gain of RMB 24,274,051 (US\$3,677,886), representing the difference between the fair value of the equity investment retained of RMB 32,774,051 (US\$4,965,765), and the pro rata portion of the investment retained of RMB 8,500,000 (US\$1,287,879). The fair value of the retained equity interest was derived from the sale price of the Group's 51% interest to Huayi, adjusted for a discount for lack of control. The total gain on the deconsolidation of Huayi Juren Information amounting to RMB 68,774,051 (US\$10,420,311) is included in "Other (expense) income, net" in the accompanying consolidated statement of income and comprehensive income.

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6. PREPAYMENTS AND OTHER CURRENT ASSETS

Prepayments and other current assets consist of the following:

	2009	December 31,	
	(RMB)	(RMB)	2010
Prepaid expenses (1)	22,486,679	18,133,877	
Staff advances (2)	4,587,742	6,768,392	
Advances to suppliers	6,703,688	9,143,899	
Rental deposits	1,651,186	1,814,117	
Prepaid game distribution license fee (3)	5,341,373	12,914,265	
Tax receivable	10,729,546	950,286	
VAT refundable	32,167,993	22,705,555	
Funds in transit in establishing new subsidiaries	4,060,000		
Interest receivable	33,226,350	18,792,361	
Proceeds receivable on deconsolidation of a subsidiary (Note 5)		28,625,000	
Advances to shareholder of Huayi Juren Information		7,500,000	
Others	4,567,729	5,379,656	
Total	125,522,286	132,727,408	2

- (1) Prepaid expenses mainly relate to prepayments for Internet Data Center (IDC) services or space rental and facilities.
- (2) Staff advances relates to cash advances given to certain employees for use during business operations and are recognized and marketing expenses when expended.
- (3) In January 2010, and February 2010, respectively, the Group entered into agreements with third parties to license online g part of the agreements, the Group is required to make upfront payments for the licenses. As of December 31, 2010, the Gr paid RMB12,914,265 (US\$1,950,000) in upfront payments, which is being recorded as a prepaid game distribution licens

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7. PROPERTY AND EQUIPMENT

Property and equipment and their related accumulated depreciation as of December 31, 2009 and 2010 are as follows:

	2009	December 31,	
	(RMB)	(RMB)	
Computer equipment	271,642,612	276,843,360	4
Leasehold improvements	13,100,527	927,186	
Furniture and fixtures	5,889,981	18,449,740	
Motor vehicles	1,977,943	4,669,096	
	292,611,063	300,889,382	4
Less: Accumulated depreciation	(113,941,081)	(157,603,079)	(2)
Property and equipment, net	178,669,982	143,286,303	2

Depreciation expense for the years ended December 31, 2008, 2009 and 2010 were RMB40,126,174, RMB52,965,806 and RMB54,444,577 (US\$8,249,178) respectively.

8. INTANGIBLE ASSETS

During the year ended December 31, 2010, the Group assessed certain indicators of impairment impacting the King of King 3 game software) game s revenue and cash flow forecasts which were primarily attributed to increasing competition coupled declines in customer demand (Note 2 (27) Business and economic risk). The Group tested the KOK3 game software for impairment using an income approach, which involves applying an appropriate discount rate to estimated cash flow forecasts. Based on the Company s analysis, the Company recorded an impairment charge of approximately RMB46,557,669 (US\$7,054,192), for the year ended December 31, 2010, which is included in the line Impairment of intangible assets in the consolidated statements of income and comprehensive income. There were no indicators of impairment noted related to the intangible assets during the year ended December 31, 2009.

The following table presents the Company s intangible assets as of the respective balance sheet dates:

	As of December 31, 2010				
	Accumulated			Deconsolidation	
	Gross			of	
	Carrying	Amortization	Impairment	a subsidiary	Net Carrying
	Value	(RMB)	(RMB)	(Note 5)	Value
	(RMB)	(RMB)	(RMB)	(RMB)	(RMB)
Online game product development costs	28,745,846	(10,074,220)			18,671,626
Purchased software	50,575,054	(36,775,426)			13,799,628
Acquired software from acquisition of	1,624,891	(141,429)			1,483,462

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subsidiaries

KOK 3 game software	80,073,005	(8,515,336)	(46,557,669)	(25,000,000)
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Intangible assets, net	161,018,796	(55,506,411)	(46,557,669)	(25,000,000)	33,954,716
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GIANT INTERACTIVE GROUP, INC.
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8. INTANGIBLE ASSETS (Cont d)

	Gross Carrying Value (RMB)	As of December 31, 2009 Accumulated Amortization (RMB)	Net Ca Va (RM
Online game product development costs	19,924,142	(6,746,615)	1
Purchased software	45,421,880	(18,840,946)	2
Acquired software from acquisition of a subsidiary	478,862		
KOK 3 game software	78,090,967		7
Intangible assets, net	143,915,851	(25,587,561)	11

Amortization expenses for the years ended December 31, 2008, 2009 and 2010 were RMB8,120,619, RMB15,123,412 and RMB29,918,850 (US\$4,533,159) respectively.

The estimated annual amortization expense for each of the five succeeding fiscal years is as follows:

For the years ending December 31,	Amortization (RMB)
2011	16,130,261
2012	8,049,570
2013	5,594,130
2014	3,339,750
2015	493,461

9. GOODWILL

Goodwill is comprised of the following:

The changes in the carrying amount of goodwill are as follows:

	2009 (RMB)	2010 (RMB)
Goodwill from the acquisition of Snow Wolf Software	6,224,587	6,224,587
Goodwill from the acquisition of Julun Network (Note 3)		15,977,373
Balance as of December 31	6,224,587	22,201,960

As of December 31, 2009 and 2010, the Company assessed impairment on its goodwill derived from the acquisition of Snow Wolf Software and Julun Network (Note 3). No impairment loss was recognized in any of the periods presented.

