

Perfect World Co., Ltd.  
Form 20-F  
April 29, 2014

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

**FORM 20-F**

(Mark  
One)

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

**OR**

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2013.**

**OR**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from to**

**OR**

o **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
Date of event requiring this shell company report

Commission file number: 001-33587

**PERFECT WORLD CO., LTD.**

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(Exact name of Registrant as specified in its charter)

N/A

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(Translation of Registrant's name into English)

**Cayman Islands**

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(Jurisdiction of incorporation or organization)

**Perfect World Plaza, Tower 306, 86 Beiyuan Road, Chaoyang District  
Beijing 100101, People's Republic of China**

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(Address of principal executive offices)

**Kelvin Wing Kee Lau, Chief Financial Officer  
Perfect World Plaza, Tower 306, 86 Beiyuan Road, Chaoyang District  
Beijing 100101, People's Republic of China  
Phone: (86 10) 5780-5700  
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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing five Class B ordinary shares, par value US\$0.0001 per share	The NASDAQ Stock Market LLC (The NASDAQ Global Select Market)
Class B ordinary shares, par value US\$0.0001 per share	The NASDAQ Stock Market LLC (The NASDAQ Global Select Market)*

\*

Not for trading, but only in connection with the listing on The NASDAQ Global Select Market of American depositary shares, each representing five Class B ordinary share.

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

None

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(Title of Class)

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

None

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(Title of Class)

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**29,671,195 Class A ordinary shares, par value US\$0.0001 per share, and 217,308,865 Class B ordinary shares, par value US\$0.0001 per share, as of December 31, 2013.**

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

Yes  No

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

Yes  No

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

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

Item 17  Item 18

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

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

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**INTRODUCTION**

In this annual report, except where the context otherwise requires and for purposes of this annual report only:

"we," "us," "our company," "our" and "Perfect World" refer to Perfect World Co., Ltd., a Cayman Islands company, and its subsidiaries, and, in the context of describing our operations, risk factors and financial results, also include our variable interest entities;

"MMORPGs" refers to massively multiplayer online role playing games, which are interactive online games that may be played simultaneously by hundreds of thousands of game players;

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

"shares" or "ordinary shares" refers to our ordinary shares, par value US\$0.0001 per share, which include both Class A ordinary shares and Class B ordinary shares;

"outstanding Class B ordinary shares" and "Class B ordinary shares outstanding" refer to our Class B outstanding ordinary shares, excluding 4,454,185 Class B ordinary shares that have been issued to Deutsche Bank Trust Company Americas, the depositary of our ADS program, but are reserved in anticipation of the exercise of options under our share incentive plans;

"ADSs" refers to our American depositary shares, each of which represents five Class B ordinary shares; the ADSs are evidenced by American depositary receipts, or "ADRs";

all references to "RMB" or "Renminbi" refer to the legal currency of China; all references to "US\$," "dollars" and "U.S. dollars" refer to the legal currency of the United States; and

all share and per share data have been adjusted to reflect a 10-for-1 share split that became effective on June 19, 2007.

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**FORWARD-LOOKING INFORMATION**

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

our ability to maintain and strengthen our position as a leading online game developer and operator in China;

our expected development and launch of additional online games;

our various initiatives to implement our business strategies;

our future business development, results of operations and financial condition; and

the regulatory environment in China and other countries relating to the internet and internet content providers, including online game developers and operators.

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

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

Table of Contents**PART I.****ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not Applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not Applicable.

**ITEM 3. KEY INFORMATION****A. Selected Financial Data**

The following table presents our selected consolidated financial information. The selected consolidated statements of income and comprehensive income data for the three years ended December 31, 2011, 2012 and 2013 and the consolidated balance sheet data as of December 31, 2012 and 2013 have been derived from our audited consolidated financial statements, which are included in this annual report beginning on page F-1. Our selected consolidated statements of income and comprehensive income data for the years ended December 31, 2009 and 2010 and our consolidated balance sheet data as of December 31, 2009, 2010 and 2011 have been derived from our audited consolidated financial statements not included in this annual report. Our historical results do not necessarily indicate results expected for any future periods. The selected consolidated financial data should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements and related notes and "Item 5. Operating and Financial Review and Prospects" below. Our audited consolidated financial statements are prepared and presented in accordance with generally accepted accounting principles in the United States, or U.S. GAAP.

	For the Year Ended December 31,					US\$
	2009	2010	2011	2012	2013	
	RMB	RMB	RMB	RMB	RMB	
(in thousands, except for share, per share and per ADS data)						
<b>Consolidated Statements of Income and Comprehensive Income Data:</b>						
Revenues:						
Online game operation revenues	1,879,933	2,156,258	2,708,507	2,499,419	2,800,321	462,580
Licensing revenues	214,625	214,981	246,823	171,564	149,318	24,665
Other revenues		12,402	28,107	99,604	103,024	17,018
Total revenues	2,094,558	2,383,641	2,983,437	2,770,587	3,052,663	504,263
Cost of revenues	(271,163)	(379,417)	(479,878)	(539,936)	(711,648)	(117,556)
Gross profit	1,823,395	2,004,224	2,503,559	2,230,651	2,341,015	386,707
Operating expenses	(735,366)	(1,109,197)	(1,449,290)	(1,664,713)	(2,003,075)	(330,885)
Operating profit	1,088,029	895,027	1,054,269	565,938	337,940	55,822
Total other income	21,139	35,529	109,840	127,641	154,021	25,443
Income before tax	1,109,168	930,556	1,164,109	693,579	491,961	81,265
Income from continuing operations, net of tax	1,042,111	841,560	1,002,405	577,460	421,963	69,702
Discontinued operations(1)						
Loss from discontinued operations, net of tax	(4,410)	(14,997)	(22,343)	(30,215)	(44,322)	(7,321)
Gain from disposal of discontinued operations, net of tax					166,288	27,469
(Loss)/income from discontinued operations, net of tax	(4,410)	(14,997)	(22,343)	(30,215)	121,966	20,148



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	For the Year Ended December 31,					
	2009	2010	2011	2012	2013	
	RMB	RMB	RMB	RMB	RMB	US\$
	(in thousands, except for share, per share and per ADS data)					
Net Income	1,037,701	826,563	980,062	547,245	543,929	89,850
Net (income)/loss attributable to non-controlling interests	(500)	14,138	3,924	(6,594)	(1,515)	(250)
Net income attributable to the Company's shareholders	1,037,201	840,701	983,986	540,651	542,414	89,600
Net Income	1,037,701	826,563	980,062	547,245	543,929	89,850
Other comprehensive income/(loss):						
Foreign currency translation adjustment	124	(503)	5,526	(20,112)	(45,994)	(7,598)
Comprehensive income	1,037,825	826,060	985,588	527,133	497,935	82,252
Comprehensive (income)/loss attributable to non-controlling interests	(500)	14,138	3,924	(6,594)	(1,515)	(250)
Comprehensive income attributable to the Company's shareholders	1,037,325	840,198	989,512	520,539	496,420	82,002
Cash dividend per ordinary share				2.49	0.54	0.09
Net earnings per ordinary share, basic						
Continuing operations	4.13	3.37	4.13	2.39	1.72	0.28
Discontinued operations	(0.02)	(0.01)	(0.09)	(0.13)	0.50	0.08
Total earnings per share, basic	4.11	3.36	4.04	2.26	2.22	0.36
Net earnings per ordinary share, diluted						
Continuing operations	3.88	3.18	3.94	2.35	1.70	0.28
Discontinued operations	(0.02)	(0.01)	(0.09)	(0.12)	0.49	0.08
Total earnings per share, diluted	3.86	3.17	3.85	2.23	2.19	0.36
Net earnings per ADS, basic						
Continuing operations	20.67	16.87	20.63	11.94	8.62	1.42
Discontinued operations	(0.10)	(0.07)	(0.45)	(0.63)	2.50	0.41
Total earnings per ADS, basic	20.57	16.80	20.18	11.31	11.12	1.83
Net earnings per ADS, diluted						
Continuing operations	19.37	15.94	19.70	11.77	8.49	1.40
Discontinued operations	(0.09)	(0.07)	(0.43)	(0.62)	2.46	0.41
Total earnings per ADS, diluted	19.28	15.87	19.27	11.15	10.95	1.81
Weighted average number of ordinary shares used in per share calculations:						
Basic	252,138,828	250,232,543	243,765,093	239,119,233	243,958,465	243,958,465
Diluted	269,004,366	264,818,376	255,380,327	242,495,660	247,712,898	247,712,898
Amount attributable to the Company's shareholders:						
Income from continuing operations, net of tax	1,042,111	844,291	1,005,977	570,866	420,448	69,452
(Loss)/income from discontinued operations, net of tax	(4,910)	(3,590)	(21,991)	(30,215)	121,966	20,148
Net income	1,037,201	840,701	983,986	540,651	542,414	89,600
Share-based compensation cost included in:						
Cost of revenues	(4,984)	(6,938)	(6,362)	(4,570)	(3,671)	(606)

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	For the Year Ended December 31,					
	2009	2010	2011	2012	2013	
	RMB	RMB	RMB	RMB	RMB	US\$
	(in thousands, except for share, per share and per ADS data)					
Research and development expenses	(36,730)	(37,481)	(47,533)	(34,819)	(34,243)	(5,657)
Sales and marketing expenses	(7,291)	(13,079)	(15,228)	(10,112)	(12,351)	(2,040)
General and administrative expenses	(28,884)	(39,287)	(35,613)	(21,644)	(25,627)	(4,233)
(Loss)/income from discontinued operations, net of tax					(21,450)	(3,543)

(1)

To sharpen our focus on our core online game development and operation business, we sold the film and television business to a related party in August 2011 and the online reading business to an unrelated party in December 2013. As a result, the film and television business and the online reading business are accounted for as discontinued operations and our consolidated statements of income and comprehensive income in this annual report separates the discontinued operations from our remaining business operations for all years presented.

	As of December 31,					
	2009	2010	2011	2012	2013	
	RMB	RMB	RMB	RMB	RMB	US\$
	(in thousands)					
<b>Consolidated Balance Sheet Data:</b>						
Cash and cash equivalents	1,567,165	1,387,621	2,150,213	799,633	1,212,157	200,234
Total assets	3,009,017	4,405,329	5,651,989	5,797,006	6,345,027	1,048,124
Total liabilities	693,467	1,045,741	1,666,580	1,785,206	1,836,822	303,421
Total shareholders' equity	2,315,550	3,359,588	3,985,409	4,011,800	4,508,205	744,703
Total liabilities and shareholders' equity	3,009,017	4,405,329	5,651,989	5,797,006	6,345,027	1,048,124

**Exchange Rate Information**

Our business is primarily conducted in China and most of our revenues are denominated in RMB. Unless otherwise noted, all translations from RMB to U.S. dollars and from U.S. dollars to RMB in this annual report were made at a rate of RMB6.0537 to US\$1.00, the exchange rate on December 31, 2013 as set forth in the H.10 statistical release published by the Federal Reserve Board. We make no representation that any RMB or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or RMB, as the case may be, at any particular rate or at all. The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of RMB into foreign currency and through restrictions on foreign exchange activities. On April 18, 2014, the exchange rate, as set forth in the H.10 statistical release of the Federal Reserve Board, was RMB6.2240 to US\$1.00.

The following table sets forth information concerning exchange rates between the RMB and the U.S. dollar for the periods indicated. These rates are provided solely for your convenience and are not

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necessarily the exchange rates that we used in this annual report or will use in the preparation of our other periodic reports or any other information to be provided to you.

Period	Noon Buying Rate			
	Period End	Average(1)	Low	High
	(RMB per US\$1.00)			
2009	6.8259	6.8294	6.8470	6.8176
2010	6.6000	6.7696	6.8330	6.6000
2011	6.2939	6.3849	6.6364	6.2939
2012	6.2301	6.2990	6.3879	6.2221
2013	6.0537	6.1412	6.2438	6.0537
October	6.0943	6.1032	6.1209	6.0815
November	6.0922	6.0929	6.0993	6.0903
December	6.0537	6.0738	6.0927	6.0537
2014				
January	6.0590	6.0509	6.0600	6.0402
February	6.1448	6.0816	6.1448	6.0591
March	6.2164	6.1729	6.2273	6.1183
April (through April 18), 2014	6.2240	6.2121	6.2240	6.1966

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

**B. Capitalization and Indebtedness**

Not Applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not Applicable.

**D. Risk Factors****Risks Related to Our Business**

*We have adopted an item-based revenue model for all but one of our self-developed online games and intend to apply this revenue model to most of our new online games. This revenue model may have a negative impact on our financial condition and results of operations.*

We have adopted an item-based revenue model for all of our self-developed online games except for our first MMORPG, Perfect World, for which we use a time-based model whereby players are charged for their playing time. Going forward, we intend to continue applying the item-based model to most of the new online games that we operate.

Under the item-based revenue model, players are able to play the online game free of charge for an unlimited amount of time, but are charged for purchases of in-game items, such as performance-enhancing items, clothing, accessories and pets. The item-based model requires us to design games that not only attract players to spend more time playing, but also encourage them to purchase in-game items. The sale of in-game items requires us to track closely consumer tastes and preferences, especially in-game spending trends. In addition, the item-based model may cause additional concerns with the PRC regulators, who have been trying to implement ways to reduce the amount of time that Chinese youths spend on online games. A model that does not charge for time may be viewed by the PRC

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regulators as inconsistent with this goal. We cannot assure you that the item-based revenue model will continue to be successful, or that it will not have a negative impact on our future financial condition and results of operations.

Our revenue recognition policy for the item-based online games entails our best estimates of the lives of various items associated with each of our item-based games. We adopted the item-based revenue model beginning in September 2006. With respect to permanent ownership items that we sell to players, we recognize revenues over the estimated lives of such items. We consider the average period that paying players typically play our games and other player behavior patterns to arrive at our best estimates for the lives of these permanent ownership items, which, in some cases, may be as long as the estimated life of the related game. However, given the fast-evolving nature of the game industry and various types of online games we offer to players with different tastes and preferences, our estimate of the period that players typically play our games may not accurately reflect the actual lives of the items. We have been revising our estimates as we continue to gain operating data and refine our estimation process and results accordingly. Any future revisions to these estimates could adversely affect the time period during which we recognize revenues from these items. For example, an increase in the estimated lives of these items would increase the period over which revenues from these items are recognized. See "Item 5. Operating and Financial Review and Prospects Critical Accounting Policies Revenue Recognition."

***If we are unable to successfully develop, launch and/or operate additional online games that grow our player base and increase our revenues, our future results of operations will be adversely affected.***

In order for our business strategy to succeed over time, we will need to continually develop, launch and operate new online games or license or acquire new games that are commercially successful. We will need to do this to both replace our existing online games as they reach the end of their useful economic lives and to meet our growth strategy of operating a larger number of online games that grow our overall player base and increase our revenues.

We plan to invest a significant amount of financial and personnel resources in developing, launching and operating new online games. The success of our new online games will largely depend on our ability to anticipate and effectively respond to changing consumer tastes and preferences and technological advances in a timely manner. We cannot assure you that the games we develop will be launched as scheduled, viewed by the regulatory authorities as complying with content restrictions, attractive to players, able to compete with games operated by our competitors or commercially successful. In addition, as we introduce new games, some of our existing customers may switch to the new games. If this transfer of players from our existing games does not grow our overall player base and revenues, our growth and profitability may be materially and adversely affected.

We may license or acquire new games from other game developers from time to time. However, we have limited track record in operating games licensed or acquired from other developers, and we may not be able to identify appropriate games or enter into arrangements with those developers to offer these games in China or elsewhere, on terms acceptable to us. If we are not able to develop, license or acquire additional online games that are commercially successful and have continuing appeal to players, our future profitability and growth prospects will decline.

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

The online game industry, from which we derive all of our revenues, is an evolving industry and concept. The growth of the online game industry and the level of demand and market acceptance of

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our online games are subject to a high degree of uncertainty. Our future operating results will depend on numerous factors, many of which are beyond our control. These factors include:

the growth of personal computer, internet and broadband users and their penetration in China and other markets in which we offer our games, the size of population within our targeted age group, and the rate of any such growth;

whether the online game industry, particularly in China, the rest of the Asia-Pacific region, North America and Europe, continues to grow and the rate of any such growth;

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

changes in consumer demographics and consumer tastes and preferences;

the popularity and price of new online games and in-game items that we and our competitors launch and distribute; and

our ability to timely upgrade and improve our existing games to extend their life spans and to maintain their competitive positions in the online game market.

Our ability to plan for product development and distribution and promotional activities will be significantly affected by our ability to anticipate and adapt to relatively rapid changes in consumer tastes and preferences. However, there is no assurance that MMORPGs will continue to be popular in China or elsewhere. A decline in the popularity of online games in general, or the MMORPGs that we operate, will likely adversely affect our business and prospects. We must be able to track and respond to changes in consumer preferences in a timely and effective manner, especially changes in game preferences and consumer spending trends relating to in-game item purchases.

***A severe and prolonged global economic recession and the related slowdown in the Chinese economy may adversely affect our business, results of operations and financial condition.***

The global financial markets experienced significant disruptions in 2008 and the United States, Europe and other economies went into recession. The recovery from the lows of 2008 and 2009 was uneven and it is facing new challenges, including the escalation of the European sovereign debt crisis since 2011 and the slowdown of the Chinese economy since 2012. It is unclear whether the European sovereign debt crisis will be contained and whether the Chinese economy will resume its high growth rate. There is considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies that have been adopted by the central banks and financial authorities of some of the world's leading economies, including China's. There have been concerns over unrest in the Middle East and Africa, which have resulted in volatility in oil and other markets. There have also been concerns about the economic effect of the earthquake, tsunami and nuclear crisis in Japan and tensions in the relationship between China and Japan. Economic conditions in China are sensitive to global economic conditions. Since we derive a majority of our revenues from China, any slowdown in the Chinese economy may have a negative impact on our business, operating results and financial condition in a number of ways. For example, our game players may decrease or delay spending with us, while we may have difficulty expanding our customer base fast enough, or at all, to offset the impact of decreased spending by our existing game players. Furthermore, the economic recession in other countries where our games are operated may reduce game players' level of disposable income, perceived future earnings capacities and willingness to spend, and may thus result in a decline in their spending on our games and a corresponding decrease in our revenues and profit.