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10. Investment in equity investees

	2009	December 31,
	(RMB)	2010
		(RMB)
Beginning balance		
Investment in Tonghua		3,000,000
Investment in Huayi Juren Information (Note 5)		32,774,051
Equity in losses		(648,106)
Ending balance		35,125,945

On February 4, 2010, the Company and another individual established a joint venture, Shanghai Tonghua Network Technology Ltd (Tonghua), which specializes in online game research and development. The Company's 30% equity interest amounted to 3,000,000. As the Company exercises significant influence over the operating and financial activities of Tonghua, the investment accounted for under the equity method as prescribed by ASC 323-10.

11. Long-term investment

	2009	December 31,
	(RMB)	2010
		(RMB)
Long-term investment		20,495,239

On November 18, 2010, the Company purchased 3% of Shanghai Ruichuang Network Technology Co., Ltd's ordinary shares for a total consideration of RMB20,495,239 (US\$3,105,339), which was accounted for as a cost method investment as prescribed by ASC 323-10. There were no impairment indicators noted associated with the long-term investment as of December 31, 2010.

12. OTHER ASSETS

The other assets as of December 31, 2009 and 2010 is as follows:

	2009	December 31,
	(RMB)	2010
		(RMB)
Land use right	85,239,597	85,239,597
Deposit for purchase for office building		18,921,000
Accumulated amortization	(579,629)	(2,318,517)
Other asset, net	84,659,968	101,842,080

In June 2009, the Group made a prepayment for the purchase of a land use right amounting to RMB85,239,597 in Zhuhai Industrial Area in Guangdong Province.

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12. OTHER ASSETS (Cont d)

In June 2010, the Group made a deposit for the purchase of an office building amounting to RMB18,921,000 (US\$2,866,800) in Shanghai.

13. AVAILABLE-FOR-SALE INVESTMENTS

(i) Series C Preferred Shares in 51.com

On July 1, 2008, the Company entered into an agreement to purchase 18,508,208 redeemable convertible Series C Preferred Shares of 51.com (the Series C Preferred Shares) in exchange for the surrender of a promissory note of RMB34,312,761 (US\$5,000,000) and cash consideration of RMB314,370,245 (US\$45,809,524). The Company has evaluated and determined that there was no embedded derivative requiring bifurcation from the Series C Preferred Shares under the requirements of ASC 815. The embedded conversion option, redemption option and the deemed liquidation event did not qualify for derivative accounting because the underlying ordinary shares into which the Series C Preferred Shares can be converted into, are neither publicly traded nor readily convertible to cash.

The Company recorded its investment in the Series C Preferred Shares as an available-for-sale investment. Subsequent to its recognition, the available-for-sale investment is measured at fair value with changes in fair value recognized in accumulated other comprehensive loss included in shareholders' equity. As of December 31, 2009 and 2010, the Company recorded the investment in 51.com at a fair value of RMB400,933,182 and RMB374,838,369, respectively, with RMB48,673,628 decrease and RMB1,191,972 (US\$2,191,972) decrease, respectively, in fair value of the investment debited, respectively, to other comprehensive loss. As of December 31, 2009 and 2010, the Company has accumulated unrealized holding gains of approximately RMB51,991,000 and RMB39,524,000 (US\$5,988,000) recorded within accumulated other comprehensive income related to its investment in 51.com.

(ii) Series A Preferred Shares in MET

On September 13, 2009, the Company entered into an agreement to purchase 5,000,000 redeemable convertible Series A Preferred Shares of MET (the Series A Preferred Shares) in exchange for cash consideration of 34,157,500 (US\$5,000,000). The Company has evaluated and determined that there was no embedded derivative requiring bifurcation from the Series A Preferred Shares under the requirements of ASC 815. The embedded conversion option, redemption option and the liquidation preference did not qualify for derivative accounting because the underlying ordinary shares into which the Series A Preferred Shares can be converted into, are neither publicly traded nor readily convertible to cash.

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13. AVAILABLE-FOR-SALE INVESTMENTS (Cont d)**(ii) Series A Preferred Shares in MET (Cont d)**

The Company recorded the investment in the Series A Preferred Shares as an available-for-sale investment. Subsequent to recognition, the available-for-sale investment is measured at fair value with changes in fair value recognized in accumulated comprehensive loss included in shareholders' equity. As of December 31, 2009 and 2010, the Company recorded the investment in MET at a fair value of RMB50,033,452 and RMB 48,464,292 (US\$7,343,075), with an appreciation of RMB15,909,113 and depreciation of RMB73,032 (US\$11,065), respectively in fair value of the investment (credited) debited to other comprehensive income for the years ended December 31, 2009 and 2010. As at December 31, 2009 and 2010, the Company has accumulated unrealized holding gains of approximately RMB 15,909,000 and RMB 15,836,000 (US\$2,399,000) recorded within accumulated other comprehensive income related to its investment in MET.

14. PAYABLES AND ACCRUED EXPENSES

Payables and accrued expenses consist of the following:

	2009	December 31,	
	(RMB)	(RMB)	2010
Payroll and welfare payables	48,737,038	53,966,217	
Business tax, related surcharges and other taxes	32,810,237	35,985,994	
Other payables			
- computer equipment	598,340	2,488,295	
- stock option (Note a)	1,850,210	4,675,495	
Funds received in advance from individual investors in establishing new subsidiaries	5,213,000		
Accrued expenses	23,126,307	27,384,398	
Customer deposit		8,000,000	
Professional fee accruals	6,735,399	7,627,340	
Others	1,967,459	4,308,283	
Total	121,037,990	144,436,022	2

- a) Starting from 2008, the Company used a broker to facilitate the cashless exercise of share options by employees. As of December 31, 2009 and 2010, the share options proceeds received from broker and payable to employees totaled RMB1,850,210 and RMB4,675,495 (US\$708,408), respectively, which is recorded in other payables.