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***Our business could suffer if we do not successfully manage our business expansion.***

We have experienced a period of significant business expansion that has placed, and continues to place, strain on our management personnel, systems and resources. To accommodate our business expansion pursuant to our strategies, we anticipate that we may need to implement and maintain a variety of new and upgraded operational and financial systems, including online payment systems and related security systems, procedures and controls, and improve our accounting and other internal management systems, all of which require substantial management efforts. We also will need to continue to expand, train, manage and motivate our workforce, and manage our relationships with our distributors, customers, overseas licensees and third-party service providers. All of these endeavors will require substantial management effort and skill and the incurrence of additional expenditures. We cannot assure you that we will be able to efficiently or effectively implement our business expansion strategies and manage the growth of our operations, and any failure to do so may limit our future growth and hamper our business strategy.

***Our recent acquisitions and strategic investments and any future acquisitions, investments or alliances may have an adverse effect on our ability to manage our business and may subject us to unforeseen liabilities.***

Selective acquisitions of and investments in online game development and operating companies and alliances with key players in the online game industry and other related industry sectors form part of our strategy to further expand our business. However, our ability to grow through future acquisitions, investments or alliances, such as joint ventures, will depend on the availability of suitable acquisition or investment targets or joint venture partners at reasonable terms, our ability to compete effectively to attract these targets or partners, the availability of financing to complete large acquisitions, investments or joint ventures, and our ability to obtain any required governmental approvals.

We only have limited experience in identifying, financing and completing large acquisitions, investments or joint venture transactions. These acquisitions and investments and our future similar transactions could expose us to potential risks, including risks associated with the assimilation of new operations, technologies and personnel, unforeseen or hidden liabilities, the inability to generate sufficient revenue to offset the costs and expenses of acquisitions, significant loss of investments, and potential loss of, or harm to, our relationships with employees, customers, licensors and other suppliers as a result of integration of new businesses. Furthermore, we may not be able to maintain a satisfactory relationship with our joint venture or other partners or handle other risks associated with our future alliances, which could adversely affect our business and results of operations. Such transactions and the subsequent integration processes would require significant attention from our management. The diversion of our management's attention and any difficulties encountered with respect to the acquisitions or alliances or in the process of integration could have an adverse effect on our ability to manage our business.

***We may suffer material loss on our venture capital investments if the fund we invested does not achieve the performance we expected.***

In 2011, we entered into a limited partnership agreement to invest up to RMB643.5 million as a limited partner in a venture capital fund over a nine-year period. This venture capital fund is expected to invest in high growth companies in the technology, media and telecommunication, or TMT, industries. In early 2013, we increased our committed capital for an additional RMB396.0 million and the investment term has been changed to 12 years. The venture capital fund intends to invest the additional capital received as a limited partner into another private equity fund, which focuses on investment into mature companies in the consumer and retail, financial services, health care, TMT, energy and natural resources, and high value-added manufacturing industries in China. The venture capital fund is managed by a general partner unrelated to us. Because various regulations in China

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currently restrict or prevent foreign-invested entities from engaging in certain TMT industries which are the targeted industries of the venture capital fund, we use Tianjin Trendsters Investment Co., Ltd., or Trendsters Investment, a variable interest entity we established in November 2011, as an investment vehicle to hold our investment in the fund. Trendsters Investment does not itself make investment decisions for the fund and is not involved in the management of the fund. These investments have inherent risks. We may suffer material loss in our venture capital investments if the fund we invested does not achieve the performance we expected.

***We operate in a highly competitive industry and compete against many companies.***

We believe that there are over 100 online game operators in China. Given the relatively low entry barriers to operating online games, we expect more companies to enter the online game industry in China and a wider range of online games to be introduced to the China market. Our principal competitors in China include Tencent Holdings Limited, or Tencent, NetEase.com, Inc., or NetEase, Shanda Games Limited, or Shanda Games, Changyou.com Limited, or Changyou, Giant Interactive Group Inc., or Giant Interactive, Beijing Guangyu Huaxia Sci-Tech Co., Ltd., or Guangyu Huaxia, NetDragon Websoft Inc., or NetDragon, Kingsoft Corporation Limited, or Kingsoft, Shanghai Posts & Telecommunications Technology Co., Ltd., or Tianty, Beijing Kylin Network Information Science and Technology Co., Ltd., or Kylin, and The9 Limited, or The9. Our potential competitors also include major internet portal operators, other domestic and foreign game developers and publishers, and alliances between our existing and new competitors. Some of our competitors have significantly greater financial and marketing resources, name recognition and game development resources than we have. In addition, many of our competitors have developed and operated games that have proven commercially successful for a longer period of time than our games and have a larger portfolio of online game offerings than we do. As a result, they may be able to take greater risks and endure lower than expected performances from some of their games than we are able to do.

Our competitors may introduce new business models, and if these new business models are more attractive to customers than the business models we currently use, our customers may switch to our competitors' games. We believe that competition in the online game market in China may become more intense as increasing numbers of online games are introduced in the market. We cannot assure you that we will be able to compete successfully against any new or existing competitors, or against any new business models implemented by them. In addition, mobile games have gained increasing popularity and user base along with the online games and other online platforms. The increased competition we have experienced and anticipate in the online game industry may reduce the number of our players or growth rate of our player base, or cause us to reduce usage fees or the prices of certain in-game items. All of these competitive factors could have a material adverse effect on our revenue growth and profitability.

***As we currently depend on a limited number of online games for substantially all of our revenues, any adverse developments relating to these games may adversely affect our future results of operations.***

We anticipate that our existing MMORPGs and online casual game in operation will continue to account for a substantial majority of our revenues in 2014. Online game operation revenues from our top two games operated in China, namely Zhu Xian and Perfect World II, in aggregate contributed 42%, 42% and 29% of our total revenues in 2011, 2012 and 2013, respectively. Except for Zhu Xian and Perfect World II, none of the rest of our games operated in any single country individually contributed more than 10% of our total revenues in 2011, 2012 or 2013. Although we currently have a number of new games in pipeline, and will target to develop and launch more games in the future, we cannot guarantee you that we will be able to successfully develop, launch and operate any of these new games. Neither can we guarantee you that we will be able to maintain the popularity of our top games

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or that our new games would generate sufficient revenues to replace these top games should they approach the end of their respective life cycles.

Accordingly, any of the following could materially and adversely affect our business, financial condition and results of operations:

failure by us to make quality upgrades, expansion packs, enhancements or improvements to the existing games in a timely manner;

any reduction in or failure to grow the player base of these existing games, any decrease in their popularity in the market due to intensifying competition or other factors;

any decrease in or failure to grow the amount of revenues generated from the existing games; or

any breach of game-related software security, prolonged server interruption due to network failures, hacking activities or other factors or any other adverse developments relating to our existing games.

***Our failure to anticipate or successfully implement new technologies could render our game engines, game development platforms or games uncompetitive or obsolete, and reduce our revenues and market share.***

Our proprietary game engines, game development platforms and anti-cheating expertise are critical to our success. The online game industry is subject to rapid technological change. We need to anticipate the emergence of new technologies and assess their market acceptance. We also need to invest significant resources in research and development to keep pace with technological advances in order to make our development capabilities and our games competitive in the market. However, development activities are inherently uncertain, and we might encounter practical difficulties in commercializing our development results. Our significant expenditures on research and development may not generate corresponding benefits. Given the fast pace with which online game technology has been and will continue to be developed, we may not be able to timely upgrade our game engines or our game development platforms in an efficient and cost-effective manner, or at all. New technologies in online game programming or operations could render our technologies, our existing online games or the games that we are developing or expect to develop in the future obsolete or uncompetitive, thereby potentially resulting in a decline in our revenues and market share.

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

As of the date of this annual report, we have licensed a number of our games to game operators overseas and have been operating a number of games in overseas markets by ourselves. We plan to further license and operate our existing and new games in more countries and regions. The offering of our games in the international markets through self-operation exposes us to a number of risks, including:

difficulties and costs in protecting our intellectual property rights overseas;

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

fluctuations in currency exchange rates; and

interruptions in cross-border internet connections or other system failures.



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The offering of our games in the international markets through licensing exposes us to a number of additional risks, including:

difficulties in identifying and maintaining good relationships with licensees who are knowledgeable about, and can effectively distribute and operate our games in, overseas markets;

difficulties in developing games and expansion packs catering to overseas markets and in renewing our license agreements with licensees upon their expiration; and

difficulties in maintaining the reputation of our company and our games, given that our games are operated by licensees in the overseas markets pursuant to their own standards;

The countries and regions where we license our games impose various restrictions on online games. For example, Korea requires online game companies to obtain a rating classification for online games and implement procedures to restrict the distribution of online games to minors. In particular, online game operators in Korea are required to screen minors from accessing the online games between midnight and 6 a.m. In Vietnam, all internet Cafés must be shut down between 10 p.m. and 8 a.m., no online game advertisement is permitted and no internet Café can be operated within 200 meters of a school. If we are unable to effectively manage these and other risks associated with the licensing of our games overseas, our ability to expand our business internationally and our growth prospect could be impaired.

***Unauthorized character enhancements and other hacking or cheating activities could harm our business and reputation and materially and adversely affect our results of operations.***

With the increase in the number of online game players in China, online game operators have increasingly encountered problems arising from the use of unauthorized character enhancements and other hacking or cheating activities. We have from time to time detected a number of players who have gained an unfair in-game advantage by installing hacking or cheating tools to facilitate character progression. In response to these activities, we have installed built-in detection mechanisms in our games to identify various hacking and cheating activities, and have expanded our technical team dedicated to detecting unauthorized character enhancements and resolving other hacking issues. Continued occurrences of unauthorized character enhancements and other manipulations may negatively impact the image of our online games and players' perception of their reliability, decrease the number of players, reduce the players' interest in purchasing in-game items, shorten the life span of the games and adversely affect our results of operations. Furthermore, once we detect the players who have engaged in hacking or cheating activities, we generally suspend their access to their respective accounts, which may result in significant user dissatisfaction and cause some of these players to cease to play the game altogether.

In addition, our games may be affected by other hacking or cheating activities in China and other countries and regions. We cannot assure you that we or our overseas licensees will be able to defend against these attacks promptly and effectively in the future. Furthermore, we cannot assure you that we will be able to identify and eliminate new unauthorized character enhancements or other hacking or cheating activities in a timely manner, or at all. Unauthorized character enhancements and other hacking or cheating activities could harm our business and reputation and adversely affect our results of operations. Furthermore, a constant recurrence of these activities may require us to shift our management's and personnel's attention from research and development and other operations to focus instead primarily on anti-hacking programs and activities, which could hurt our ability to develop and launch new games and grow our business.

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

We regard our proprietary software, domain names, trade names, copyrights, trademarks, trade secrets and similar intellectual properties as critical to our success. In particular, we have spent significant amount of time and resources in developing our game engines and must continue to protect the technology. We do not hold any patents in China or elsewhere and intellectual property rights and confidentiality protection in China may not be as effective as in the United States or other countries. Policing unauthorized use of proprietary technology is difficult and expensive. We have taken steps to prevent the misappropriation of our proprietary technology, including registration of our existing online games and a number of our game engines for copyright protection, registration of our domain names and entering into non-competition and confidentiality agreements with our key employees. However, these steps may be inadequate. Any misappropriation by our employees, licensees or other third parties of intellectual property used in our business, whether licensed to us or owned by us, could have an adverse effect on our business and operating results. The validity, enforceability and scope of protection of intellectual property in internet-related industries are uncertain and still evolving. In particular, the laws and enforcement procedures of the PRC and certain other countries are uncertain or do not protect intellectual property rights in this area to the same extent as do the laws and enforcement procedures of the United States. We mainly rely on our licensees for copyright, domain names and trademark protection outside China, although very limited protection has been secured to date. We may need to resort to court proceedings to enforce our intellectual property rights in the future. Litigation relating to our intellectual property might result in substantial costs and diversion of resources and management attention away from our business. See " Risks Related to Doing Business in China Uncertainties with respect to the PRC legal system could adversely affect us."

***We may be subject to intellectual property infringement claims which could be time-consuming and costly to defend and may result in diversion of our financial and management resources and our inability to continue providing certain of our existing games.***

We cannot assure you that our online games or other content posted on our websites, such as the information posted on our in-game bulletin boards, do not or will not infringe upon patents, valid copyrights or other intellectual property rights held by third parties. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. For example, on February 1, 2013, a Delaware company sued Perfect World Entertainment Inc., or PW USA (Parallel Networks, LLC v. Perfect World Entertainment, Inc., Case No. 13-cv-00182) and ten other companies in related actions for patent infringement in the United State District Court for the District of Delaware. The plaintiff alleged that PW USA's installers, downloaders and/or launchers, which are downloaded by users from our websites in connection with the distribution of our games, infringed two of its patents. Although we settled this case in June 2013 without having any material adverse effect on our business, we cannot assure you that we will not face similar claims in the future. If we are found to have violated the intellectual property rights of others, we may be enjoined from using such intellectual property, be forced to pay fines and damages, and we may incur licensing fees or be forced to develop alternatives. In addition, we may incur substantial expenses and diversion of our financial and management resources in defending against these third party infringement claims, regardless of their merit. Successful infringement or other intellectual property rights claims against us may result in substantial monetary liabilities, which may disrupt our operations and materially adversely affect our business, results of operations and prospects.

Some of our employees were previously employed at other companies, including our current and potential competitors. We also intend to hire additional personnel to expand our product development and technical support teams. To the extent these employees are involved in research at our company similar to research in which they have been involved at their former employers, we may become subject

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to claims that such employees or we may have used or disclosed trade secrets or other proprietary information of the former employers of our employees.

Moreover, we currently derive, and expect to continue to derive, substantial revenues and profits from online games based on intellectual property licensed to us by third parties. Any of our licensors may be subject to intellectual property rights claims with respect to those aspects of the online game licensed to us. If any of our licensors cannot prevail on the intellectual property rights claims brought against it, we might lose our license from such licensor and may not be able to obtain the license from the legitimate owner of the intellectual property, and our results of operations could be materially and adversely affected.

***We may be the target of harassing or other detrimental conducts by third parties including defamatory and malicious internet postings and allegations reported to government authorities that could harm our reputation and adversely affect the price of our ADSs.***

We have been, and in the future may be, the target of harassing or other detrimental conducts by third parties. For example, in January 2012, there were anonymous allegations posted on certain Chinese language websites regarding the corporate governance and business ethics of our company and our management. To our knowledge, some of these defamatory and malicious allegations were also reported to certain government authorities. We have been, and in the future may continue to be, subject to government or regulatory inquiries or investigation as a result of such third-party conducts. We may need to spend significant time and incur substantial costs to respond to such third-party conducts, and there is no assurance that we will be able to conclusively refute each of the allegations within a reasonable period of time, or at all. Our reputation and the price of our ADSs may also be negatively affected as a result of such detrimental third-party conducts.

***Undetected programming errors or flaws in our games or failure to maintain effective customer service could harm our reputation or decrease market acceptance of our games, which would materially and adversely affect our results of operations.***

Our games may contain errors or flaws, which may only become apparent after their release, particularly as we launch new games or introduce new features to existing games under tight time constraints. From time to time, our players informed us of programming flaws affecting their game play experience, which we were generally able to resolve promptly. Furthermore, customer service, including in-game masters, is critical for retaining customers, and we may not be able to maintain and continuously improve the quality of our services to meet customers' expectations. If our games contain programming errors or other flaws, or if we inadvertently delete our customers' records or otherwise fail to provide effective customer service, our customers may be less inclined to continue or resume playing our games or recommend our games to other potential customers, and may switch to our competitors' games. Undetected programming errors, game defects and unsatisfactory customer service can disrupt our operations, adversely affect the game experience of our customers, harm our reputation, cause our customers to stop playing our games, and delay market acceptance of our games, any of which could materially and adversely affect our results of operations.

***Network interruptions or loss of critical customer data caused by system failures or other internal or external factors may lead to player attrition and revenue reduction and harm our business and reputation.***

Any failure to maintain the satisfactory performance, reliability, security and availability of our network and computer infrastructure may cause significant harm to our reputation and our ability to attract and maintain players. From time to time, our customers in certain locations could not gain access to our online game services for a period of time lasting from several minutes to several hours due to server interruptions, power shutdowns, internet connection problems or other reasons. Any server interruptions, break-downs, design deficiencies, or system failures, including failures which may

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be attributable to events within or outside our control that could result in a sustained shutdown of all or a material portion of our services or loss of critical customer data, could adversely impact our ability to service our players and lead to player attrition and revenue reduction.

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

***If our system and network infrastructure fails to operate effectively, our business may be harmed.***

We use internally developed software systems that support nearly all aspects of our billing transactions. Our business may be harmed if we are unable to upgrade our systems fast enough to accommodate future traffic levels, avoid obsolescence or successfully integrate any newly developed or acquired technology with our existing systems. Furthermore, our network capacity depends on our owned and leased network servers and the communication bandwidth that we lease. Constraints in network capacity could cause unanticipated system disruptions and slower response time, affecting data transmission and game play. These factors could, among other things, cause us to lose existing or potential customers, which could, in turn, materially and adversely affect our business and results of operations.

***We rely on services from third parties to carry out our businesses, and if there is any interruption or deterioration in the quality of these services, our customers may cease playing our games.***

We rely on a network of distributors throughout China for sales of our online game services to our customers. As a result, a majority of our sales are carried out via a distribution network composed of non-exclusive third party distributors which also distribute games for our competitors. We do not have long-term agreements with any of our distributors, and cannot assure you that we will continue to maintain favorable relationships with them. In addition, we rely on various internet data centers to host our servers. Any interruption in our ability to obtain the services of these or other third parties or deterioration in their performance could impair the timeliness and quality of our service. Furthermore, if our arrangements with any of these third parties are terminated or modified against our interest, we may not be able to find alternative channels of distribution or services on a timely basis or on terms favorable to us or at all.

***The financial soundness of our licensees, distributors and vendors could affect our business and results of operations.***

If our licensees, distributors, service or product suppliers and other vendors experience cash flow concerns, licensees and distributors may delay their payment to us and vendors may increase their prices, reduce their output or change terms of sales. Additionally, if the operating and financial performance of our licensees, distributors and/or vendors deteriorates, or if they are unable to make scheduled payments or obtain credit, licensees or distributors may not be able to pay, or may delay payment of, accounts receivable owed to us and vendors may restrict credit or impose different payment terms. Any inability of current or potential licensees or distributors to pay us or any demands by vendors for different payment terms may adversely affect our earnings and cash flow.

***We need a substantial amount of cash to fund our operations; if we fail to obtain additional capital when we require it, our growth prospects and future profitability may be materially and adversely affected.***

We require a significant amount of cash to fund our operations. In particular, we will need capital to fund the expansion of our business and our research and development activities in order to remain competitive in this market. Future expansions, changes in market conditions or other developments may

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also cause us to require additional funds. Our ability to obtain external financing in the future is subject to a number of uncertainties, including:

our future financial condition, operations and reputation;

general market conditions in our industry; and

economic, political and other conditions in China and elsewhere.

If we are unable to obtain necessary capital in a timely manner or on commercially acceptable terms, our operation, results of operations and growth prospects may be materially and adversely affected.

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

Currently, a portion of our online game operation revenues are generated from sales through third-party online payment platforms. In such transactions, secured transmission of confidential information, such as customers' credit card numbers and expiration dates, personal information and billing addresses, over public networks, in some cases including our website as well, is essential to maintain consumer confidence. While we have not experienced any material breach of our security measures to date, we cannot assure you that our current security measures are adequate. In addition, we expect that an increasing amount of our sales will be conducted over the internet as a result of the growing use of online payment systems over time. In the meantime, the associated online crime will likely increase as well and we must be prepared to increase our security measures and efforts so that our customers have confidence in the reliability of the online payment systems that we use. We do not have control over the security measures of our third party online payment vendors and we cannot assure you that these vendors' security measures are adequate or will be adequate with the expected increased usage of online payment systems. Security breaches of the online payment systems that we use could expose us to litigation and possible liability for failing to secure confidential customer information and could harm our reputation, ability to attract customers and ability to encourage customers to purchase in-game items.

***We have experienced and may continue to experience fluctuations in quarterly operating results.***

Although our entire game portfolio does not exhibit clear cyclic characteristics, our quarterly operating results have experienced fluctuations and may continue to fluctuate in the future. Such fluctuations are due to a variety of factors, including the demand for our products and services and our competitors' products and services, the launch of our new games, changes in estimation of the average period that players typically play our games, the quality of the expansion packs for our existing games, the level of usage of illegal game servers, the level of usage of the internet, the size and rate of growth of the online game market, development and promotional expenses related to the introduction of new products, network interruptions and other system problems. As an online game operator, our revenues in any quarter depend on various factors that can cause significant fluctuations, including timing and strength of the expansion packs release and in-game promotions, the amount and mixture of in-game items purchased by players, the game playing time spent by our players and evolving market conditions. To a significant degree, our operating expenses are based on planned expenditures and our expectations regarding prospective customer usage and purchases. Failure to meet our expectations or our inability to accurately estimate customer usage and purchases, could disproportionately and adversely affect our operating results in any given quarter. Given the adoption of the item-based revenue model, it may be difficult to estimate customer usage and purchases. As a result, we believe that period-to-period comparisons of operating results are not necessarily indicative of our future results.

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***Our business and growth are substantially dependent on the continuing efforts of our senior executive officers, and our business may be severely disrupted if we lose their services.***

Our future success depends substantially on the continued services of our senior executive officers and key employees, especially Mr. Michael Yufeng Chi, our founder and chairman of the board of directors, Mr. Robert Hong Xiao, our chief executive officer, Mr. Kelvin Wing Kee Lau, our chief financial officer, Mr. Di He, our chief technology officer, Mr. Qing Li, our chief development officer, Mr. Qi Zhu, our chief publishing officer, Aisa, Mr. Alan Chen, our chief publishing officer, U.S. & Europe and chief executive officer of our U.S. and European subsidiaries, Mr. Xiaoyin Lu, our chief artist and Mr. Alex Yiran Xu, our chief business officer. If one or more of our senior executive officers were unable or unwilling to continue in their present positions, we might not be able to replace them easily, timely, or at all, and our business may be severely disrupted and our financial conditions and results of operations may be materially and adversely affected. If any of our senior executive officers joins a competitor or forms a competing company, we may lose distributors, customers, service providers, know-how and key professionals and staff members. Each of our senior executive officers has entered into an employment agreement with us, which contains non-competition provisions. However, if any dispute arises between our senior executive officers and us, these agreements may not be enforceable in China, where these executive officers reside, in light of the uncertainties relating to China's legal system. See " Risks Related to Doing Business in China Uncertainties with respect to the PRC legal system could adversely affect us."

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

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

***If we fail to maintain an effective system of internal control over financial reporting, we may be unable to accurately report our financial results, and investor confidence and the market price of our ADSs may be adversely affected.***

We are subject to the reporting obligations under the U.S. securities laws. Under Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, we are required to include a report of management on the effectiveness of our internal control over financial reporting in our annual report. In addition, our independent registered public accounting firm must issue an attestation report on the effectiveness of our internal control over financial reporting. If we fail to maintain effective internal control over financial reporting in the future, a material misstatement of our financial statements may not be prevented or detected on a timely basis. In addition, we and our independent registered public accounting firm may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting at a reasonable assurance level in accordance with Section 404. This could in turn result in the loss of investor confidence in the reliability of our financial statements and negatively impact the trading price of our ADSs. Furthermore, we have incurred and anticipate that we will continue to incur considerable costs and use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act. If we are not able to continue to meet the requirements of Section 404 in a timely manner or with adequate compliance, we may be subject to sanctions or investigation by the SEC or other regulatory authorities. Any such action could adversely affect our financial results and the market price of our ADSs.

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***We face risks related to health epidemics and other natural disasters.***

Our business could be adversely affected by the effects of influenza, avian flu, severe acute respiratory syndrome, or SARS, or any other epidemic or outbreak. Any prolonged recurrence of influenza, avian flu, SARS or other adverse public health developments in China may have a material adverse effect on our business operations. Our operations may be impacted by a number of health-related factors, including, among other things, quarantines or closures of our offices which could severely disrupt our operations, the sickness or death of our key officers and employees, closure of internet cafés and other public areas where people access the internet, and a general slowdown in the Chinese economy. Any of the foregoing events or other unforeseen consequences of public health problems could adversely affect our business and results of operations. We have not adopted any written preventive measures or contingency plans to combat any future outbreak of influenza, avian flu, SARS or any other epidemic. In addition, other major natural disasters may also adversely affect our business by, for example, causing disruptions of the internet network or otherwise affecting access to our games, or resulting in damages to our facilities. For example, the earthquake, tsunami and nuclear crisis hitting Japan in March 2011 caused a temporary decline in the number of game players logged on to our games in Japan and a delay of the commercial launch of our new games in Japan.

***If PRC tax benefits currently available to our PRC subsidiaries and our PRC affiliated entities are reduced or repealed, our business and results of operations could suffer.***

Under the corporate income tax law that took effect on January 1, 2008, foreign invested enterprises, such as our subsidiary, Beijing Perfect World Software Co., Ltd., or PW Software, and domestic companies are subject to corporate income tax at a uniform rate of 25%. Preferential tax treatments will continue to be granted to entities which conduct businesses in certain encouraged sectors and to entities classified as "software enterprises" and/or "high and new technology enterprises." See "Item 5. Operating and Financial Review and Prospects Taxation PRC PRC Corporate Income Tax." In addition, according to tax rules and regulations that are favorable to technology development businesses, revenues generated from software development and relevant technology consulting services may enjoy business tax exemption. Any expiration of, or changes to, these tax benefits or treatments will have a material adverse effect on our operating results.

***Our global income may be subject to PRC tax under the corporate income tax law, which would have a material adverse effect on our results of operations.***

Under the corporate income tax law and the Implementing Rules, an enterprise established outside of the PRC with "de facto management bodies" within the PRC is considered a resident enterprise and will be subject to the corporate income tax on its global income. According to the Implementing Rules, "de facto management bodies" refer to "establishments that carry out substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. of an enterprise." Accordingly, Perfect World Co., Ltd. and its subsidiaries outside the PRC may be considered a resident enterprise and may therefore be subject to PRC corporate income tax on our global income. If Perfect World Co., Ltd. and its subsidiaries outside the PRC are considered a resident enterprise and earn income other than the dividends from our PRC subsidiaries, such PRC income tax on our global income could significantly increase our tax burden and materially and adversely affect our cash flow and profitability.

In addition, with the uncertainty regarding the interpretation and implementation of the corporate income tax law and its implementation rules, if we are regarded as a PRC resident enterprise, then any dividends to be distributed by us to our non-PRC shareholders or ADS holders or any gains realized by non-PRC shareholders or ADS holders from transfer of our shares or ADSs may be subject to PRC withholding tax. If we are required under the corporate income tax law to withhold PRC income tax on

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the above dividends or gains, the investment in our shares or ADSs may be materially and adversely affected.

***The PRC withholding tax rate on dividends that PW Hong Kong receives from our PRC subsidiaries may rise under the corporate income tax law, which would have a material adverse effect on our results of operations.***

Pursuant to the corporate income tax law and the Implementing Rules, dividends generated after January 1, 2008 and payable by a foreign-invested enterprise to its foreign investors are subject to a 10% withholding tax if the foreign investors are considered non-resident enterprises without any establishment or place within China or if the dividends payable have no connection with the establishment or place of the foreign investors within China, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Perfect Online Holding Limited, or PW Hong Kong, our wholly owned subsidiary and the direct holder of 100% equity interest in PW Software, Shanghai Perfect World Software Co., Ltd., or Shanghai PW Software and Beijing Perfect World Game Software Co., Ltd., or PW Game Software, is incorporated in Hong Kong. According to a tax arrangement between Mainland China and Hong Kong, dividends paid by a foreign-invested enterprise in China to its direct holding company in Hong Kong are subject to withholding tax at a rate of no more than 5% if the foreign investor directly owns at least 25% of the shares of the foreign-invested enterprise. However, if PW Hong Kong is not considered to be the beneficial owner of dividends paid to it by its PRC subsidiaries under a tax notice promulgated on October 27, 2009, such dividends should be subject to withholding tax at a rate of 10%.

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

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

#### **Risks Related to Our Corporate Structure**

***If the PRC government finds that the arrangements that establish the structure for operating our business and investing in a venture capital fund do not comply with PRC government restrictions on foreign investment in the online game and online reading industries and certain other TMT industries, we could be subject to severe penalties.***

We are a Cayman Islands company and, as such, we are classified as a foreign enterprise under Chinese laws, and our wholly owned PRC subsidiaries are foreign-invested enterprises. Various regulations in China currently restrict or prevent foreign-invested entities from holding certain licenses required to operate online games and online reading services, including internet content provision, internet culture operation and internet publishing licenses. In light of these restrictions, we rely on Beijing Perfect World Network Technology Co., Ltd., or PW Network, and Beijing Perfect World Digital Technology Co., Ltd., or PW Digital Technology, to hold and maintain the licenses necessary to operate our online games in China. PW Network owns all of the intellectual property, facilities and other assets relating to the operation of our online game businesses in China. PW Digital Technology is a variable interest entity we established in 2013 and is in the process of applying for the licenses relating to operation of online game business in China. In addition, because various regulations in China currently restrict or prevent foreign-invested entities from engaging in certain TMT industries, we use Trendsters Investment, a variable interest entity we established in November 2011, as an investment vehicle to hold our investment in a venture capital fund. We previously operated our film and television business through Beijing Perfect Moment Network Technology Co., Ltd. (previously known as Beijing Perfect Moment Pictures Co., Ltd.), or Perfect Moment, in China, which no longer



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has material business operations after we sold the film and television business in August 2011. We had operated our online reading business through Beijing Huanxiang Zongheng Chinese Literature Website Co., Ltd. (previously known as Beijing Huanxiang Zongheng Network Technologies Co., Ltd.), or PW Literature, before we sold PW Literature to an unrelated party in December 2013. We treat PW Network, PW Digital Technology, Trendsters Investment, Perfect Moment, and PW Literature, for the period before we sold it in December 2013, as our variable interest entities.

Each of our variable interest entities and their respective equity owners have entered into a series of contractual arrangements with PW Software, or in the case of PW Digital Technology, with PW Game Software, through which we have effective control over each of our variable interest entities. The agreements between PW Literature, its equity owners and PW Software were terminated when we sold PW Literature to an unrelated party in December 2013. For a description of these contractual arrangements with PW Network, PW Digital Technology, Trendsters Investment, Perfect Moment and PW Literature, see "Item 4. Information on the Company History and Development of the Company," "Item 7. Related Party Transactions Contractual Arrangements with PW Network and its Equity Owners," " Contractual Arrangements with PW Digital Technology and its Equity Owners," " Contractual Arrangements with Trendsters Investment and its Equity Owners," " Contractual Arrangements with Perfect Moment and its Equity Owners" and " Contractual Arrangements with PW Literature and its Equity Owners."

Under the equity pledge agreements, the equity holders of our variable interest entities pledged their respective equity interests in our variable interest entities to PW Software or to PW Game Software in the case of PW Digital Technology. According to the PRC Property Rights Law which took effect on October 1, 2007, such equity pledge has to be registered with the relevant administration for industry and commerce. Before October 1, 2008, PW Software applied for registration of the equity pledge of PW Network's equity interests, but the application was denied as no registration procedures were available. In September 2008, the State Administration for Industry and Commerce of China issued the Administrative Measure of Share Pledge Registration, which took effect as of October 1, 2008, and stipulated the registration procedures for equity pledge in accordance with PRC Property Rights Law. We completed the registration of the pledge of PW Literature's equity interests in early 2011 and again in 2012 after the change of PW Literature's equity owners in July 2011. We completed the registration of the pledge of the equity interests of PW Network, Perfect Moment and Trendsters Investment in 2012 and the registration of the pledge of the equity interest of PW Digital Technology in 2014.

The Circular on Strengthening the Administration of Foreign Investment in and Operation of Value-added Telecommunications Business issued by the Ministry of Industry and Information Technology (previously known as the Ministry of Information Industry), or the MIIT, in July 2006, reiterated the regulations on foreign investment in telecommunications businesses, which require foreign investors to set up foreign-invested enterprises and obtain a business operating license for internet content provision, or ICP license, to conduct any value-added telecommunications business in China. Under this circular, a domestic company that holds an ICP license is prohibited from leasing, transferring or selling the license to foreign investors in any form, and from providing any assistance, including providing resources, sites or facilities, to foreign investors that conduct value-added telecommunications business illegally in China. Furthermore, the relevant trademarks and domain names that are used in the value-added telecommunications business must be owned by the local ICP license holder. This circular further requires each ICP license holder to have the necessary facilities for its approved business operations and to maintain such facilities in the regions covered by its license. In addition, all value-added telecommunications service providers are required to maintain network and information security in accordance with the standards set forth under relevant PRC regulations. Due to a lack of interpretative materials from the regulator, it is unclear what impact this circular will have on us or the other Chinese internet companies that have adopted the same or similar corporate and

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contractual structures as ours. We have made verbal inquiries with the officials at the MIIT, but have not been able to get a definitive answer as to the applicability of this circular to our corporate structure and to the enforcement and performance of the contractual arrangements between our wholly owned PRC subsidiaries on the one hand, and PW Network, PW Literature and PW Digital Technology and their respective equity holders on the other.

On September 28, 2009, the General Administration of Press and Publication of China, or GAPP, which was reorganized as the General Administration of Press, Publication, Radio, Film, and Television, or GAPP RFT, in 2013, the National Copyright Administration, and National Office of Combating Pornography and Illegal Publications jointly issued a Notice on Further Strengthening on the Administration of Pre-examination and Approval of Online Games and the Examination and Approval of Imported Online Game, or the GAPP Notice. The GAPP Notice restates that foreign investors are not permitted to invest in online game-operating businesses in China via wholly owned, equity joint venture or cooperative joint venture investments and expressly prohibits foreign investors from gaining control over or participating in domestic online game operators through indirect ways such as establishing other joint venture companies, or contractual or technical arrangements. However, the GAPP Notice does not provide any interpretation of the term "foreign investors" or make a distinction between foreign online game companies and China based companies under a similar corporate structure like ours. Thus, it is unclear whether such regulations will be applicable to us or many other China based companies that rely on similar contractual arrangements with variable interest entities to operate online games in China.

In the opinion of King & Wood Mallesons, our PRC counsel, each of the above agreements constitutes valid and legally binding obligations of each party to such contractual agreements under PRC Laws. However, King & Wood Mallesons is of the view that the interpretation and implementation of the laws and regulations in the PRC and their application to and effect on the legality, binding effect and enforceability of contracts are subject to the discretion of competent PRC authorities, and therefore there is no assurance that relevant PRC authorities will take the same position as the opinion of King & Wood Mallesons herein in respect of the legality, binding effect and enforceability of each of the contractual agreements. Meanwhile, since the PRC legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties, which may limit legal protections available to us to enforce the contractual arrangements should our variable interest entities or their equity holders fail to perform their obligation under those arrangements.