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15. NON CONTROLLING INTERESTS

A reconciliation of the carrying amounts of subsidiaries consolidated by the Group and the non controlling interests is as follows:

	December 31, 2009		December 31, 2008	
	Group (RMB)	Non controlling Interests (RMB)	Group (RMB)	Non controlling Interests (RMB)
Beginning balance			5,047,654	
Equity	5,355,000	5,145,000	11,059,685	1,145,000
Huayi Juren Information (Note 1)			21,250,000	
Transactions with owners acting in their capacity as owners				
Other comprehensive income				
Non controlling interests from acquisition of a subsidiary		2,758,100		
Deconsolidation of Huayi Juren Information (Note 5)			(21,250,000)	
Net income	(307,346)	(294,493)	(3,646,401)	(3,646,401)
Ending balance	5,047,654	7,608,607	12,460,938	1,145,000
Ending balance (US\$)			1,888,021	

16. GOVERNMENT FINANCIAL INCENTIVES

The financial incentives are granted by the municipal government to reward the Group for prompt tax payments and qualify for a high technology project. Such financial incentives are recorded within operating expenses as they are calculated with reference to business tax, individual income tax, and enterprise income tax, if any, paid or withheld by the Group companies at a predetermined percentage. The central government or municipal government could decide at any time to immediately eliminate or reduce financial incentives. There is no guarantee that the Group will continue to receive these government financial incentives in the future. There are no conditions or performance obligations attached to these government financial incentives and once received, are non-refundable. As a result, government financial incentives are recognized as income when received.

17. INCOME TAX EXPENSES

Cayman Islands, British Virgin Island, 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.

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17. INCOME TAX EXPENSES (Cont d)

In accordance with the new PRC Enterprise Income Tax Laws (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 in 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 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 and 2010, management believes that the Company, Eddia International and Giant HK are more likely than not non-PRC tax resident enterprises. It is possible the assessment of tax residency status may change in the next twelve months, pending announcement of new PRC tax rules in the future. The Company will continue to monitor its tax status.

China

The Group's subsidiaries and VIE subsidiaries that are each incorporated in the PRC are subject to Corporate Income Tax on their taxable income as reported in their respective statutory financial statements adjusted in accordance with the PRC Income Tax Laws, respectively. Pursuant to the PRC Income Tax Laws, the Group's PRC subsidiaries and VIE subsidiaries are subject to a Corporate Income Tax rate of 25%.

Zhengtu Information was granted a 5-year tax holiday in 2006 which entitles it to enjoy a two-year CIT exemption followed by a three-year 50% CIT reduction starting from the year 2006 to 2010. Under the PRC Income Tax Laws, it should be entitled to the transitional rules whereby the CIT rate could gradually increase from 15% (which was the Zhengtu Information's applicable rate in 2007) to 25% from the year 2008 to 2012 (i.e. 18%, 20%, 22%, 24% and 25% for 2008, 2009, 2010, 2011, 2012 and onward years, respectively) and the 5-year tax holiday could be retained until exhausted.

Zhengtu Information had also been approved as a High and New Technology Enterprise (the NHTE) and obtained the certificate (valid from 2008 to 2010) on November 25, 2008 issued by Shanghai Science and Technology Commission. In accordance with the PRC Income Tax Laws, an enterprise awarded with the NHTE status may enjoy a preferential CIT rate of 15% and this status is renewable.

However, Zhengtu Information is not allowed to enjoy the preferential CIT rate of 15% and reduced tax rate under the transitional rules as described above at the same time. Zhengtu Information has adopted the transitional rules tax treatment for its remaining 3-year tax holiday (i.e. 9% , 10% and 11% for 2008, 2009 and 2010, respectively).

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17. INCOME TAX EXPENSES (Cont d)

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% from 2008 to 2010. Giant Network is more likely than not to qualify for a renewal of its NHTE status in 2011.

Zhengduo Information, Zhuhai Zhengtu, Wuxi Network, Jujia Network, Juhuo Network, Juhe Network, Snow Wolf Software, Juyan Network, Juxi Network, Juxian Network, Haoji Network, Juquan Network, Jufan Network, Zhengju Information, Tiema Network, Juxin Network, Julun Network and Juren Zhengtu Information are not entitled to enjoy any preferential tax rate for year 2010 and their applicable CIT rate is 25%.

The PRC Income Tax Law also imposes a 10% withholding income tax for 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. The foreign invested enterprise will be subject to the withholding tax starting from January 1, 2008. There were no distribution of dividends from the Group's PRC subsidiaries in 2008, 2009 and 2010.

The Company had minimal operations in jurisdictions other than the PRC. Income before income tax expenses consists of:

	For the year ended December 31,			
	2008	2009	2010	
	(RMB)	(RMB)	(RMB)	
PRC	1,059,433,640	936,154,635	881,077,042	13
Non-PRC	93,522,322	7,924,628	16,518,504	
Total	1,152,955,962	944,079,263	897,595,546	13

(a) Current Tax

Income tax expenses consist of:

	For the year ended December 31			
	2008	2009	2010	
	(RMB)	(RMB)	(RMB)	
Current income taxes	96,381,254	83,328,105	121,303,259	1
Deferred income tax (benefits)/expenses	(57,013,446)	1,731,905	(31,980,857)	(
Taxation for the year	39,367,808	85,060,010	89,322,402	1

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17. INCOME TAX EXPENSES (Cont d)

A reconciliation of the differences between the statutory tax rate and the effective tax rate for CIT is as follows:

	For the year ended December 31		
	2008	2009	2010
	(RMB)	(RMB)	(RMB)
Expected taxation at PRC CIT statutory rate of 25%	288,238,991	236,019,816	224,398,887
Favorable tax rate	(68,388,694)	(49,059,531)	(25,488,282)
Tax holiday	(90,293,820)	(71,351,432)	(105,110,278)
Non-deductible expenses (non-taxable income), net	4,666,318	(4,718,414)	7,679,477
Additional 50% tax deduction for qualified research and development expenses	(14,351,366)	(10,380,859)	(15,257,615)
Tax exempted VAT refund		(12,779,323)	
Change in valuation allowance	(26,065,094)		
Unrecognized tax benefits	(30,911,888)		
Deferred tax benefits on future tax rate difference	(23,526,639)	(2,670,247)	(3,659,750)
Provision-to-return adjustment			6,759,963
Taxation for the year	39,367,808	85,060,010	89,322,402

The benefit of tax holiday per basic and diluted earnings per share is as follows:

	For the year ended December 31		
	2008	2009	2010
	(RMB)	(RMB)	(RMB)
Basic	0.38	0.32	0.46
Diluted	0.36	0.30	0.45

(b) Deferred Tax

The tax effects of temporary differences that give rise to deferred tax at December 31, 2009 and 2010 are as follows:

	December 31,	
	2009	2010
	(RMB)	(RMB)
Current deferred tax assets		
Deferred revenue and advance from distributors	61,303,813	77,208,660
Accrued expenses	9,029,988	12,142,057
Allowance for doubtful debt	1,020,217	1,127,960
Share-based compensation expense	4,074,986	8,117,107
Tax loss	464,061	7,149,387
Less: valuation allowance		
Net deferred tax assets	75,893,065	105,745,171

Non-current deferred tax assets

Intangible assets amortization	8,021,489	11,069,031
Share-based compensation expense	2,819,268	2,076,457
Less: valuation allowance		
Net deferred tax assets	10,840,757	13,145,488

	2009	December 31,
	(RMB)	2010
		(RMB)
Current deferred tax liabilities		
Intangible assets amortization	214,339	624,770
Non current deferred tax liabilities		
Intangible assets amortization	420,947	186,496

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17. INCOME TAX EXPENSES (Cont d)

As of December 31, 2009 and 2010, the Group did not record a valuation allowance as management has assessed that it is more likely than not that all of the Group's deferred tax assets will be realized.

As of December 31, 2010, the Company had net operating tax losses in the total amount of RMB 28,597,548 in the PRC, which may be carried forward to future years and utilized by respective Chinese subsidiaries of the Company according to the prevailing CIT rules and regulations. The balance of net operating tax losses of the Company as of December 31, 2010 will expire between the years 2015 and 2016.

The Company intends to permanently reinvest all undistributed earnings of its foreign subsidiaries, as of December 31, 2010, to finance its future operations. The amount of unrecognized deferred tax liabilities for temporary differences related to investments in foreign subsidiaries is not determined because such a determination is not practicable.

(c) Unrecognized Tax Benefits

The following table summarizes the activity related to the Group's unrecognized tax benefits from January 1, 2009 to December 31, 2010:

Balance as of January 1, 2009

Increases related to current year tax positions

Balance as of December 31, 2009 and January 1, 2010

Increases related to current year tax positions

Balance as of December 31, 2010

Balance as of December 31, 2010 (US\$)

As of December 31, 2009 and 2010, the Group recorded an unrecognized tax benefit of RMB9,955,138 and RMB14,758,770 (US\$2,236,182), respectively, related to excess share-based compensation expense deductions. The unrecognized tax benefit would be recorded to additional paid-in capital, when recognized. It is possible that the amount of unrecognized tax benefit may change in the next twelve months, pending clarification of current tax law or audit by the tax authorities. However, an estimate of the range of the possible change cannot be made at this time.

For the years ended December 31, 2008, 2009 and 2010, no interest or penalties related to uncertain tax positions were recorded. The Group's subsidiaries and VIE subsidiary registered in the PRC are subject to PRC CIT on the taxable income as reported on their PRC statutory accounts adjusted in accordance with relevant PRC Income Tax Laws. The Group's tax years 2004 through 2010 remain subject to examination by tax authorities.

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18. EARNINGS PER SHARE

Computation of basic earnings per share and diluted earnings per share are as follows:

	December 31,			2010
	2008 (RMB)	2009 (RMB)	(RMB)	
Numerator:				
Net income attributable to ordinary shareholders	1,113,588,154	859,313,746	811,187,833	12
Numerator for basic earnings per share	1,113,588,154	859,313,746	811,187,833	12
Numerator for diluted earnings per share	1,113,588,154	859,313,746	811,187,833	12
Denominator:				
Number of shares outstanding, opening	257,241,526	227,018,426	226,819,007	22
Weighted average number of shares issued	452,702	726,931	489,847	
Weighted average number of shares repurchased	(18,235,595)	(1,467,130)		
Weighted average number of shares outstanding basic	239,458,633	226,278,227	227,308,854	22
Dilutive effect of share options	8,436,443	7,682,329	6,619,546	
Weighted average number of shares outstanding diluted	247,895,076	233,960,556	233,928,400	23

19. SHARE OPTION AND RESTRICTED SHARE SCHEME2006 Stock Incentive Plan

On September 30, 2006, the Company authorized a share option scheme (the 2006 Stock Incentive Plan) that provides for the issuance of options to purchase up to 16,000,000 ordinary shares. Under the 2006 Stock Incentive Plan, the directors may, at their discretion, grant any officers (including directors), employees of the Group and consultants (collectively, the grantees) options to subscribe for ordinary shares. The share options have a maximum term of six years. The 2006 Stock Incentive Scheme provides for the same terms to all grantees. These awards vest over a five year period, with 20% of the options to vest on each of the first, second, third, fourth and fifth anniversaries of the award date as stipulated in the share option agreement.

The Company granted 920,000 and 3,800,000 share options to the directors, employees and consultants of the Group on March 19, 2007 and May 15, 2007, respectively. Such options were granted under the 2006 Stock Incentive Plan at an exercise price of US\$2.0 per share, with 20% vesting annually.

On July 2, 2007, all consultants were transferred to employee status as they have been recruited as the Group's employees. The fair value of the options to those consultants have been re-measured on the date those consultants became the Group's employees and the compensation charges have been accounted for prospectively from the date of the change in employment status.

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19. SHARE OPTION AND RESTRICTED SHARE SCHEME (Cont d)

Suspension of 2006 Stock Incentive Scheme

On October 12, 2007, the Company suspended the 2006 Stock Incentive Scheme. All unissued options authorized under the 2006 Stock Incentive Scheme have been returned to the general share pool and the Company will not grant any further options under the 2006 Stock Incentive Scheme. Existing issued awards under the 2006 Stock Incentive Scheme are not affected by the suspension.