If we are found to be in violation of any existing or future PRC laws or regulations, including the circular issued by the MIIT, the relevant regulatory authorities would have broad discretion in dealing with such violation, including levying fines, confiscating our income, revoking business licenses of PW Software and PW Game Software or the business or operating licenses of our variable interest entities, requiring us to restructure the relevant ownership structure or operations, and requiring us to discontinue all or any portion of our online game or online reading operations. Any of these actions could cause significant disruption to our business operations and may materially and adversely affect our business, financial condition and results of operations.

***Our contractual arrangements with our variable interest entities may result in adverse PRC tax consequences to us.***

We could face material and adverse PRC tax consequences if the PRC tax authorities determine that PW Software's and PW Game Software's contractual arrangements with our variable interest entities were not made on an arm's length basis and adjust our income and expenses for PRC tax purposes in the form of a transfer pricing adjustment. A transfer pricing adjustment could result in a reduction, for PRC tax purposes, of adjustments recorded by these variable interest entities which could adversely affect us by (i) increasing the tax liabilities of these variable interest entities without reducing

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the tax liability of PW Software and PW Game Software, which could further result in late payment fees and other penalties to these variable interest entities for underpaid taxes; or (ii) limiting the ability of PW Software, PW Game Software and these variable interest entities to maintain preferential tax treatments and other financial incentives.

***Our contractual arrangements with our PRC variable interest entities and their respective equity owners may not be as effective in providing control over these entities as direct ownership of these entities.***

We conduct substantially all of our operations, and generate substantially all of our revenues, in China through contractual arrangements with our PRC variable interest entities and their respective equity owners that provide us with effective control over these variable interest entities. We have no direct ownership interest in our PRC variable interest entities. The contractual arrangements among our wholly owned subsidiaries, PW Software and PW Game Software, and our PRC variable interest entities and their respective equity owners may not be as effective in providing us with control over these variable interest entities as direct ownership subject to the discretion of competent PRC authorities. Our PRC variable interest entities or their respective equity owners may breach their contractual arrangements. The equity owners of these variable interest entities may bring claims against us to demand their economic and other rights in these entities by virtue of the fact that they are registered equity holders of these entities. They may also refuse to transfer their equity interests in our PRC variable interest entities to us or our designee when and if we request so. There is no assurance that the equity owners of our variable interest entities will act in our interests in the event of conflicts of interest between their own interests and those of our company.

In any such event, we would have to rely on legal remedies under PRC law. These remedies may not always be effective, particularly in light of uncertainties in the PRC legal system. See "Risks Related to Doing Business in China Uncertainties with respect to the PRC legal system could adversely affect us." In addition, PRC laws and regulations governing the validity of our contractual arrangements are uncertain and the government authorities, including courts, have broad discretion in interpreting these laws and regulations. See "If the PRC government finds that the arrangements that establish the structure for operating our business do not comply with PRC government restrictions on foreign investment in the online game and online reading industries, we could be subject to severe penalties."

On February 2, 2012, a Chinese company unrelated to our company sought a court order of attachment against the assets of Beijing Jiuzhou Tianyuan Investment Management Co., Ltd., or Jiuzhou Tianyuan, an equity owner of PW Network. The law suit was later withdrawn in July 2012 according to a court record.

On March 20, 2012, Jiuzhou Tianyuan filed a case against PW Network seeking access to financial and other information of PW Network as an equity holder of PW Network, notwithstanding that it has entered into an equity pledge agreement to pledge all its equity interests in PW Network to PW Software. Jiuzhou Tianyuan withdrew its case in June 2012 and the registration of the equity pledge of Jiuzhou Tianyuan with the relevant administration for industry and commerce was completed in July 2012.

While our effective control over our variable interest entities has not been materially adversely affected, we may consider taking additional actions to maximize the protection of our interests in these entities, including restructuring our operations. Any of these actions may be time consuming, divert our management's attention, result in substantial costs on our part and cause unintended adverse consequences that may materially and adversely affect our business, financial condition and reputation.

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**Risks Related to Doing Business in China**

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

Due to the high degree of user loyalty to MMORPGs and other online games, easy access to personal computers and internet cafés, and lack of more appealing forms of entertainment in China, many teenagers frequently play online games. This may result in these teenagers spending less time on or refraining from other activities, including academics and sports. Furthermore, excessive game play may adversely affect the health of players, especially teenage players. 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 the youth of China. Due primarily to such adverse public reaction, local and central governments in China have tightened their regulation of internet café operations. A notice jointly issued by several central governmental agencies in February 2007 suspended nationwide approval for the establishment of new internet cafés for the year of 2007 and increased the punishment for internet cafés admitting minors. This notice also tightened the administration of in-game currency, and its impact on us and other operators of item-based online games is uncertain. Also, local and higher-level governmental authorities may from time to time decide to more strictly enforce the customers' age limit and other requirements relating to internet cafés as a result of the occurrence of, and the media attention on, gang fights, arson or other incidents in or related to internet cafés. As many of our customers access our games website from internet cafés, any restrictions on internet café operations could result in a reduction of the amount of time our customers spend on our online games or a reduction in or slowdown in the growth of our customer base or customer purchases of in-game items, thus adversely affecting our business and results of operations. Given the relatively limited use of personal computers at home in China and the relatively high cost of high-speed internet access in China, closures or reduction in business hours of internet cafés would significantly reduce the number of game players and online readers in China.

The PRC 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 among minors. In April 2007, eight PRC government authorities, including GAPP and several other governmental authorities issued a notice requiring all Chinese online game operators to adopt an "anti-fatigue system" in an effort to curb addiction to online games by minors. Under the anti-fatigue system, three hours or less of continuous play is defined as "healthy," three to five hours is defined as "fatiguing," and five hours or more is defined as "unhealthy." Game operators are required to reduce the value of game benefits for minor game players by half when those game players reach the "fatigue" level, and to zero when they reach the "unhealthy" level. In addition, online game players in China are now required to register their identity card numbers before they can play an online game. This system allows game operators to identify which game players are minors.

The implementation of the aforementioned systems and regulations may discourage or otherwise prevent or restrict our young and other customers from playing our online games, which could limit the growth of or reduce our revenues, thus adversely affecting our business and results of operations. If we fail to implement these systems timely and successfully, the relevant government authorities may have broad discretion in dealing with our noncompliance, including rejecting our application for the operation of new games, suspending our online game operations and revoking our relevant licenses. In addition, it is also possible that the PRC government authorities may decide to adopt more stringent policies to monitor the online game industry as a result of adverse public reaction or otherwise. Any such restrictions on online game playing would adversely affect our business and results of operations.

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***The continued growth of China's internet market as well as our growth may be adversely affected by an inadequate telecommunications infrastructure.***

Although private sector internet service providers currently exist in China, almost all access to the internet is maintained through state-owned telecommunications operators under the administrative control and regulatory supervision of the MIIT. We rely on this infrastructure to provide data communications capacity primarily through local telecommunications lines. Although the government has announced plans to develop aggressively the national information infrastructure, we cannot assure you that this infrastructure will be developed as planned or at all. In addition, we will have no access to alternative networks and services, on a timely basis if at all, in the event of any infrastructure disruption or failure. The internet infrastructure in China may not support the demands necessary for the continued growth in internet usage and in our business.

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

Most of our operations are conducted in China and most of our revenues are sourced from China. Accordingly, our results of operations, financial condition and prospects are subject to a significant degree to the economic, political and legal developments of China. Since the late 1970s, the PRC government has been reforming the economic system in China. These reforms have resulted in significant economic growth. However, we cannot predict the future direction of economic reforms or the effects such measures may have on our business, financial position or results of operations. Furthermore, while the economy of China has experienced significant growth in the past 30 years, growth has been uneven, both geographically and among various sectors of the economy. The PRC government also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. Future actions and policies of the PRC government could materially affect our liquidity and access to capital and our ability to operate our business.

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

The online game industry in China is highly regulated by the PRC government. Various regulatory authorities of the PRC central government, such as the State Council, the MIIT, the GAPP that was reorganized as the GAPPRFT in 2013, the Ministry of Culture and the Ministry of Public Security are empowered to issue and implement regulations governing various aspects of these industries. We are required to obtain applicable permits or approvals from different regulatory authorities in order to provide online game services. For example, an internet content provider, or ICP, such as PW Network, must obtain an ICP license in order to engage in any commercial ICP operations within China. Online game operators must also obtain a license from the Ministry of Culture and an internet publishing license from the GAPP that was reorganized as the GAPPRFT in 2013 in order to distribute games and reading services through the internet.

Before May 2008, we did not hold an internet publishing license as the issuance of such licenses had been suspended by the GAPP that was reorganized as the GAPPRFT in 2013. PW Network obtained an internet publishing license for online game publishing in May 2008, which allows PW Network to distribute and publish online games on the internet. Hefei Perfect World Network Technology Co., Ltd, or PW Hefei, a wholly owned subsidiary of PW Digital Technology, obtained an internet publishing license for online game and mobile game publishing in June 2012, which allows PW Hefei to distribute and publish online games and mobile games on the internet. Currently, our self-operated online games are published in China by PW Network or PW Hefei. We have filed internet publications of our client-based online games and self-developed web games with GAPP, and we are in the process of filing internet publications of our self-developed mobile games.

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

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

The PRC government has adopted certain regulations governing internet access and the distribution of news and other information over the internet. Under these regulations, internet content providers and internet publishers are prohibited from posting or displaying over the internet content that, among other things, violates PRC laws and regulations, impairs the national dignity of China, or is obscene, superstitious, fraudulent or defamatory. Meanwhile, when internet content providers and internet publishers find that information falling within the above scope is transmitted on their websites or is stored in their electronic bulletin service systems, they should terminate the transmission of such information or delete such information immediately and keep records and report to relevant authorities. Failure to comply with these requirements could result in the revocation of the ICP license and other required licenses and the closure of the concerned websites. The website operator may also be held liable for such prohibited information displayed on, retrieved from or linked to such website.

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

As these regulations are relatively new and subject to interpretation by the relevant authorities, it may not be possible for us to determine in all cases the type of content that could result in liability for us as a website operator. In addition, we may not be able to control or restrict the content of other internet content providers linked to or accessible through our websites, or content generated or placed on our websites by our users, despite our attempt to monitor such content. To the extent that regulatory authorities find any portion of our content objectionable, they may require us to limit or eliminate the dissemination of such information or otherwise curtail the nature of such content in our online games and on our websites, and keep records and report to relevant authorities, which may reduce our player and reader base, the amount of time our games are played or the purchases of in-game items. This would have a material adverse effect on our financial condition and results of operations. In addition, we may be subject to significant penalties for violations of those regulations arising from information displayed on, retrieved from or linked to our online games and websites, including a suspension or shutdown of our operations.

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

In the course of playing our games, players acquire and accumulate some virtual assets, such as performance-enhancing items, clothing, accessories, pets and other in-game items. Such virtual assets

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can be highly valued by game players. In practice, virtual assets can be lost for various reasons, such as data loss caused by delay of network service, by a network crash, or by hacking activities. There are currently no PRC laws and regulations governing property rights of virtual assets. As a result, it is unclear who is the legal owner of virtual assets and whether the ownership of virtual assets is protected by law. In addition, it is unclear under PRC law whether an operator of online games such as us would have any liability (whether in contract, tort or otherwise) for loss of such virtual assets by game players. Based on several judgments regarding the liabilities of online game operators for loss of virtual assets by game players, the courts have generally required the online game operators to provide well-developed security systems to protect such virtual assets owned by game players. In the event of a loss of virtual assets, we may be sued by game players and may be held liable for damages.

***Restrictions on virtual currency may adversely affect our revenues from game operations in China.***

Our revenues from game operations in China are collected through the sale of our prepaid cards or sale of our online points. The Notice on the Reinforcement of the Administration of internet Cafés and Online Games issued by the Ministry of Culture on February 15, 2007 directs the People's Bank of China to strengthen the administration of virtual currency in online games to avoid any adverse impact on the PRC economy and financial system. This notice provides that the total amount of virtual currency issued by online game operators and the amount purchased by individual game players should be strictly limited, with a strict and clear division between virtual transactions and real transactions carried out by way of ecommerce. This notice also provides that virtual currency should only be used to purchase in-game items. On June 4, 2009, the Ministry of Commerce and the Ministry of Culture jointly issued Notice on the Reinforcement of the Administration of Virtual Currency in Online Games, which defines what is virtual currency and requires that entities should obtain the approval from the Ministry of Commerce before issuing virtual currency and engaging in transactions using virtual currency in connection with online games. Entities are prohibited from using virtual currency to carry out gambling business.

These restrictions may result in lower sales of our prepaid cards or online points, and could have an adverse effect on our game operations revenues.

***PRC regulations relating to internet video/audio program services may adversely affect the operation of our online games.***

On December 12, 2007, the Ministry of Public Security, and the State Administration of Radio, Film and Television, or the SARFT, and MIIT promulgated the Administrative Measures on internet Video/Audio Program Services, which requires that, among others, a service provider of internet video/audio program should obtain a license from the SARFT, failure of which may result in the suspension or close of the website providing the internet video/audio program services. On April 1, 2010, the SARFT issued the Tentative Catalogue of internet Video/Audio Program Services, which classifies the internet video and audio services into three categories and provides detailed description on each category. We obtained the SARFT license to provide internet video and audio services through our website wanmei.com in 2010. If any PRC regulatory agency determines that our operation of internet video/audio program is not in compliance with the requirements of this regulation, the regulatory agency may impose fines and penalties or take actions to prevent us from providing internet video and audio services through our online games websites, which may adversely affect the operation of our online games.

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

On October 21, 2005, SAFE issued the Notice on Issues Relating to the Administration of Foreign Exchange in Fund-raising and Reverse Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies, or Notice 75, which became effective as of November 1, 2005. SAFE later issued a series of implementation guidance. These regulations require PRC residents and PRC corporate entities to register with competent local branches of SAFE in connection with their direct or indirect offshore investment in offshore special purpose vehicles. These regulations may apply to our shareholders who are PRC resident individuals or entities ultimately owned by PRC residents and may apply to any of our potential offshore acquisitions in the future.

According to Notice 75 and the relevant SAFE regulations, prior registration with the local SAFE branch is required for PRC residents to establish or to control an offshore company for the purposes of financing that offshore company with assets or equity interests in an onshore enterprise located in the PRC. An amendment to registration or filing with the local SAFE branch by such PRC resident is also required for the injection of equity interests or assets of an onshore enterprise in the offshore company or overseas funds raised by such offshore company, or any other material change involving a change in the capital of the offshore company. Moreover, Notice 75 and the relevant SAFE regulations apply retroactively. As a result, PRC residents who have established or acquired control of offshore companies that have made onshore investments in the PRC in the past were required to complete the relevant registration procedures with the local SAFE branch.

We have requested our shareholders who are PRC residents to make the necessary applications, filings and amendments as required under Notice 75 and the relevant SAFE regulations and guidance. We attempt to comply, and attempt to ensure that our shareholders who are subject to these rules comply, with the relevant requirements. However, we cannot provide any assurance that all of our shareholders who are PRC residents will comply with our request to make or obtain any applicable registrations or comply with other requirements required by Notice 75 and the relevant SAFE regulations and guidance. The failure or inability of our PRC resident shareholders to make any required registrations or comply with other requirements may subject such shareholders to fines and legal sanctions and may also limit our ability to contribute additional capital into or provide loans to our PRC subsidiaries or variable interest entities, limit our PRC subsidiaries' ability to pay dividends or otherwise distribute profits to us, or otherwise adversely affect us.

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

In February 2012, SAFE promulgated the Notice relating to Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas-Listed Company, or SAFE Notice 7, which replaced an earlier SAFE notice promulgated in 2007. Under SAFE Notice 7, PRC individuals and foreign citizens having resided in the PRC for one year or more who participate in a stock incentive plan of an overseas listed company are required, through a PRC domestic agent or PRC subsidiary of the overseas listed company, to register with SAFE and complete certain other procedures. We and our Chinese employees who have been granted restricted shares or stock options pursuant to our share incentive plan are subject to this notice because we are an overseas listed company. If we or our Chinese employees fail to comply with the provisions of this notice, we and/or our Chinese employees may be subject to fines and legal sanctions imposed by SAFE or other PRC government authorities.



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***A PRC regulation promulgated in August 2006 and certain other PRC regulations sets forth complex procedures for acquisitions conducted by foreign investors which could make it more difficult to pursue growth through acquisitions.***

On August 8, 2006, six PRC government and regulatory authorities, including the PRC Ministry of Commerce and the Chinese Securities Regulatory Commission, or the CSRC, promulgated a rule entitled "Provisions regarding Mergers and Acquisitions of Domestic Enterprises by Foreign Investors," which became effective on September 8, 2006, and were amended on June 22, 2009. This regulation, among other things, sets forth complex procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex, including requirements in some instances that the Ministry of Commerce be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise. We made some acquisitions and investments in the past and we may grow our business in part by acquiring complementary businesses in the future. Complying with the requirements of this regulation to complete such transactions could be time-consuming, and any required approval processes, including obtaining approval from the Ministry of Commerce, may delay or inhibit the completion of such transactions, which could affect our ability to expand our business or maintain our market share. In addition, if any PRC regulatory agency determines that any of our past acquisitions was not in compliance with the requirements of this regulation, the regulatory agency may impose fines and penalties on our operations in the PRC, limit our operating privileges in the PRC, or take other actions that could have a material adverse effect on our business, financial condition, results of operations, reputation and prospects.

Also, other recently adopted regulations and rules concerning mergers and acquisitions set forth additional procedures and requirements that could make merger and acquisition activities of foreign investors more time consuming and complex. For example, on February 3, 2011, the General Office of the State Council promulgated a Notice on Establishing the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the Circular No. 6, which officially establishes a security review system for mergers and acquisitions of domestic enterprises by foreign investors. Under Circular No. 6, a security review is required for mergers and acquisitions by foreign investors having "national defense and security" concerns and mergers and acquisitions by which foreign investors may acquire the "de facto control" of domestic enterprises with "national security" concerns.