2007 Stock Incentive Scheme

On October 12, 2007, the Company authorized the 2007 Stock Incentive Scheme that provides for the issuance of awards to (including directors), employees of the Group and consultants (collectively, the grantees).

Types of awards available for grant under the 2007 Stock Incentive Scheme include, but not limited to, share options (including incentive and non-qualified), stock appreciation rights (SAR), performance-based awards and restricted stock. Performance-based awards are only granted to officers and employees of the Group and the performance goals are determined by the Board of Directors. Such performance-based awards may be paid in cash or shares which will be determined upfront. The Board of Directors will determine the type, the number, the exercise price and the vesting terms of the awards. The maximum number of shares authorized for issuance under the 2007 Stock Incentive Scheme is 7,800,000. The share options and SARs, if and when issued, have a term of ten years. The 2007 Stock Incentive Plan provides for two terms to grantees. These awards vest either over a five or ten year period, with 20% or 25%, respectively, of the options to vest on each of the first, second, third, fourth and fifth anniversaries of the award date as stipulated in the share option agreement. The Company did not grant any SAR or performance based awards as of December 31, 2010.

On October 17, 2007, the Board of Directors approved the grant of 1,743,500 share options (non performance-based and to be settled in shares) to certain officers and employees of the Group pursuant to the 2007 Stock Incentive Scheme. The exercise price of the share options is US\$15.50.

On February 1, 2008, February 14, 2008 and September 9, 2008, the Board of Directors approved the grant of 60,000, 50,000 and 560,500 share options (non performance-based and to be settled in shares) at the exercise prices of US\$10.29, US\$10.50 and US\$8.01, respectively, pursuant to the 2007 Stock Incentive Scheme to certain officers and employees of the Group.

On February 27, 2009, the Board of Directors approved the grant of 335,000 share options (non performance-based and to be settled in shares) at the exercise prices of US\$6.00, pursuant to the 2007 Stock Incentive Scheme.

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19. SHARE OPTION AND RESTRICTED SHARE SCHEME (Cont d)

By a resolution of the Board of Directors on April 23, 2010, 797,000 restricted shares under 2007 Stock Incentive Scheme granted to the Company's certain officers and employees. One fifth of the total restricted shares will become vested upon anniversary of the grant date during the following five years.

On September 17, 2010, the Board of Directors approved a resolution to reduce the exercise prices for certain outstanding service-based share options that were granted by the Company in 2007, 2008 and 2009 to the current fair market value of shares underlying such options. A total of 2,414,000 options belonging to 120 employees of the Company were repriced under the 2007 Stock Incentive Scheme. The current fair market value was US\$6.36, which was the closing price of our ADSs traded on the date as of September 17, 2010 (modification date), which was the last trading day prior to the board approval. All eligible share option grantees affected by such changes had entered into amended share option agreements with the Company. The total incremental compensation cost for the modification is RMB8,273,839 (US\$1,253,613). RMB5,300,346 (US\$803,083) of the total incremental compensation cost was related to vested share options and therefore, was recognized as share-based compensation expense as of the date of modification. The remaining unrecognized incremental compensation cost related to unvested share options will be recognized from the modification date to the end of the remaining vesting period. There were no modifications to the Company's share options for the years ended December 31, 2008 and 2009, respectively.

The fair value of stock options was estimated using a binomial option pricing model. The binomial model requires the input of subjective assumptions including the expected stock price volatility and the expected price multiple at which employees are expected to exercise stock options. The Company uses historical data to estimate forfeiture rate. For expected volatilities, the Company uses as a reference to historical volatilities of several comparable companies. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The fair values of stock options granted to employees were estimated using the following weighted average assumptions:

	Granted in 2008	Granted in 2009
Suboptimal exercise factor	1.5	1.5
Risk-free interest rates	3.50 3.99%	2.94%
Expected volatility	57.52 57.64	60.40
Expected dividend yield	0%	2.5%
Fair value of share option	RMB21.64 to RMB42.59	RMB17.35 to RMB22.37
Estimated forfeiture rate	0 2% per annum F-49	2% per annum

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19. SHARE OPTION AND RESTRICTED SHARE SCHEME (Cont d)Share options issued to employees

The following table summarizes the Company's share option activity as of and for the year ended December 31, 2009 and

	Number of options	Weighted average exercise price(RMB)	Weighted average remaining contractual life (Years)	Ag intri (
Outstanding, December 31, 2009 and January 1, 2010	13,001,134	27.24	3.94	36
Granted				
Exercised	(1,200,405)	14.55		
Forfeited/Cancelled	(415,100)	52.08		
Outstanding, December 31, 2010	11,385,629	18.56	2.95	32
Vested and expected to vest at December 31, 2010	11,208,656	18.57	2.95	32
Exercisable at December 31, 2010	7,114,529	14.01	2.33	23

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the fair value of the Company's shares as at December 31, 2010, for those awards that have an exercise price currently below the fair value of the Company's shares. The total intrinsic value of options exercised during the year ended December 31, 2010 was approximately RMB33,700,000 (US\$5,100,000) (2009: RMB53,100,000).

The weighted average estimated fair value of options granted to employees of the Group during the fiscal year ended 2009 was RMB20.32. There were no share options granted during 2010. The total fair value of options vested during the year ended December 31, 2008, 2009 and 2010 was RMB21,421,966, RMB26,551,305 and RMB29,951,523 (US\$4,538,110), respectively.

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19. SHARE OPTION AND RESTRICTED SHARE SCHEME (Cont d)

As of December 31, 2010, there was RMB38,590,957 (US\$5,847,115) of unrecognized estimated 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 2.95 years. To the extent the actual forfeiture rate is different from the original estimate, actual share-based compensation related to these awards may be different.

The following table sets forth the components of share-based compensation expense for share options issued to employees from the Company's share option scheme both in absolute amount and as a percentage of net revenue for the year indicated.

	For the year ended December 31			
	2008	2009	2010	(US\$)
	(RMB)	(RMB)	(RMB)	
Net revenue	1,594,679,786	1,303,835,447	1,332,815,451	201,941,735
Cost of services	3,456,635	1,245,984	1,793,099	271,682
Research and product development expenses	10,874,546	9,573,183	14,659,487	2,221,134
Sales and marketing expenses	2,071,956	1,139,408	429,791	65,120
General and administrative expenses	29,728,437	18,616,815	16,406,839	2,485,885
Total share-based compensation included in cost of services and total operating expenses	46,131,574	30,575,390	33,289,216	5,043,821

The total share-based compensation cost capitalized as part of intangible assets – online game product costs for the year ended December 31, 2008, 2009 and 2010 are nil, RMB 1,463,330 and RMB 295,211 (US\$44,729), respectively.

The following table summarized the Company's restricted shares activity under 2007 Stock Incentive Scheme:

	Number of restricted shares	Weighted average grant date fair value (RMB)	Weighted average grant date fair value (US\$)
Outstanding, December 31, 2009 and January 1, 2010			
Granted	797,000	34,972,832	
Exercised			
Forfeited/Cancelled	(20,000)	(877,612)	
Outstanding, December 31, 2010	777,000	34,095,220	
Vested and expected to vest as of December 31, 2010	731,589	32,102,558	

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20. EMPLOYEE BENEFITS

The full-time employees of the Company's subsidiaries and the VIE subsidiary that are incorporated in the PRC are entitled to welfare benefits, including medical care, housing subsidies, unemployment insurance and pension benefits. These companies are required to accrue for these benefits based on certain percentages of the employees' salaries in accordance with the relevant regulations, and to make contributions to the state-sponsored pension and medical plans out of the amounts accrued for medical and pension benefits. The Group's PRC subsidiaries and VIE subsidiary have no legal obligation for the benefits beyond the amounts made. The total amounts expensed in the consolidated statements of operations and comprehensive income for such employee benefits amounted to RMB14,469,679, RMB22,890,106 and RMB33,346,393, (US\$5,052,484), for the years ended December 31, 2008, 2009 and 2010, respectively. The PRC government is responsible for the medical benefits and ultimate pension liabilities for these employees.

21. RELATED PARTY TRANSACTIONS

The principal related parties with which the Group had transactions during the years presented are as follows:

Name of related party	Relationship with the Group
Lager Network Technology Co, Ltd.(Lager Network)	Company with the same key senior executive of the Company from June 2009 to June 2009
Shanghai 51 network development Co., Ltd. (51 Network)	A VIE of 51.com invested by Giant Interactive
Prexton Investment Ltd., (Prexton Investment)	Company with the same key senior executive of the Company
Shanghai Jiante Biotechnology Co., Ltd.(Shanghai Jiante)	Company controlled by Mr. Shi Yuzhu
Huayi Juren Information	Equity investee

Significant related party transactions were as follows:

	For the year ended December 31,	
	2009	2010
	(RMB)	(RMB)
License fee received and receivable from Lager Network	918,155	
Payroll paid on behalf by Lager Network	(921,338)	
Technical service fee paid to 51 network	(13,909)	(12,789)
Rental fee to Prexton Investment	(21,548)	(3,592)
Rental fee to Shanghai Jiante		(3,180,000)
Advances to Huayi Juren Information (Note 5)		25,000,000

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

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21 RELATED PARTY TRANSACTIONS (Cont d)

Due from related parties as of December 31, 2009 and 2010 are as follows:

	2009	December 31,
	(RMB)	2010
		(RMB)
Receivable from:		
-Prexton Investment rental fee	3,592	
-Huayi Juren Information (Note 5)		25,000,000
Total	3,592	25,000,000

All balances with the related parties as of December 31, 2009 and 2010 were unsecured, interest-free and have no fixed term repayment.

22. TREASURY STOCK

During 2007 and 2008, the Company repurchased 1,429,100 ADSs and 16,055,000 ADSs, respectively under the Share Repurchase Plan 1 for a total consideration of approximately RMB127,000,000 and RMB1,320,000,000, respectively. The Company has also repurchased 17,484,100 ADSs under the Share Repurchase Plan 1 and completed the Share Repurchase Plan 1 on February 13, 2008 with a total of 17,484,100 ADSs repurchased amounting to approximately RMB1,447,000,000 (US\$200,000,000).

During 2008, the Company has repurchased 14,947,200 ADSs amounting to approximately RMB667,000,000 under the Share Repurchase Plan 2. 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).

As of December 31, 2010, the Company has repurchased a total 34,002,085 ADSs, (2009: 34,002,085 ADSs) amounting to approximately RMB2,177,000,000 (US\$330,000,000) (2009: RMB2,177,000,000).

23. DIVIDEND

Pursuant to a Board of Directors resolution dated April 15, 2010, the Company declared a total dividends of RMB279,122,994 (US\$42,291,363) paid out of 2009's net distributable profits to the shareholders of the Company who were registered members of the Company as of April 26, 2010.

In 2008, 2009 and 2010, the Company has paid dividends of RMB593,498,287, RMB277,652,205 and RMB279,122,994 (US\$42,291,363) respectively.

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24. STATUTORY RESERVES

In accordance with the Regulations on Enterprises with Foreign Investment of China and the articles of association, Zhengtu Information, being a foreign invested enterprise established in the PRC, is required to provide for certain non-distributable, namely general reserve fund, enterprise expansion fund and staff welfare and bonus fund, all of which are appropriated from profit as reported in its PRC statutory financial statements. Zhengtu Information is required to allocate at least 10% of their profits to the general reserve fund until such fund has reached 50% of its registered capital. Appropriations to the enterprise expansion fund and staff welfare and bonus fund are at the discretion of the board of directors of Zhengtu Information. Appropriations to the staff welfare and bonus fund, if any is charged to general and administrative expenses. There have not been any appropriations to the enterprise expansion fund and staff welfare and bonus fund made for the any of the periods stated herein.