In the future, we may grow our business by acquiring complementary businesses. Complying with the requirements of the above-mentioned regulations and other relevant rules to complete such transactions could be time consuming, and any required approval processes, including obtaining approval from MOFCOM or its local counterparts may delay or inhibit our ability to complete such transactions. It is unclear whether our business would be deemed to be in an industry that raises "national defense and security" or "national security" concerns. If MOFCOM or other government agencies determines in the future that our business is in an industry subject to the security review, our future acquisitions in the PRC, including those by way of entering into contractual control arrangements with target entities, may be closely scrutinized or prohibited. Our ability to expand our business or maintain or expand our market share through future acquisitions would as such be materially and adversely affected.

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

We are a holding company, and we conduct our business primarily through our subsidiaries and variable interest entities incorporated in China. These entities are subject to PRC laws and regulations including, in the case of our wholly owned subsidiaries, laws applicable to wholly-foreign owned enterprises. In addition, we depend on our variable interest entities and their equity holders to honor their agreements with us. Almost all of these agreements are governed by PRC law and disputes arising

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

***We may partly rely on dividends paid by our operating subsidiaries in China for our cash needs.***

We may partly rely on dividends paid by our PRC subsidiaries for our cash needs, including the funds necessary to pay dividends and other cash distributions, if any, to our shareholders, to service any debt we may incur and to pay our operating expenses. The payment of dividends by entities organized in China is subject to limitations. Regulations in the PRC currently permit payment of dividends only out of accumulated profits as determined in accordance with accounting standards and regulations in China. Our PRC subsidiaries are also required to set aside at least 10% of their after-tax profit based on PRC accounting standards each year to their general reserves until the accumulative amount of such reserves reach 50% of their registered capital. These reserves are not distributable as cash dividends. In addition, if our PRC subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other distributions to us.

***The audit report included in this annual report is prepared by an auditor who is not inspected by the Public Company Accounting Oversight Board and, as such, you are deprived of the benefits of such inspection.***

Auditors of companies that are registered with the U.S. Securities and Exchange Commission and traded publicly in the United States, including our independent registered public accounting firm, must be registered with the Public Company Accounting Oversight Board, or the PCAOB, in the United States and are required by the laws of the United States to undergo regular inspections by the PCAOB to assess their compliance with the laws of the United States and professional standards in connection with their audits of financial statements filed with the SEC. Because our auditors are located in the People's Republic of China, a jurisdiction where the PCAOB is currently unable to conduct inspections without the approval of the Chinese authorities, our auditors are not currently inspected by the PCAOB. This lack of PCAOB inspections in China prevents the PCAOB from regularly evaluating audits and quality control procedures of any auditors operating in China, including our auditors. The inability of the PCAOB to conduct inspections of auditors in China makes it more difficult to evaluate the effectiveness of our auditor's audit procedures or quality control procedures as compared to auditors outside of China that are subject to PCAOB inspections. As a result, investors may be deprived of the benefits of PCAOB inspections.

***The outcome of the administrative proceedings brought by the SEC against the "big four" PRC-based accounting firms, including our independent registered public accounting firm, could result in financial statements being determined to not be in compliance with the requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act.***

In December 2012, the SEC instituted administrative proceedings under Rule 102(e)(1)(iii) of the SEC's Rules of Practice against the "big four" PRC-based accounting firms, including our independent registered public accounting firm, alleging that these firms had violated U.S. securities laws and the SEC's rules and regulations thereunder by failing to provide to the SEC the firms' work papers related to their audits of certain PRC-based companies that are publicly traded in the United States. Rule 102(e)(1)(iii) authorizes the SEC to deny any person, temporarily or permanently, the ability to practice before the SEC if found by the SEC, after notice and opportunity for a hearing, to have

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willfully violated any such laws or rules and regulations. On January 22, 2014, the administrative law judge presiding over the matter reached an initial decision that the firms had each violated the SEC's rules of practice by failing to produce the audit work papers and related documents directly to the SEC. The initial decision further determined that each of the firms should be censured and barred from practicing before the SEC for a period of six months. The "big four" PRC-based accounting firms recently appealed the initial administrative law decision to the SEC. The initial administrative law decision will not take effect until and unless it is endorsed by the SEC. The "big four" PRC-based accounting firms can then further appeal the final decision of the SEC through the federal appellate courts. While we cannot predict the outcome of the SEC's review nor that of any subsequent appeal process, if the "big four" PRC-based accounting firms, including our independent registered public accounting firm, were denied, temporarily or permanently, the ability to practice before the SEC and we were unable to timely find another registered public accounting firm to audit and issue our financial statements, our financial statements could be determined to not be in compliance with the requirements for financial statements of public companies with a class of securities registered under the Exchange Act. Such a determination could ultimately lead to the delisting of our ordinary shares from NASDAQ Global Select Market or deregistration from the SEC, or both, which would substantially reduce or effectively terminate the trading of our ordinary shares in the United States.

***Fluctuation in the value of the Renminbi may have a material adverse effect on our business and result of operations.***

The conversion of Renminbi into foreign currencies, including U.S. dollars, is based on rates set by the People's Bank of China. The PRC government allowed the Renminbi to appreciate by more than 20% against the U.S. dollar between July 2005 and July 2008. Between July 2008 and June 2010, this appreciation was halted and the exchange rate between the Renminbi and the U.S. dollar remained within a narrow band. Since June 2010, the PRC government has allowed the Renminbi to appreciate slowly against the U.S. dollar again though there have been periods recently when the U.S. dollar has appreciated against the Renminbi. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future. As most of our costs and expenses are denominated in Renminbi, any appreciation in the Renminbi against the U.S. dollar could further increase our costs in U.S. dollar terms. For example, to the extent that we need to convert U.S. dollars 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.

***Restrictions on currency exchange may limit our ability to receive and use our revenues or financing effectively.***

Most of our revenues and expenses are denominated in Renminbi. We may need to convert a portion of our revenues into other currencies to meet our foreign currency obligations, including, among others, payment of dividends declared, if any, in respect of our ordinary shares or ADSs. Under China's existing foreign exchange regulations, our PRC subsidiaries are able to pay dividends in foreign currencies, without prior approval from SAFE, by complying with certain procedural requirements. However, we cannot assure you that the PRC government will not take further measures in the future to restrict access to foreign currencies for current account transactions.

Foreign exchange transactions by our subsidiaries and affiliated entities in China under capital accounts continue to be subject to significant foreign exchange controls and require the approval of, or registration with, PRC governmental authorities. In particular, if our subsidiaries or affiliated entities in

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China borrow foreign currency loans from us or other foreign lenders, these loans must be registered with SAFE, and if we finance them by means of additional capital contributions, these capital contributions must be approved or registered by certain government authorities including SAFE, the Ministry of Commerce or their local counterparts. These limitations could affect the ability of these entities to obtain foreign exchange through debt or equity financing, and could affect our business and financial condition.

***Our non-PRC resident enterprise investors face PRC tax uncertainty with respect to indirect transfers of equity interests in PRC resident enterprises.***

Pursuant to the Notice on Strengthening Administration of Enterprise Income Tax for Share Transfers by Non-PRC Resident Enterprises, or Circular 698, which is issued by the PRC State Administration of Taxation and became effective retroactively from January 1, 2008, where a non-resident enterprise investor transfers equity interests in a PRC resident enterprise indirectly by way of disposing equity interests in an overseas holding company, and such overseas holding company is located in a tax jurisdiction that: (i) has an effective tax rate less than 12.5% or (ii) does not tax foreign income of its residents, the non-resident enterprise investor should report such indirect transfer to the relevant tax authority of the PRC resident enterprise. The PRC tax authorities will then adopt the "substance over form" principle to review the transaction and may disregard the existence of the overseas holding company if they consider the establishment of the holding company to be lack of a reasonable commercial purpose and is mainly for the purpose of reducing, avoiding or deferring PRC tax. As a result, gains derived from such indirect transfer may be subject to PRC withholding tax at the rate of up to 10%. In addition, the PRC resident enterprise may be required to provide necessary assistance to support the enforcement of Circular 698.

However, there are uncertainties related to the application of Circular 698. For example, while the term "Indirect Transfer" is not clearly defined, it appears that the PRC tax authorities are authorized to request information from a wide range of foreign entities that have no direct link to China. Moreover, there are uncertainties regarding the interpretation and implementation of the related regulations. In addition, there is lack of regulations regarding how to determine whether an indirect share transfer is arranged mainly for the purpose of reducing, avoiding or deferring PRC tax. In our case, although it appears that Circular 698 is not intended to apply to transfers of publicly traded shares, it remains unclear whether such exemption will be applicable to the ordinary shares or ADSs transfer of our company. If Circular 698 is determined by the tax authorities to be applicable to the disposal of our ordinary shares or ADSs, our investors who are non-PRC resident enterprises may be subject to additional PRC reporting obligations or tax burdens. Further, in the case that our non-PRC resident enterprise investors are required but fail to comply with Circular 698 requirements, the PRC tax authorities may take actions including requesting us to provide assistance for their investigation, which could lead to additional obligations to be fulfilled by the company.

**Risks Related to Our Shares and ADSs**

***The market price of our ADSs has been and may continue to be volatile.***

The trading price of our ADSs has been and may continue to be subject to wide fluctuations. During the period from January 1, 2009 until April 17, 2014, the trading price of our ADSs has ranged from US\$8.44 to US\$50.49 per ADS and the closing sale price on April 28, 2014 was US\$17.89 per ADS. The market price for our ADSs may continue to be volatile and subject to wide fluctuations in response to factors including the following:

actual or anticipated fluctuations in our quarterly operating results;

changes in financial estimates by securities research analysts;

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conditions in the online game industry;

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

announcements by us or our competitors of new products or services, new revenue models, acquisitions, strategic partnerships, joint ventures or capital commitments;

addition or departure of key personnel;

fluctuations of exchange rates between the RMB and U.S. dollar or other foreign currencies;

actual or potential litigation or administrative investigations;

negative news or perceptions about inadequate corporate governance practices or fraudulent accounting or matters of other Chinese companies that negatively affect the attitudes of investors towards Chinese companies in general;

harassing or other detrimental conducts by third parties that harm our reputation; and

general economic or political conditions in China or any other country where one or more of our games are operated.

Volatility in global capital markets, such as the impact from the recent global financial crisis, could also have an effect on the market price of our ADS. In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our ADSs.

***Substantial future sales of our ADSs or ordinary shares, or the perception that these sales could occur, could cause the price of our ADSs to decline.***

Additional sales of our ADSs or ordinary shares in the public market, or the perception that these sales could occur, could cause the market price of our ADSs to decline. If our shareholders sell substantial amounts of our ADSs, including those issued upon the exercise of outstanding options, in the public market, the market price of our ADSs could fall. Such sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate. If any existing shareholder or shareholders sell a substantial amount of ordinary shares, the prevailing market price for our ADSs could be adversely affected. In addition, if we pay for our future acquisitions in whole or in part with additionally issued ordinary shares or ADSs, your ownership interests in our company would be diluted and this, in turn, could have a material adverse effect on the price of our ADSs.

***Our dual-class ordinary share structure with different voting rights could discourage others from pursuing any change of control transactions that holders of our Class B ordinary shares and ADSs may view as beneficial.***

Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares are entitled to 10 votes per share, while holders of Class B ordinary shares are entitled to one vote per share. We issued Class B ordinary shares represented by our ADSs in our initial public offering in July 2007. Some of our major shareholders who acquired our shares prior to our initial public offering hold our Class A ordinary shares. As of March 31, 2014, holders of our outstanding Class A ordinary shares hold approximately 57.2% of our aggregate voting power. We continue to maintain the dual-class ordinary share structure. Each Class A ordinary share is convertible into one Class B ordinary share at any time by the holder thereof. Class B ordinary shares are not convertible into Class A ordinary shares under any circumstances. Upon any transfer of Class A ordinary shares by a holder thereof to any person or entity which is not an affiliate of such holder, such



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Class A ordinary shares shall be automatically and immediately converted into an equal number of Class B ordinary shares.

Due to the disparate voting powers attached to these two classes, certain shareholders have significant voting power over matters requiring shareholder approval, including election of directors and significant corporate transactions, such as a merger or sale of our company or our assets. This concentrated control could discourage others from pursuing any potential merger, takeover or other change of control transactions that holders of Class B ordinary shares and ADSs may view as beneficial and therefore might have a negative impact on the price of our ADSs.

***You may not have the same voting rights as the holders of our ordinary shares and may not receive voting materials in time to be able to exercise your right to vote.***

Except as described in this annual report, holders of our ADSs will not be able to exercise voting rights attaching to the shares evidenced by our ADSs on an individual basis. Holders of our ADSs will appoint the depository or its nominee as their representative to exercise the voting rights attaching to the shares represented by the ADSs. You may not receive voting materials in time to instruct the depository to vote, and it is possible that you, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise a right to vote.

***You may not be able to participate in rights offerings and may experience dilution of your holdings as a result.***

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. Under the deposit agreement for the ADSs, the depository will not offer those rights to ADS holders unless both the rights and the underlying securities to be distributed to ADS holders are either registered under the Securities Act of 1933, as amended, or exempt from registration under the Securities Act with respect to all holders of ADSs. We are under no obligation to file a registration statement with respect to any such rights or underlying securities or to endeavor to cause such a registration statement to be declared effective. In addition, we may not be able to take advantage of any exemptions from registration under the Securities Act. The depository may, but is not required to, sell such undistributed rights to third parties in this situation. Accordingly, holders of our ADSs may be unable to participate in our rights offerings and may experience dilution in their holdings as a result.

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

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

***You may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. federal courts may be limited, because we are incorporated under Cayman Islands law, conduct a majority of our operations in China and most of our officers and directors reside outside the United States.***

We are incorporated in the Cayman Islands, and conduct a majority of our operations in China through our wholly owned subsidiaries in China. Most of our officers and directors reside outside the United States and some or all of the assets of those persons are located outside of the United States. It may be difficult or impossible for you to bring an original action against us or against these individuals in a Cayman Islands or Chinese court in the event that you believe that your rights have been infringed under the U.S. federal securities laws or otherwise. Even if you are successful in bringing an action of

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this kind, the laws of the Cayman Islands and of China may render you unable to enforce a judgment against our assets or the assets of our directors and officers. You would also find it difficult to enforce a U.S. court judgment based on the civil liability provisions of the U.S. federal securities laws, in the United States, the Cayman Islands or China, against us or our officers and directors.

Our corporate affairs are governed by our memorandum and articles of association and by the Companies Law (2013 Revision) and common law of the Cayman Islands. The rights of shareholders to take legal action against our directors and us, 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 precedents in the United States. In particular, the Cayman Islands has a less developed body of securities laws as compared to the United States, and provides significantly less protection to investors. In addition, shareholders of Cayman Islands companies may not have standing to initiate a shareholder derivative action before the federal courts of the United States.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests through actions against our management, directors or major shareholders than would shareholders of a corporation incorporated in a jurisdiction in the United States.

***We may be treated 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.***

A non-U.S. corporation, such as our company, will be a "passive foreign investment company," or PFIC, for any taxable year if either (1) at least 75% of its gross income for such year is passive income or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income. As we disclosed in our annual report for the year ended December 31, 2012, we believe that we were a PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2012. In light of our significant cash balances and based on the market price of the ADSs and ordinary shares and the composition of our income and assets, we believe that we may also have been a PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2013. However, because the application of the PFIC rules described above is unclear in many important legal and factual respects, and the required calculations for 2013 yielded results that were close to the line, no assurances may be given in this regard. A U.S. Holder (as defined in "Item 10. Additional Information Taxation United States Federal Income Taxation") who owned (or owns) our ADS or ordinary shares at any time when we were (or are) a PFIC will generally be subject to reporting requirements and may incur significantly increased United States income tax on gain recognized on the sale or certain other dispositions of our ADSs or ordinary shares and on the receipt of distributions on the ADSs or ordinary shares to the extent such distributions are treated as "excess distributions" under U.S. federal income tax rules. Such a U.S. Holder also generally will not be able to benefit from any preferential tax rate with respect to any dividend distribution that such U.S. Holder receives from us in a year in which we are a PFIC (or are treated as such with respect to such holder) or the following year. Certain elections may be available, however, that may mitigate certain of these adverse tax consequences to varying degrees. U.S. Holders are urged to consult their tax advisors regarding the passive foreign investment company rules.

We must make a separate determination after the close of each taxable year as to whether we were a PFIC for that year. Accordingly, we may continue to be, or become, a PFIC in 2014 or future taxable years. Further, although the law in this regard is unclear, we treat our variable interest entities



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as being owned by us for U.S. federal income tax purposes, not only because we control their management decisions but also because we are entitled to substantially all of the economic benefits associated with these entities, and, as a result, we consolidate these entities' operating results in our consolidated U.S. GAAP financial statements. If it were determined, however, that we were not the owner of our variable interest entities for U.S. federal income tax purposes, then we would likely be treated as a PFIC even if we would not otherwise have been treated as a PFIC for that particular year. We have not sought a ruling from the Internal Revenue Service, or IRS, with respect to our PFIC status. In the event that we determine that we are not a PFIC in 2014 or in a future taxable year, there can be no assurance that the IRS or a court will agree with our determination.

Provided we are a PFIC for any year during which a U.S. Holder holds our ADSs or ordinary shares, we generally will continue to be treated as a PFIC as to such U.S. holder for all succeeding years during which such U.S. Holder holds our ADSs or ordinary shares, unless we cease to be a PFIC and the U.S. Holder makes a deemed sale election with respect to our ADSs or ordinary shares.

For more information, see Item 10, "Additional Information Taxation United States Federal Income Taxation Passive Foreign Investment Company." We urge investors in our ADSs and ordinary shares to consult their tax advisors concerning the U.S. federal income tax consequences of acquiring, holding and disposing of our ADSs or ordinary shares.

**ITEM 4. INFORMATION ON THE COMPANY**

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

We commenced operations through PW Network, a limited liability company established in China in 2004. To enable us to raise equity capital from international investors, our holding company, Perfect World Co., Ltd. was incorporated under the laws of the Cayman Islands in June 2006. In August 2006, we formed PW Software, our wholly owned subsidiary in China. In September 2006, PW Software entered into contractual agreements with PW Network and its equity owners, pursuant to which PW Network transferred certain fixed assets and certain personnel to PW Software and PW Software provides technical support and research and development services to PW Network. Through these contractual arrangements, as amended and restated in April 2007, we have the ability to effectively control PW Network's daily operations and financial affairs, appoint senior executives and decide on all matters subject to shareholders' approval. As a result of these contractual arrangements, we are considered to be the primary beneficiary of PW Network and PW Network is a variable interest entity of our company under U.S. GAAP. Accordingly, we consolidate PW Network's results of operations, assets and liabilities in our financial statements. See "Item 7. Related Party Transactions" for a description of the contractual arrangements among PW Software, PW Network and its equity owners.

In July 2007, we completed our initial public offering, in which we issued and sold 9,000,000 ADSs, representing 45,000,000 of our Class B ordinary shares, and certain of our then shareholders sold 4,570,000 ADSs, representing 22,850,000 of our Class B ordinary shares, in each case at a public offering price of US\$16.00 per ADS.

In December 2007, we established PW Hong Kong, our wholly owned subsidiary, to capture potential business opportunities in Southeast Asian region.

In March 2008, we opened a research and development center in Shanghai to take advantage of the skilled workforce in the game development industry in Shanghai.

In April 2008, we entered into a capital increase and share transfer agreement with Chengdu Seasky Digital Entertainment Co., Ltd., a limited liability company in China, or Chengdu Seasky, and its equity holders, to acquire a 20% equity interest in Chengdu Seasky. We increased our equity interest in Chengdu Seasky to 40% in the first quarter of 2010. Chengdu Seasky is principally engaged in the

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design and development of online games in China. In January 2011, we entered into an agreement to transfer the 40% equity interest to an officer of Seasky.

In April 2008, we established PW USA, a Delaware corporation and our wholly owned subsidiary, to capture potential business opportunities in North America.

From June 2008 to July 2011, PW Software entered into a series of contractual arrangements with PW Literature, an online reading service provider in China and its equity owners. These contractual arrangements enabled us to effectively control PW Literature's daily operations and financial affairs, appoint senior executives and decide on all matters subject to shareholders' approval. As a result, we were considered to be the primary beneficiary of PW Literature and we had consolidated PW Literature's results of operations, assets and liabilities in our financial statements before we sold PW Literature to Beijing Baidu Netcom Science Technology Co., Ltd., an unrelated party in December 2013. See "Item 7. Related Party Transactions" for a description of the contractual arrangements among PW Software, PW Literature and its equity owners.

In August 2008, PW Network invested in a minority stake in Perfect World (Beijing) Pictures Co., Ltd. (previously known as Beijing Perfect World Cultural Communication Co., Ltd.), or PW Pictures, and then acquired all the remaining equity interest through a series of transactions. PW Pictures is a PRC media and entertainment company principally engaged in film and television program production and distribution and advertising services in China. In February 2011, PW Network transferred its equity interest in PW Pictures through a series of contractual arrangements to Perfect Moment, which then was a newly established variable interest entity controlled by PW Software and known as Beijing Perfect Moment Pictures Co., Ltd. In order to sharpen our focus on our core online game development and operation business, in August 2011, we sold PW Pictures for a total consideration of RMB360.0 million to Beijing Ever Joy Pictures Co., Ltd., which is majority-owned by Mr. Michael Yufeng Chi, our founder and chairman of the board of directors. The transaction was approved by the board of directors and a special committee consisting of all independent members of our board of directors. Perfect Moment no longer had material business operations after the transaction and changed its name to Beijing Perfect Moment Network Technology Co., Ltd. See "Item 7. Related Party Transactions" for a description of the contractual arrangements among PW Software, Perfect Moment and its equity owners.

In November 2008, PW Network established Shanghai Perfect World Network Technology Co., Ltd., or Shanghai PW Network, to expand our game operation and development.

In February 2009, we acquired a 100% equity interest in Global InterServ (Caymans) Inc., or InterServ Caymans, from Global InterServ (B.V.I.) Inc., or InterServ. Upon consummation of the transaction, InterServ Caymans and its two PRC subsidiaries, InterServ Information and Technology (Shanghai) Co., Ltd., or InterServ Shanghai and Chengdu Perfect World Software Co., Ltd. (previously known as Chengdu InterServ Information and Technology Co., Ltd.), became our wholly owned subsidiaries.

In February 2009, PW Network established Chengdu Perfect World Network Technology Co., Ltd., or Chengdu PW Network, to expand our game operation and development. In April 2009, Chengdu PW Network invested in a 30% equity interest in Chengdu Ye Net Science and Technology Development Co., Ltd., or Ye Net. Ye Net is a Chinese company principally engaged in web game development and operation. Through a series of transactions, in January 2011, we increased our equity interest in Ye Net to 80%, and in July 2012, we acquired the remaining 20% of equity interest in Ye Net.

In December 2009 and January 2010, we established Perfect World Universal Cooperative U.A. and Perfect World Europe B.V., or PW Europe, respectively, both in Netherlands, to capture potential business opportunities in Europe.

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In April 2010, we acquired a 100% equity interest in C&C Media Co., Ltd., or C&C Media, from Atlas Co., Ltd., a Japanese computer and video game developer, publisher, and distributor and other shareholders of C&C Media. Upon consummation of the transaction, C&C Media became our wholly owned subsidiary.

In April 2010, PW Network invested a 20% equity interest in Zhizhu Network. This strategic investment is expected to allow us to leverage Zhizhu Network's large user base to further grow our online game community. There were certain transactions between us and Zhizhu Network and between our founder and chairman of the board of directors, Mr. Michael Yufeng Chi, and the shareholders of Zhizhu Network in the past. For a description of these transactions, see "Item 7B Related Party Transactions" in this report.

In May 2010, we acquired a majority stake in Runic Games, Inc., or Runic Games, a specialized developer of PC-based entertainment software in the United States. In addition, we acquired 40% equity interest in Unknown Worlds Entertainment, Inc., or Unknown Worlds and 100% equity interest in Cryptic Studios, Inc., or Cryptic Studios, both online game developers in the United States, in August 2011. In February 2013, we increased our equity interest in Unknown Worlds to a majority stake.

In November 2011, we established NGL Co., Ltd., or NGL, jointly with Nexon Korea Corporation, to manage and operate online games in Korea. In October 2012, we acquired the entire equity interest in NGL held by Nexon Korea Corporation, as a result, NGL became our wholly owned subsidiary.

In 2011, we entered into a limited partnership agreement to invest up to RMB643.5 million as a limited partner in a venture capital fund over a nine-year period. The venture capital fund will invest in high growth companies in the TMT industries. In early 2013, we increased our committed capital for an additional RMB396.0 million and the investment term has been changed to 12 years. The venture capital fund intends to invest the additional capital received as a limited partner into another private equity fund, which focuses on investment into mature companies in the consumer and retail, financial services, health care, TMT, energy and natural resources, and high value-added manufacturing industries in China. Under the amended limited partnership agreement, the total investment of the venture capital fund will be RMB1,050 million and one percent of which will be contributed by the general partner. The partners will first receive the return of capital contribution when exit investments and will share the remaining cash proceeds, if any, in proportions to be agreed between the partners. The general partner is also entitled to an annual management fee to be agreed upon annually between the partners.

The venture capital fund is managed by a general partner unrelated to us. Because various regulations in China currently restrict or prevent foreign-invested entities from engaging in certain technology, media and telecommunications industries which are the targeted industries of the venture capital fund, we use Trendsters Investment, a variable interest entity we established in November 2011, as an investment vehicle to hold our investment in the fund. Trendsters Investment does not itself make investment decisions for the fund or involve in the management of the fund. PW Software has entered into a series of contractual agreements with Trendsters Investment and its equity owners, namely Mr. Qing Li and Mr. Qi Zhu, pursuant to which PW Software provides technical support and consulting services to Trendsters Investment. Through these contractual arrangements, we have the ability to effectively control Trendsters Investment's daily operations and financial affairs, appoint senior executives and decide on all matters subject to shareholders' approval. Thus, Trendsters Investment is a variable interest entity of our company under U.S. GAAP. Accordingly, we consolidate Trendsters Investment's results of operations, assets and liabilities in our financial statements. See "Item 7. Related Party Transactions" for a description of the contractual arrangements among PW Software, Trendsters Investment and its equity owners.

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In November 2013, we entered into definitive agreements to acquire 100% equity interest in Wuhu Huitian Shengshi Network Technology Co., Ltd., or Wuhu Huitian, and a minority equity interest in Beijing Shouyou Daqu Technology Co., Ltd., or Daqu. Wuhu Huitian and Daqu run TGBus.com and PTBus.com, two leading Chinese game portals, respectively.

In April 2014, we entered into a share purchase agreement to acquire a total of 30,326,005 Class A ordinary shares of Shanda Games Limited (NASDAQ: GAME), or Shanda Games, a leading online game developer, operator and publisher in China, for a total consideration of US\$100 million in cash. The purchase is expected to be consummated in 30 days from the date of the share purchase agreement, subject to the satisfaction of customary closing conditions. In addition, we have entered into an adherence agreement to become a new member of a consortium in a proposed "going private" transaction with respect to Shanda Games. The proposed "going private" transaction is subject to negotiation and execution of definitive agreements.

Our principal executive offices are located at Perfect World Plaza, Tower 306, 86 Beiyuan Road, Chaoyang District, Beijing 100101, People's Republic of China. Our telephone number at this address is (8610) 5780-5700. Our registered office in the Cayman Islands is located at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

**B. Business Overview**

We are a leading online game developer and operator in China. We primarily develop online games based on our proprietary game engines and game development platforms. Our strong technology and creative game design capabilities, combined with our extensive knowledge and experience in the online game market, enable us to frequently and promptly introduce popular games designed to cater changing customer preferences and market trends. Since 2006, we have launched in China a number of self-developed MMORPGs, namely, Perfect World, Legend of Martial Arts, Perfect World II, Zhu Xian, Chi Bi, Pocketpet Journey West, Battle of the Immortals, Fantasy Zhu Xian, Forsaken World, Dragon Excalibur, Empire of the Immortals, Return of the Condor Heroes, Saint Seiya Online, Swordsman Online and Holy King, an online casual game, Hot Dance Party, as well as several web games and mobile games. To expand our reach in the U.S. and European market to capture potential business opportunities, we established our wholly owned U.S. and European subsidiaries, PW USA and PW Europe, in April 2008 and January 2010, respectively. Currently, PW USA and PW Europe operate a number of our own online games including some games developed by our wholly owned U.S. based subsidiary, Cryptic Studios, as well as several games licensed from other developers. To further expand our overseas operating capabilities in Asia, we acquired C&C Media in Japan, established NGL in Korea, and extended our coverage to Southeast Asia through PW Hong Kong. Currently, we operate, in Japan, a number of our own games and some games licensed from other developers through C&C Media; and also in Southeast Asia and Korea, several of our own games through PW Hong Kong and NGL, respectively. We plan to develop more online games with a variety of themes, cultural characteristics and features that appeal to different segments of the online game player community.

Our core technology capabilities consist of our proprietary game engines, game development platforms and real-time anti-cheating expertise, all developed and built by our experienced development team. In particular, our proprietary game engines enable us to create superior graphics with impressive visual effects and provide the technical foundation for realizing innovative features in the game environment. Our game development platforms are built on modularized functions which allow us to have the ability to develop our online games with relatively short development cycle and to update our games frequently through expansion packs.

We have achieved an impressive game development track record. In September 2013, we won the "Asia Famous and Fine Brand Award" and "Top 500 Asia Brand Award" at the 8th Asia Brand Ceremony. In October 2013, we won the "China Online Culture Achievement Award" at the China

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International Digital Content Expo 2013. In November 2013, our PC online games "Swordsman Online," "Legend of the Condor Heroes" and "Zhu Xian," and mobile game "Return of the Condor Heroes" won awards for the "Top 10 Most Favorite Online Games among Game Players," the "Top 10 Most Anticipated Online Games by Game Players," the "Best Self-Developed Online Games" and the "Top 10 Most Favorite Mobile Games among Game Players," respectively, in the ChinaJoy Expo, also known as the China Digital Entertainment Exposition and Conference. In December 2013, we won the awards of "2013 Top 10 Chinese Game Companies" and "2013 Top 10 Overseas Development Awards for Chinese Game Companies" in the 2013 China Game Industry Annual Conference. "Swordsman Online" won the awards of "2013 Top 10 Most Popular Self-developed Client-based Online Games" and "2013 Top 10 Most Popular Client-based Online Games;" "Return of the Condor Heroes" won the award of "2013 Top 10 Most Popular Self-developed Mobile Games;" "Dragon Ascension" won the award of "2014 Top 10 Most Anticipated Web Games;" and "Legend of the Condor Heroes" and "Neverwinter" won the awards of "2014 Top 10 Most Anticipated Client-based Online Games," respectively, in the 2013 China Game Industry Annual Conference. Swordsman Online was ranked among the "Top 10 Popular Online Games" and the "Top 10 Popular Domestic Online Games" in China in 2013 according to International Data Corporation, or IDC, a premier global provider of market intelligence, advisory services, and events for the information technology, telecommunications and consumer technology markets. In addition, Swordsman Online was ranked among the top ten "China Domestic 3D MMORPGs" and Legend of the Condor Heroes and Neverwinter were ranked among the "2014 Top 10 Anticipated Client-based Online Games." Dragon Ascension and Return of the Condor Heroes were also ranked among the "2014 Top 10 Anticipated Web Games" and the "Top 10 Popular Domestic Mobile Games," respectively, in 2013 according to IDC.

We use a time-based revenue model for our first game, Perfect World, under which we charge players based on the time they spend playing the game. We use an item-based revenue model for our other self-developed online games under which players can play the games for free, but they are charged for purchases of in-game items, such as performance-enhancing items, clothing, accessories and pets. In 2011, 2012 and 2013, a substantial majority of our online game operation revenues were generated through this item-based revenue model. Although a majority of our revenues are generated in China, as of the date of this annual report, we have exported a number of our games to various countries and regions, and we plan to export more of our games and continue to develop our business overseas.

**Products and Services**

**Online Games**

Since our inception in March 2004, we have developed, operated and distributed a number of our self-developed client-based online games, including 3D MMORPGs, Perfect World, Legend of Martial Arts, Perfect World II, Zhu Xian, Chi Bi, Pocketpet Journey West, Forsaken World, Saint Seiya Online, Swordsman Online and Holy King, a 3D online casual game, Hot Dance Party, two 2.5D MMORPGs, Battle of the Immortals and Empire of the Immortals, two 2D turn-based MMORPGs, Fantasy Zhu Xian and Return of the Condor Heroes, and a 2D real-time MMORPG, Dragon Excalibur. Our games offer "anytime play," meaning users can play the games 24 hours a day, seven days a week.

Our games offer significant opportunities for social interaction in cyberspace. Life-like features in some of our games include marriages among online characters and martial arts apprenticeships, which are historical associations formed by martial arts masters according to Chinese legends. In addition, characters in our games may visually express feelings by their actions or by using emoticons that appear within a character's dialogue box. We believe that these features significantly expand the interface for player interaction, allow players to express their own personalities or virtual personalities through their virtual characters and create a certain level of social reality in the game. Although each game character may be unique, groups of players may, and often must, form teams or alliances to achieve certain

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collective game objectives, such as battles and missions. Our games also incorporate instant messaging systems and chat rooms, which allow players to communicate and interact with each other in real-time groups or in one-on-one discussions. The bulletin boards in our games allow players to post notes or inquiries and respond to other players' notes or inquiries. Our games are designed to be flexible to present an effective game experience even for players who may not have state-of-the-art hardware.

In addition to our self-developed games, we have obtained exclusive license to operate a world-famous online game, DOTA2, in China. Developed by a leading entertainment software and technology company based in the United States, this game features a unique mix of action, RTS and RPG gameplay and has become one of the most popular games at professional e-sport competitions. We started to commercialize this game in December 2013 and is preparing for its upcoming large-scale full launch in China.

The following table summarizes the launch date of the games and the number of expansion pack releases since the respective launch for each of our self-developed MMORPGs and the online casual game that we are currently operating in China.

Game	Date of Launch	Number of Expansion Packs Released Since
		Date of Launch
Perfect World	January 2006	14
Legend of Martial Arts	September 2006	11
Perfect World II	November 2006	14
Zhu Xian	May 2007	16
Chi Bi	January 2008	12
Hot Dance Party	March 2008	9
Pocketpet Journey West	October 2008	1
Battle of the Immortals	April 2009	7
Fantasy Zhu Xian	October 2009	8
Forsaken World	October 2010	5
Dragon Excalibur	October 2010	3
Empire of the Immortals	March 2011	3
Return of the Condor Heroes	September 2012	2
Saint Seiya Online	May 2013	1
Swordsman Online	June 2013	2
Holy King	September 2013	

**Perfect World.** We launched Perfect World in January 2006. We adopted a time-based revenue model for this game, i.e., charging players based on the time they spend playing the game. Perfect World is an adventure and fantasy game with traditional Chinese settings. Players can take on various roles, including swordsmen, magicians, archers, priests and magical creatures. Players can also design and customize the appearance and characteristics of their characters and roles. Perfect World offers a variety of features that were once innovative in China, such as day-and-night shifting and weather effects and changes. The game allows characters to fly freely and move in a continuous and changing terrain and environment seamlessly without having to wait for scenery changes as is often the case in many other online games. Perfect World offers sophisticated 3D graphics that realistically represent real-life characters and items moving in captivating scenes. The game can be displayed on a 16:9 widescreen to provide a movie-like visual effect.