In accordance with the PRC Company Laws, Zhengtu Network, being a domestic company, must make appropriations from after-tax profits as reported in its PRC statutory financial statements to non-distributable reserve funds, namely statutory surplus fund, statutory public welfare fund and discretionary surplus fund. Zhengtu Network is required to allocate at least 10% of its after-tax profits to the statutory surplus fund until such fund has reached 50% of its registered capital. Appropriation to the statutory public welfare fund is 5% to 10% of their after-tax profits as reported in the PRC statutory financial statements.

General reserve fund and statutory surplus fund are restricted to set-off against losses, expansion of production and operation and increasing registered capital of the respective company. Staff welfare and bonus fund and statutory public welfare fund are restricted to the capital expenditures for the collective welfare of employees. Enterprise expansion fund is restricted to expansion of production and operation and increasing registered capital of the respective company. The reserves are not allowed to be transferred to the Company in terms of cash dividends, loans or advances, neither are they allowed for distribution except under liquidation.

As of 2009 and 2010, Giant Network and Zhengtu Information have appropriated RMB22,349,227 and RMB21,541,046 (US\$3,155,781) to statutory surplus fund and general reserve fund, respectively.

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25. COMMITMENTS AND CONTINGENCIES*Operating lease agreements*

The Group has entered into operating lease arrangements mainly relating to its office premises and computer equipment. Payments under operating leases are expensed on a straight-line basis over the periods of the respective leases. The terms of the leases contain rent escalation or contingent rents. Future minimum lease payments for non-cancelable operating leases as of December 31, 2010 are as follows:

	Office premises (RMB)	Computer equipment (RMB)	Total (RMB)
2011	15,265,062	10,408,797	25,673,859
2012	1,206,909		1,206,909
2013	343,886		343,886
Total	16,815,857	10,408,797	27,224,654

Total rental expenses were RMB67,759,667, RMB70,216,710 and RMB65,034,773 (US\$9,853,754) for the years ended December 31, 2008, 2009 and 2010 respectively.

*Commitments*Capital commitments

Capital commitments for purchases of property, equipment and software as of December 31, 2010 are approximately RMB3,000,000 (US\$589,211). The payments for the commitments for these purchases are expected to be settled within the next twelve months.

Online game licensing fee commitments

The Company has commitments to pay licensing fees to third parties of RMB 18,212,425 (US\$2,759,458) as of December 31, 2010.

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25. COMMITMENTS AND CONTINGENCIES (Cont d)

Contingencies

Class actions

Two securities class actions have been filed against the Company. The first was filed on November 26, 2007, entitled Pyramid Holdings, Inc V. Giant Interactive Group, Inc. (United States District court, Southern District of New York (07cv10588)); and second was filed on December 20, 2007, entitled Brooks v Giant Interactive Group, Inc. (United States District court, Southern District of New York (07cv11423)). The actions assert similar allegations and seek similar damages, both alleging claims pursuant to Section 11 and Section 12(a)(2) of the Securities Exchange Act of 1933, on behalf of all persons who purchased Company's ADSs purchased traceable to the Company's initial public offering from November 1, 2007, through November 10, 2007. The Company, Merrill Lynch & Co. and UBS Investment Bank are named as defendants. Plaintiffs also request that the action be maintained as class action and relief in the form of class damages plus interest, attorneys' fees, experts' fee and other costs, and a rescinding of the initial offering.

Specifically, plaintiffs allege that the Company's Registration Statement and prospectus contained untrue statement of material facts and omitted to state other facts necessary to make the statement made not misleading and were not prepared in accordance with the applicable rules and regulations. Plaintiffs were allegedly harmed when the Company's stock price declined on November 1, 2007, when the Company announced its third quarter financial results and disclosed that during third quarter 2007, the Company's concurrent users (ACU) and peak concurrent users (PCU) decreased from the second quarter following a rule change in MySpace Online. Plaintiffs claim that the Company did not explain or describe the rule change in the Registration Statement or Prospectus and did not explain or highlight the alleged negative trend in ACU and PCU and did not disclose the supposed negative impact that rule change was having at the time of the initial public offering.

The actions were consolidated by stipulation on January 31, 2008, into Giant Interactive Group, Inc. Securities Litigation. On August 5, 2008, the United States District court, Southern District of New York (Court) appointed a Lead Plaintiff and its counsel as the consolidated action. The Lead Plaintiff filed a Consolidated Amended Complaint on October 6, 2008. The Company, Merrill Lynch & Co. and UBS Investment Bank filed motions to dismiss the Consolidated Amended Complaints on November 21, 2008. The 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 the Company's motion to dismiss the Complaint, because the Court required more facts and evidence prior to ruling. Following document and deposition discovery, the parties participated in a mediation in March 2011. The Company is currently in negotiations to reach a settlement. As negotiations are still in its early stages, the Company's management has been advised by its legal counsel that it is unable to assess or conclude on the likelihood of an unfavorable outcome or any possible loss to the Company. In the event that the Company reaches a settlement with the counterparty and obtains relevant approval from the Court, the settlement payment will be made solely by the Company's insurers to the counterparty directly and the Company does not expect to incur any loss related to this settlement.

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25. COMMITMENTS AND CONTINGENCIES (Cont d)

Income taxes

As of December 31, 2010, the Group has recognized RMB14,758,798 (US\$2,236,182) (2009: 9,955,138) of unrecognized benefits, which have been classified as current liabilities. The final outcome of these tax uncertainties is dependent upon various matters including tax examinations, changes in regulatory tax laws, interpretation of those tax laws or expiration of statute of limitations. However, based on the number of jurisdictions, the uncertainties associated with the status of examinations, including protocols of finalizing audits by the relevant tax authorities, there is a high degree of uncertainty regarding the future cash outflows associated with these tax uncertainties.

26. FAIR VALUE MEASUREMENT

Effective January 1, 2008, the Group adopted ASC subtopic 820-10 (ASC 820-10), Fair Value Measurement and Disclosure (Pre-codification: SFAS 157, Fair Value Measurement). ASC 820-10 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Although the adoption of ASC 820-10 did not impact the Group's financial condition, results of operations or cash flow, ASC 820-10 requires additional disclosures to be provided on fair value measurement.