**Legend of Martial Arts.** We launched the Legend of Martial Arts game in September 2006, when we sold in-game items during the open beta testing. We developed Legend of Martial Arts based on a popular TV drama series with the same Chinese name, "Legend of Martial Arts." Legend of Martial Arts is an adventure story of Chinese swordsmen set in an ancient kingdom. It is designed to provide a more

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light-hearted and less intense game environment than Perfect World. The game attempts to capture the look and feel that has made the TV series a hit with the Chinese audience. We have enriched the game content by creating stories developed specifically for the game. We engage a team of writers, including the playwright of the TV series. In addition to employing many of the customization features found in Perfect World, Legend of Martial Arts contains several features designed to provide players a flavor of traditional oriental culture. Legend of Martial Arts is the first game for which we adopted an item-based revenue model. Unlike the time-based revenue model, users can play the basic functions of Legend of Martial Arts free of charge for as long as they want. Players are charged when they purchase in-game items, such as performance-enhancing items, clothing, accessories and pets. This allows players to further express their own or virtual personalities and enhance the game experience. In-game items can be "purchased" at virtual stores within the game using one of two kinds of currencies: either with an in-game virtual currency known as "yuanbao," which game players obtain by purchasing prepaid cards or online points with real money, or with another in-game virtual currency known as "gold coins," which game players can obtain for free by completing certain missions and activities within the game.

**Perfect World II.** We launched 3D MMORPG Perfect World II in November 2006. The storyline of Perfect World II is set in a similar content and graphic background as Perfect World. Compared to Perfect World, we adopted an item-based revenue model for Perfect World II, and further improved the playing methods and game environment. We provide more user-friendly guidance on the classification and ranking of in-game weapons, and players can purchase virtual raw materials to manufacture their weapons. We have also optimized the visual effects of our in-game items to enhance the attraction to players and transaction volumes. As Perfect World II offers more appealing play experience and operates under a different model compared to Perfect World, we have noted that some users play these two games concurrently, particularly those players who have already achieved advanced game attributes in Perfect World and are trying to enjoy a more personalized experience.

**Zhu Xian.** We launched 3D MMORPG Zhu Xian in May 2007 and adopted an item-based revenue model for this game. Zhu Xian was developed based on a popular internet novel with the same name. The internet novel was ranked the No. 1 most read internet novel in 2005 and was among the top five most read internet novels in 2006 according to the click statistics of Baidu, Inc. The basic story concept of Zhu Xian is a martial arts focused adventure set in a fantasy world. The game players are able to experience the various fantastic scenes and plots that have made the internet novel popular, such as martial arts training, use of magical weapons, upgrading of special capabilities and contests to obtain magical treasure, from the perspectives of the novel characters that they choose to play. We also add a time dimension, so that the player can enter into any game scenario based on the time parameter that they select without having to wait for the plot development like a novel reader. We believe that this feature diversifies the game content and increases players' interests in the game environment.

**Chi Bi.** We launched 3D MMORPG Chi Bi in January 2008 and adopted an item-based revenue model for this game. Chi Bi is a war story developed based on the well-known period in ancient Chinese history known as the Three Kingdoms. This game is designed to include various in-game weapons and large-scale map of the game environment in a historical cultural setting. Game players can freely choose to join any of the Three Kingdoms, i.e., Wei, Shu, or Wu, and are provided with full experience of the historical battles of the Three Kingdoms period. In addition, Chi Bi also features motion fighting system, allowing players to attack their opponents as they move, which we believe enhances appeal to game players. We co-promoted "Chi Bi" alongside the movie "Red Cliff," which has the same Chinese names as "Chi Bi", in China, according to an agreement signed with China Film Group Corporation, which owns the copyright to the movie in China.

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**Hot Dance Party.** We launched Hot Dance Party, our first 3D online casual game, in March 2008 and adopted an item-based revenue model for this game. Hot Dance Party allows players to enjoy dancing game play in a captivating 3D game environment with a variety of background music choices. Furthermore, we have incorporated certain community features such as establishing a virtual family, into this game. Game players can also raise virtual pets in the game environment and improve game characters' appearance by using cosmetics.

**Pocketpet Journey West.** We launched Pocketpet Journey West, in October 2008 and adopted an item-based revenue model for this game. Pocketpet Journey West ( ) is a pet-themed 3D MMORPG and is developed based on "Journey to the West ( )", one of the four classical novels of Chinese literature. The game is designed to include distinctive adventurers adapted from the novel. The game features innovative diversified pet systems, which not only allow users to catch monsters as their pets, raise pets, and enhance attributes of pets, but also have many creative features which enable online game players to exchange pets, obtain particular skills and attributes by collecting special items, and combine two separate pets to create customized or enhanced attributes. The diversified pet systems are designed to bring an entirely new interactive pet raising experience to online game players.

**Battle of the Immortals.** We launched Battle of the Immortals, in April 2009 and adopted an item-based revenue model for this game. Battle of the Immortals, our first mysterious adventure 2.5D MMORPG, is developed based on our proprietary Cube engine. Battle of the Immortals enables game players to travel between Eastern and Western cultures, featuring themes ranging from Norse mythology to the history of China's Qin Dynasty, catering to game players with different interests. This game also includes adventures in historic sites and turf wars.

**Fantasy Zhu Xian.** We launched Fantasy Zhu Xian in October 2009 and adopted an item-based revenue model for this game. Fantasy Zhu Xian is our first 2D turn-based MMORPG, which is based on the same popular internet fantasy novel Zhu Xian as our 3D MMORPG Zhu Xian. The game represents the world of Zhu Xian in a refreshing cartoon style. The game is developed based on our proprietary EPARCH 2D engine and can exhibit special visual effects such as reflections, particle effects and translucency effects. In addition, it introduces the concept of altitude into a 2D game and creates a realistic flying visual effect within a 2D game environment.

**Forsaken World.** We launched Forsaken World in October 2010 and adopted an item-based revenue model for this game. Forsaken World is a 3D MMORPG set against the backdrop of a fantasy world called Grand Mundo, where players themselves alter the fate of Grand Mundo through their individual actions in the game. The game features exciting elements such as rule of time, rule of space, magic and divinity. Forsaken World adopts a system of annalistic history, and allows players to impact core contents such as the epoch, the orbiting of constellations and the birth of deities.

**Dragon Excalibur.** We launched Dragon Excalibur in October 2010 and adopted an item-based revenue model for this game. Dragon Excalibur is our first 2D real-time MMORPG set against a backdrop based on ancient Chinese mythology. It features lustrous visual effects, clan battles that blend Eastern and Western fighting styles, diversified pet systems, and innovative classes and skills. It also brings compatible 3D zooming in a 2D online game.

**Empire of the Immortals.** We launched Empire of the Immortals in March 2011. Following Battle of the Immortals, Empire of the Immortals is the second 2.5D MMORPG in our Immortals franchise. Featuring the international style of the Immortals series and running on an upgraded Cube engine, Empire of the Immortals introduces novel game experiences and exciting visual effects to satisfy various tastes of different players.

**Return of the Condor Heroes.** We launched Return of the Condor Heroes in September 2012 and adopted an item-based revenue model for this game. The game is adapted from Louis Cha's acclaimed



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martial arts novel of the same name. In a traditional 2D turn-based online game environment, the game adopts some advanced 3D technologies to render delicate visual effects and various fun options to players, providing a refreshing game experience for fans of traditional 2D games. It also introduces a series of new exciting features, including "Qinggong," a gameplay that adopts a style of martial arts with gravity-defying moves, and a powerful pet system.

***Saint Seiya Online.*** We launched Saint Seiya Online in May 2013 and adopted an item-based revenue model for this game. This is a 3D comic-based MMORPG adapted from the globally famous comic series "Saint Seiya." The game presents a variety of classic elements from the original comic. Running on our proprietary game engine, Saint Seiya Online renders exquisite graphics, elaborate game design and a smooth and enjoyable game experience to players.

***Swordsman Online.*** We launched Swordsman Online in June 2013 and adopted an item-based revenue model for this game. Swordsman Online is a 3D martial arts MMORPG adapted from Louis Cha's acclaimed classic martial arts novel of the same Chinese name. Running on our proprietary "Angelica III" game engine, the game presents exquisite visual effects and recreates the grand and free martial arts world depicted in the original novel. The game also features a refreshing design of martial arts actions and combat, dazzling character skills, and various interesting instances full of fun and challenges. Additionally, the game involves gamers in active interaction with others and embeds captivating story plots.

***Holy King.*** We launched Holy King in September 2013 and adopted an item-based revenue model for this game. Holy King is a 3D fantasy MMORPG adapted from the popular online novel of the same Chinese name. Running on our proprietary "Echo" game engine, the game presents an immersive fantasy world with vivid graphics and grand scenery.

In North America, Europe, Japan, Southeast Asia and Korea, besides localizing and operating some of the above games through our wholly owned subsidiaries, we also operate certain games developed by our U.S.-based subsidiary, Cryptic Studios, as well as games licensed from other developers.

In addition to the above client-based online games, we also developed and operate several web games such as Touch, and mobile games such as Return of the Condor Heroes.

***Online Games Under Development.*** We currently have a number of new games in pipeline, ranging from client-based MMORPGs to web games and mobile games.

**Other Products and Services**

In addition to operating online games, we also generated revenues from selling our pay-per-install games, Torchlight and Torchlight 2, developed by our majority-owned subsidiary Runic Games based in the U.S.

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We were involved in film and television, online reading and other related businesses. We sold the film and television businesses in August 2011 and the online reading business in December 2013 to sharpen our focus on our core online games businesses and maximize shareholder value. See "Item 4. History and Development of the Company."

**Our Proprietary Technologies**

***Game Engines***

Anticipating the potential growth of online games in China and recognizing the importance of possessing our own game engine, we have developed several proprietary game engines for our various types of games. For example, our Angelica 3D game engine enables us to create superior 3D graphics with impressive visual effects, realistically representing real-life characters moving in captivating scenes. Our Angelica 3D game engine employs the latest technology to realize 3D features, including shadow mapping, light reflection and refraction on water surfaces. It also enables characters to fly freely in the game environment, to embrace and thus enhance interaction between players, and enables our game players to create, customize and personalize virtual content and characters.

The Angelica 3D game engine is designed to be flexible to allow for effective game play on both high-end and lower-end computers. Many of the international game operators that license games to China use game engines that require players to have the newest and most advanced computers to play the game or enjoy the game experience. We believe these engines may not be suitable to the hardware environment in China, because a large number of game players in China play online games using hardware that may be generations behind the most advanced computers. In comparison, the games developed on our Angelica 3D game engine are compatible with a variety of hardware platforms by simplifying certain computation requirements for low-end hardware. This allows us to access a broad range of players in China.

The logic part of the Angelica 3D game engine provides the framework for the continuous evolution of the game story and game episodes. Under the logic engine, all game elements including characters, weapons, skills, game plots and scenes, are defined as abstract parameters and assigned with relative probabilities. Based on the complicated algorithms, formulas and computation processes supported by the logic engine, our program developers optimize and maintain the systematic balance and evolution of the various game elements to create a consistently challenging and exciting game experience and a game environment that is perceived as fair by the players.

The network part of the Angelica 3D game engine provides a platform to streamline online data transmission, game operation and user control.

Our Angelica 3D game engine can support the development of a range of styles of games under various game environments. We have employed this engine and its upgraded versions to develop a number of our existing 3D MMORPGs and our 3D online casual game.

We have also developed several game engines for our 2.5D and 2D games. For example, our Cube 2.5D game engine, which was used to develop Battle of the Immortals and Empire of the Immortals, balances graphics quality and hardware requirements: it can generate high-quality graphics with 3D depiction of the background, in-game items and characters, while the games developed by Cube engine have relatively low hardware requirements compared to 3D games. Our Cube 2.5D engine adopts angle locking technique and manages to reduce the technical difficulty of graphics display by shielding sky and distant objects in the game scenes.

Our EPARCH 2D engine, which was used to develop Fantasy Zhu Xian, has the advantages of typical 2D game engines such as highly-refined image quality, compatibility with both high and low end computers and user friendly interface for new game development. In addition, it adopts technologies used in 3D game engines to enable our games to fully utilize hardware potentials. For example, it

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introduces the concept of altitude into 2D games and creates a realistic flying visual effect within 2D game environment. It can also create various light effects that alter in real time following the change of game environment.

Our Raider 2D engine, which was used to develop Dragon Excalibur, adopts some technologies used in 3D games in order to render high-quality graphics and special effects, such as more ground layer graphics, enhanced background resolution, dynamic lighting and opaque layering effects. In addition, it adopts an innovative concept to simulate some 3D effects through lens zooming. It also utilizes the capacity of display cards more efficiently for better rendering effects as well as lower CPU usage. With our Raider 2D game engine, players can enjoy more exciting game experiences without sacrificing the advantage of low hardware requirements of typical 2D games.

***Game Development Platforms***

Our game development platforms have been designed with modularized functions to allow our game designers and graphic artists to quickly enhance and expand on the game play, design and settings without getting bogged down by technical computer programming language. Designers and graphic artists can program by going through a series of user-friendly menus. This significantly shortens our game development process and allows us to quickly add content and features to our games even after their launch. Furthermore, as the same program development team supports the programming of multiple games via the same development platform, any programming improvement originated from one game can be readily introduced to other games. We believe that our various game development platforms provide us with a solid foundation to rapidly and frequently develop and introduce new games and to update our existing games.

***Anti-cheating Technology***

Our game engine also provides the technological foundation for the real-time detection and resolution of unauthorized character enhancements and other attacks from hacking and cheating activities. Our games have built-in detection mechanisms, which include a verification process between the user end hardware and our operation servers and the rapid detection of cheating activities. We believe this is important to ensure players' confidence in the fairness and reliability of our games, in particular given the propensity of hacking and cheating activities in online games in China and in other parts of the Asia Pacific region.

**Game Development**

We believe that rapid and high-quality game development is critical to our success. Our game development team mainly consists of our programming personnel, design personnel and graphics personnel. Several core members of our development team have worked together for more than a decade. In March 2008 we opened a research and development center in Shanghai to take advantage of the skilled workforce in the game development industry there. In February 2009 we acquired InterServ Caymans and its two PRC subsidiaries in Shanghai and Chengdu, both of which have further strengthened our research and development capability. We acquired a majority stake in Runic Games in May 2010 and 100% equity interests in Cryptic Studios in August 2011, respectively, which allowed us to further enhance our strong research and development capabilities and to leverage their creative and professional development teams to create global titles.

Unlike many of our competitors in China that operate MMORPGs licensed from foreign game developers, we have in-house capabilities that allow us to develop games rapidly and in response to constantly changing market demands and trends.

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Our systematic game development process includes the following key steps:

*Concept generation.* Our design team takes the lead in generating game development ideas based on the latest trends in player preferences. We recruit game players into our design team to closely track the hot topics among our players and on the internet. We also encourage all of our employees to provide creative ideas and concepts for game development.

*Detailed proposal.* Upon management's approval of the new game concept, the design team will prepare a detailed proposal that sets preliminary storylines and game characters, estimates of costs and target markets.

*Development plan.* After the completion of the technical review of the proposal, a project team consisting of our programming staff, design staff and graphics artists work together to set the technical criteria for the game development, and then formulate a game development plan with development milestones.

*Design, style and story concepts.* Based on the game development plan, our graphics artists will determine the style of the new game and design game characters, our game designers will develop the game story and define game environments, and our program developers will develop both the server-end software and the user-end software modules.

*Internal reviews.* Mid-term management reviews will take place upon the completion of each milestone of the development plan. Concurrently, our testing department tests the accuracy and completeness of the development, and our marketing department initiates marketing campaigns according to the development milestones.

*Closed beta testing and open beta testing.* We conduct closed beta testing to work out technical issues and eliminate technical problems. Thereafter, we conduct open beta testing to test the operation of new games under open market conditions and introduce new games to players.

Our games are realized through coordination among teams of program developers, game designers and graphic artists. Our in-house development team also supports our frequent game upgrades and updates to accommodate the latest user tastes and preferences and evolving market trends. We also try to design each of our games to cater to distinct market segments to grow our overall player base rather than merely shifting players from one game to another. Furthermore, our games are developed with built-in multiple-language capability to support our timely expansion into international markets through a convenient localization process.

**Membership Management and Payment System**

We offer Perfect Pass, our integrated membership management system, to our customers in China. It is designed to provide our customers with an integrated user-friendly platform to log in, play and purchase any products and services that we offer. To play our online games, a customer must register an account with our Perfect Pass system. Once registered, the customer may log into our network, select and activate the desired games that the customer wishes to play, and then charge his account with prepaid cards or online points that enable the customer to play for a specified period of time or purchase in-game items. Each customer needs to maintain only one Perfect Pass account, which provides information regarding the customer's available prepaid online points, profile and payment history of the last three months.

A customer can purchase the prepaid cards through our various distribution channels both online and offline. Each prepaid card contains a unique access code and password that enables a player to add online points to his account. Our prepaid cards are offered in a variety of denominations to provide players with flexibility, and each prepaid card may be used to play any of our online games. To avoid third parties' misuse of our customers' accounts, we offer a series of security measures by linking the

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account with our customer's mobile phones, such as the lock-up of account and lock-up of IP addresses via short message instructions.

Customers in North American and Europe can set up their billing profile and carry ZEN, a virtual currency, after creating their Perfect World accounts. Customers can purchase ZEN, to make payments for all games operated by PW USA and PW Europe, through various payment methods including but not limited to credit cards, prepaid cards and mobile phone payments.

Customers in Japan can create their MK accounts through MK-STYLE, our self-developed and operated online game portal site. Customers in Japan can use their MK Points, to make payments for all games operated by C&C Media. MK Points can be purchased through major payment gateways widely available in Japan.

In various markets, we cooperate with local payment gateways to provide more payment method options to and facilitate convenient paying process for our customers.