ASC 820-10 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 Include other inputs that are directly or indirectly observable in the marketplace.
- Level 3 Unobservable inputs which are supported by little or no market activity.

ASC 820-10 describes three main approaches to measuring the fair value of assets and liabilities: (1) market approach; (2) income approach and (3) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount. The measurement is based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset.

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26. FAIR VALUE MEASUREMENT (Cont d)

In accordance with ASC 820-10, the Company measures trading securities and available-for-sale investments at fair value. Trading securities are classified within Level 2 because they are valued using a model utilizing market direct and indirect observable inputs such as price index of wheat and soybean, its historical volatility and risk-free interest rate. The respective available-for-sale investments are classified within Level 3 as its valuation is based on a model utilizing unobservable inputs which require significant management judgment and estimation.

Assets measured at fair value on a recurring basis are summarized below:

	Fair Value Measurement at December 31, 2010			Fair Value at Decem 2010
	Quoted Prices in Active Markets for Identical Assets (Level 1) (RMB)	Using Significant Other Observable Inputs (Level 2) (RMB)	Unobservable inputs (Level 3) (RMB)	
Available-for-sale investments			423,302,661	423,302,661
Total			423,302,661	423,302,661

	Fair Value Measurement at December 31, 2009			Fair Value at Dec 2009
	Quoted Prices in Active Markets for Identical Assets (Level 1) (RMB)	Using Significant Other Observable Inputs (Level 2) (RMB)	Unobservable inputs (Level 3) (RMB)	
Available-for-sale investments			450,966,634	450,966,634
Total			450,966,634	450,966,634

The following table summarizes the valuation of the available-for-sale investments:

Fair value of available-for-sale investment as at January 1, 2009	(
Series A Preferred Shares in MET on September 13, 2009	45
Unrealized gain in fair value of Series A Preferred Shares in MET (see Note 13)	3
Unrealized loss in fair value of Series C Preferred Shares in 51.com (see Note 13)	1
Transfer in and/or out of Level 3	(4
Effect of exchange rate change	
Fair value of available-for-sale investment as at December 31, 2009	45
Unrealized loss in fair value of Series A Preferred Shares in MET (see Note 13)	
Unrealized loss in fair value of Series C Preferred Shares in 51.com (see Note 13)	(1
Transfer in and/or out of Level 3	
Effect of exchange rate change	(1
Fair value of available-for-sale investment as at December 31, 2010	42
Fair value of available-for-sale investment as at December 31, 2010 (US\$)	6

26. FAIR VALUE MEASUREMENT (Cont d)

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The fair value of available-for-sale investment in Series C Preferred Share of 51.com as of December 31, 2009 and 2010 was 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 under three different scenarios (which is based on management reasonable estimation), namely 1) an initial public offering occurs (IPO), 2) 51.com liquidates (Liquidation) and 3) 51.com's preferred share are redeemed at maturity (Redemption). Based on expected volatilities, the Company has made reference to historical volatilities of several comparable companies. The risk-free rate is based on the yield of U.S. Dollar China Sovereign Bond as of December 31, 2009 and 2010 with the term corresponding to the maturity of the preferred shares.

The fair value of the Series C Preferred Share of 51.com was estimated using the following assumptions:

	December 2009
Risk-free interest rates	1.84%
Expected volatility	62.02%
Probabilities of different scenarios:	
- IPO	50%
- Liquidation	25%
- Redemption	25%

The fair value of the 100% equity interest of 51.com was determined based on an independent valuation using an income approach.

In September 2009, the Company made an investment in MET's Series A Preferred Shares with both redemption and conversion features. This investment is recognized as an available-for-sale investment and its fair value was estimated using an enterprise value allocation (EVA) model as of December 31, 2010.

The EVA model requires inputs of highly subjective assumptions including the expected stock price volatility and the probability of occurrence under three different scenarios (which is based on management reasonable estimation), namely 1) an initial public offering occurs (IPO), 2) MET liquidates (Liquidation) and 3) MET's preferred share are redeemed at maturity (Redemption). Based on expected volatilities, the Company has made reference to historical volatilities of several comparable companies. The risk-free rate is based on the yield of U.S. Dollar China Sovereign Bond as of December 31, 2010 with the term corresponding to the maturity of the preferred shares.

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26. FAIR VALUE MEASUREMENT (Cont d)

The fair value of the MET's Series A Preferred Shares was estimated using the following assumptions:

	December 2009
Risk-free interest rates	3.17%
Expected volatility	60.72%
Probabilities of different scenarios:	
- IPO	50%
- Liquidation	25%
- Redemption	25%

The fair value of the 100% equity interest of MET was determined based on an independent valuation using an income approach.

In accordance with ASC 820, the Company measures acquired intangible assets, goodwill and impairment of intangible assets at fair value. These assets are classified within Level 3 because they are valued using an income approach using discounted cash flows derived on management's assumptions and estimates as further discussed in Notes 2.9, 2.10, 3 and 8.

Assets measured at fair value on a non-recurring basis are summarized as below:

	Fair Value at December 31, 2009 (RMB)	Fair Value at December 31, 2010 (RMB)	Total in loss re the ye Decem 2 (R
Acquired intangible assets-software	478,862	1,146,029	4
Goodwill	6,224,587	15,977,373	
KOK 3 game software			

The above impairment loss was included in Impairment of intangible assets in the consolidated statements of operations and comprehensive income.

27. SUBSEQUENT EVENTSDividends

Pursuant to a Board of Director's resolution dated February 21, 2011, the Company declared a dividend of approximately RMB270,314,000 (US\$41,200,000) which is to be paid out of 2010's net distributable profits to the shareholders as of record date March 18, 2011. The dividends were paid on March 30 and April 8, 2011, respectively.

Investment commitment

In April 2011, the Company entered into a commitment to invest RMB958,800,000 in a privately held insurance company.