**Pricing and Distribution**

**Pricing.** We mainly have two different pricing models: (1) time-based, which we have adopted for Perfect World; and (2) item-based, which we have adopted for our other online games. Under the time-based model, players pay for game playing time. The pricing was determined near the end of the open beta testing period based on several factors, including the prices of other comparable games, the technological and other features of the game, and the targeted marketing position of the game. Under the item-based model, players can play the basic functions of the game free of charge for as long as they want. We generate revenues when players purchase and consume the in-game items such as performance-enhancing items, clothing, accessories and pets that enhance the game play experience. We determine the price of each in-game item before its introduction, generally based on an analysis of a series of benchmarks, such as the price of similar items offered in other online games, the market price of the real-life item represented by the in-game item, and pricing of other popular forms of entertainment.

**Distribution.** We established our distribution network by leveraging our management team's extensive connections accumulated from their previous game and software distribution experience. We distribute our physical and virtual prepaid cards and online points through various channels.

**Physical cards:** We generally sell physical cards through a network of third-party distributors. We have entered into agreements with 37 provincial distributors across China. These distributors resell the cards to sub-distributors who, in turn, distribute the cards to numerous internet cafés, newsstands, convenience stores and other retail outlets throughout China.

**Electronic distribution system:** Each of our regional distributors in our electronic distribution network has a sales account in our E-sales system. Upon receipt of their payment, we allocate to the distributor a number of online points or virtual cards on the central E-sales computer system operated and monitored by us. The distributors can electronically transfer the online points or virtual cards in their sales accounts to the accounts of their sub-distributors, retailers or players on our central E-sales computer system. Through this system, we also cooperate with telecommunication operators and bundle the collection of fees for our games with their user services, such as their prepaid phone cards and SMS services. As a result, gamers can conveniently make payments through their mobile phones. This system of electronic sales simplifies logistics by eliminating the need for, and the cost of, physical game cards, and allows us to centrally monitor the transfers of the online points or virtual cards by the distributors.

**Online payment platforms:** We sell our online points directly to players for charging their accounts via our own website. Payments for purchases are processed by banks and other third-party online

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payment platform service providers. These online payment platform service providers receive transaction fees, which reduce the net payment we receive from them.

**Overseas Licensing**

In order to extend our reach in the overseas markets, we license our games to overseas operators. Under our license agreements, we allow our overseas licensees to exclusively operate, promote, service and distribute our games in specified territories. In return, we are generally entitled to an initial fee and ongoing royalties, the latter of which is generally determined based on the amount of money charged to players' accounts or the services fees payable by the players to the licensee in a specific country or region. The licensees are responsible for the sales and marketing of our games in the specified territories, including setting the price of our games and virtual items, and usually there are minimum requirements on promotion expenditures. The licensees are also generally in charge of maintenance of the network infrastructure and customer service. We are responsible for the technical support for the operation of our games, including providing technical tools for the localization of our games. We generally agree to provide our licensees with updates or upgrades to the licensed games, usually every three to six months or on a when-and-if-available basis. We also usually assist the licensees in preventing, detecting, and resolving hacking and cheating activities.

We plan to license more of our games to leading online game operators in various countries and regions overseas to further strengthen our global presence. All of the games we license to overseas operators use an item-based revenue model. We work with the licensees to determine the pricing of in-game items based on the local market conditions as well as our input.

The following table lists the countries or regions where we have licensed our client-based online games.

<b>Game</b>	<b>Country/Region</b>
Perfect World II	Taiwan, Hong Kong, Macau, Vietnam, The Philippines, Brazil, Thailand, Indonesia, and The Russian Federation and other Russian-speaking territories
Zhu Xian	Thailand, Taiwan, The Russian Federation and other Russian-speaking territories and Indonesia
Chi Bi	The Philippines
Hot Dance Party	Malaysia, Singapore, Vietnam, Thailand and The Philippines
Battle of the Immortals	Taiwan, Thailand, Turkey and Azerbaijan
Forsaken World	Taiwan, Indonesia, Thailand, The Russian Federation and other Russian-speaking territories, Brazil, The Spanish-speaking countries in Latin America and Vietnam
Dragon Excalibur	Korea
Empire of the Immortals	Taiwan, Turkey, Azerbaijan and Indonesia
Saint Seiya Online	Taiwan
Swordsman Online	Taiwan and Vietnam
Legend of the Condor Heroes	Taiwan

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**Marketing and Promotion**

We employ a variety of innovative and traditional marketing and promotional activities to attract new game players and increase revenues from existing players. These activities include tailor-made marketing programs, live promotions, in-game marketing and advertising and online promotions.

*Tailor-Made Marketing Programs.* Based on our extensive local knowledge and experience, we have designed, for each of our games, innovative promotional activities with entertainment and fashion elements. For some of our games, we have appointed celebrities, ranging from pop stars to famous actors and actresses, to be our spokespersons, and have worked with popular bands and singers to record theme songs. For the games that are developed from well-known novels, such as Chi Bi, we cooperated with the film maker to co-promote our game and the movie that is developed from the same novel.

*Live Promotions.* We regularly organize a variety of off-line promotion activities to develop and support the community of game players, such as internet café gatherings, player clubs, product press conferences, college marketing, distribution of free game-related posters, distribution of promotional online points and cross-marketing with telecommunication operators. For example, we organized Perfect World International Championship for our flagship games. We have promotion personnel to organize cooperative promotion campaigns with local distributors and internet cafés throughout China. We also promote Perfect World's brand and our games by attending various industrial exhibitions, including ChinaJoy Expo game exhibition in China and E3 industrial exhibition in the U.S.

*In-Game Marketing.* We conduct in-game marketing programs for our players from time to time, including player unions and game tournaments. We also frequently post announcements in the game environment to promote new items and features, usually linking with in-game events. Leveraging our in-house development capability, we offer new in-game items periodically, especially around the holidays and certain special events, such as the offering of in-game moon cakes and in-game pets "Jade Rabbit" during the Chinese Moon Festival.

*Advertising and Online Promotions.* We advertise in many online game sites and game magazines that are updated regularly. To enhance our market penetration, especially among working professionals, we also advertise through flat-panel television displays placed in high-traffic areas of commercial office buildings, such as in lobbies and near elevators.

For each of our games, we have a dedicated product management team responsible for marketing activities, managing player community and developing operational plans. We believe that our multi-channel marketing activities help build up a players' community and satisfy our players' need for social outlets and social interaction. We believe this in turn helps to generate and improve players' loyalty to our games.

**Customer Service**

We have focused on providing excellent customer service in order to retain our existing customers and to attract new game players.

Our players can access our customer service center via phone, online in-game chats or e-mail at any time 24 hours a day, seven days a week. Many of our dedicated customer service representatives are online game fans with deep understanding of game play and players. All of our customer service representatives are required to participate in a formal training program before commencing work. We have implemented detailed performance measures to monitor our calls to ensure that our customers will receive quality service. In addition, we also operate online bulletin boards that enable players to post questions to, and receive responses from, other players. In addition to providing customer service to our players, our customer service representatives also collect player comments and complaints about

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our games and generate periodic reports for our management and operations personnel that summarize important issues raised by players and our responses to those issues.

We have in-game masters that are responsible for organizing in-game events, troubleshooting and responding to players' inquiries. Our in-game masters work together with our dedicated engineering team to detect and remove bugs and viruses. They are also actively involved in identifying and resolving any issues arising from unauthorized character enhancements and other hacking or cheating activities.

We have service centers which are open to walk-in customers during normal business hours in China. Our customers in North America, Europe and Japan can reach our customer service support via phone or online service channels. All of our representatives at our service centers are trained to address our customers' questions and concerns and resolve any problems they may have with our products and services. Our customer service in China has maintained the ISO 9001:2000 certification since August 2007.

**Network Infrastructure**

We aim to build a reliable and secure network infrastructure to fully support our operations. We maintain an efficient hardware and software infrastructure with a large network capacity consisting of self-owned and leased servers.

We have a network operation team responsible for stability and security of our network. The team follows a workflow plan of problem detection, recording, analyzing and solving. The primary responsibilities of the team members consist of monitoring system performance, troubleshooting, detecting system error, random sample testing on servers, maintaining equipment, and testing, evaluating and installing hardware and software. In addition, we frequently upgrade our game server software to ensure the stability of our operation and reduce risks of hacking. Our streamlined server groups support a large number of concurrent users.

**Competition**

Competition in the online game market in China and the overseas markets where we offer our games is intense. We believe that the key competitive factors include the design, quality, popularity and price of online games and in-game items, the ability to rapidly update and upgrade games, marketing activities, sales and distribution network and customer service. We compete principally with the following groups of competitors:

online game developers and operators in China, including Tencent, NetEase, Shanda Games, Changyou, Giant Interactive, Guangyu Huaxia, NetDragon, Kingsoft, Tiancity, Kylin, The9 and other mobile game developers who recently entered into this emerging market; and

other competitors, including major internet portal operators in China, and game developers and operators in the overseas markets where we offer our games.

Some of our existing and potential competitors have significantly greater financial and marketing resources and a larger portfolio of game offerings than we do. For a discussion of risks relating to competition, see "Item 3 Key Information D. Risk Factors Risks Related to Our Business We may not be able to maintain our revenues and profitability as we operate in a highly competitive industry and compete against many companies."

**Seasonality**

Our quarterly operating results may fluctuate due to various factors and reasons. For example, as part of our normal product cycle, our revenues may be relatively low when we decelerate promotional activities for some time in order to lengthen the life cycle of existing games and maintain long-term



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sustainable growth. Based on our recent experience, our user traffic may also be relatively low as result of the "golden" holidays in China, such as the Chinese New Year holiday in January or February when many of our game players may go back to home town and have less access to the internet, and national college admission exams in the second quarter when our game players spent less time playing online game. Other factors that may cause our operating results to fluctuate include the recent global financial crisis, a deterioration of economic conditions in China and potential changes to the regulation of the online game industry in China, which are discussed elsewhere in this annual report.

**Intellectual Property**

Our intellectual property rights include trademarks, trade secrets and domain names in China and copyright and other rights associated with our websites, game engines, technology platforms, self-developed software and other aspects of our business. We regard our intellectual property rights as critical to our business. We rely on trade secret protection, trademark and copyright law, non-competition and confidentiality agreements with our employees, and license agreements with our partners, to protect our intellectual property rights. We require our key employees to enter into agreements requiring them to keep confidential all information relating to our software, technology, business and trade secrets during and after their employment with us. These agreements also require our employees to assign to us all of their inventions and other intellectual property rights developed by them primarily in connection with our business.

We have registered our domain names www.pwrd.com, www.wanmei.com and www.perfectworld.com, and have registered a series of domain names in connection with each of games, including without limitation, www.world2.com.cn, www.wulin2.com, www.w2i.com.cn, www.zhuxian.com, www.chibi.com, www.rwpd.com, www.kdxy.com, www.sgcq.com.cn, www.mhzx.com.cn, www.smdl.com, www.xlzj.com, www.sgsj.com, www.yttlj.com.cn, www.sdxlol.com, http://seiya.wanmei.com, http://xa.wanmei.com and http://sw.wanmei.com with China internet Network Information Center, and have legal rights over these domain names. We have filed trademark applications for the Chinese names of all of our existing online games with the Trademark Office of the State Administration for Industry and Commerce in China. As of the date of this annual report, the trademark has been registered in classes 9, 16 and 35 in China, the trademark has been registered in classes 9, 16 and 41 in China, the and the trademarks have been registered in class 41 in China, the and the trademarks have been registered in class 9 and 41 in China and the trademark has been registered in class 9 in China. We have registered all of our existing self-developed client-based online games, web games, mobile games and a number of our game engines with the National Copyright Administration for copyright protection. We have taken steps to legally protect our intellectual property, acknowledging, however, that historically China has not been able to successfully protect a company's intellectual property to the same extent as the United States. We mainly rely on our licensees for copyright, domain names and trademark protection outside China, although very limited protection has been secured to date.

We have licensed from third parties certain intellectual property, based on which we are entitled to develop online games. For examples, PW Network obtained exclusive licenses to use certain intellectual property of the TV drama series " " and the internet novel "Zhu Xian" for the production and commercial operation of Legend of Martial Arts, Zhu Xian and Fantasy Zhu Xian, respectively. We have fully paid the license fees under these license agreements.

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**Government Regulations**

Our provision of online games and related content on our websites is subject to various PRC laws and regulations relating to the telecommunications industry, internet and online games, and regulated by various government authorities, including:

the Ministry of Industry and Information Technology and, before its formal establishment in 2008, its predecessor, the Ministry of Information Industry;

the General Administration of Press and Publications (the National Copyright Administration);

the State Administration for Industry and Commerce;

the Ministry of Culture; and

the Ministry of Public Security.

The principal PRC regulations governing the internet content provision industry as well as the online game services in China include:

Telecommunications Regulations (2000);

the Administrative Rules for Foreign Investments in Telecommunications Enterprises (2001, and as amended in 2008);

the Administrative Measures for Telecommunications Business Operating Licenses (2009);

the internet Information Services Administrative Measures (2000);

the Interim Measures for the Administration of Online Games (2010);

the Tentative Measures for Administration of internet Culture (2011);

the Tentative Measures for Administration of internet Publication (2002);

the Notice of Implementing the State Council's "Regulation 'Sanding'" and Relevant Interpretation Issued by State Commission Office for Public Sector Reform ("SCOPSR") and Further Strengthen the Administration and Approval of the Pre-approval and Import of Online Games (2009);

the Foreign Investment Industrial Guidance Catalogue (2011);

the Administrative Measures on Electronic Publications (2008);

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the Administrative Measures on Software Products (2009);

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 Content Review Work of Online Game Products (2004);

the Notice of the Ministry of Culture on Improving and Enhancing the Management Work of Online Game Content (2009);

Some Opinions of the Ministry of Culture and the MIIT on the Development and Administration of Online Games (2005);

the Notice on the Work of Purification of Online Games (2005);

the Circular on Strengthening the Administration of Foreign Investment in and Operation of Value-added Telecommunications Business (2006);

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the Circular on Implementing Online Game Anti-fatigue System to Protect the Health of the Minors (2007);

the Administrative Measures on internet Video/Audio Program Services (2007);

Notice on Initializing the verification of Real-name Registration for Anti-Fatigue System on internet Games (or the Real-name Registration Notice) (2011);

the Tentative Catalogue of internet Video/Audio Program Services (2010);

the Notice on the Reinforcement of the Administration of internet Cafés and Online Games (2007);

the Tentative Measures for Administration of internet Commodity Transaction and Relevant Services (2010);

the Notice on Strengthening the Administration of Virtual Currency of Online Games (2009);

the Tentative Measures for Administration of internet Goods and Relevant Services Transactions (2010); and

Circular of the Ministry of Culture on Implementing the Administrative Measures for Content Self-review of Network Culture Operators(2013).

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

**Restrictions on Foreign Investment**

Under the above regulations, a foreign investor is currently prohibited from owning more than 50% of the equity interest in a Chinese entity that provides value-added telecommunications services, including online game, online reading and other internet content provision services. In addition, foreign and foreign invested enterprises are currently not able to apply for certain required licenses to provide these services.

The Circular on Strengthening the Administration of Foreign Investment in and Operation of Value-added Telecommunications Business issued by the MIIT in July 2006, reiterated the regulations on foreign investment in telecommunications business, which require foreign investors to set up foreign-invested enterprises and obtain an ICP license in order to conduct any value-added telecommunications business in China. Under this circular, a domestic company that holds an ICP license is prohibited from leasing, transferring or selling the license to foreign investors in any form, and from providing any assistance in forms of resources, sites or facilities to foreign investors that conduct value-added telecommunications business illegally in China. Furthermore, the relevant trademarks and domain names that are used in the value-added telecommunications business shall be owned by the local ICP license holder or its shareholders. This circular further requires each ICP license holder to have the necessary facilities for its approved business operations and to maintain such facilities in the regions covered by its license. In addition, all value-added telecommunications service providers are required to maintain network and information security in accordance with the standards set forth under relevant PRC regulations. Due to the lack of further necessary interpretation from the regulator, it remains

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unclear what impact this circular will have on us or the other Chinese internet companies that have adopted the same or similar corporate and contractual structures as ours.

On September 28, 2009, GAPP, the National Copyright Administration, and National Office of Combating Pornography and Illegal Publications jointly issued the GAPP Notice, which restates that foreign investors are not permitted to invest in online game-operating businesses in China via wholly owned, equity joint venture or cooperative joint venture investments. The GAPP Notice expressly prohibits foreign investors from gaining control over or participating in domestic online game operators through indirect ways such as establishing other joint venture companies, or contractual or technical arrangements. However, the GAPP Notice does not provide any interpretation of the term "foreign investors" or make a distinction between foreign online game companies and China based companies under a similar corporate structure like ours. Thus, it is unclear whether such regulations will be applicable to us or many other China based companies that rely on similar contractual arrangements with variable interest entities to operate online games in China. Since the promulgation of the GAPP Notice, we have applied for and obtained ISBNs from the then GAPP for internet publications of several new games without encountering any problem. We are not aware that either the GAPP or the GAPPRFT has taken any enforcement action under the GAPP Notice against any online game operators under a similar corporate structure like ours.

We conduct our online game and related internet content provision businesses in China through contractual arrangements with PW Network. We used to conduct the online reading business through contractual arrangements with PW Literature before we sold PW Literature to an unrelated party in December 31, 2013. In addition, we use Trendsters Investment as an investment vehicle to hold our investment in a venture capital fund. The venture capital fund will be managed by one or several general partners unrelated to us and will be focusing on companies with high-growth potentials in certain technology, media and telecommunications sectors. Trendsters Investment does not itself make investment decisions for the fund or involve in the management of the fund. And we plan to conduct a portion of our online games and related internet content provision businesses in China through PW Digital Technology. See "Item 4. Information on the Company History and Development of the Company." In the opinion of our PRC legal counsel, King & Wood Mallesons, each of the agreements constitutes valid and legally binding obligations of each party to such contractual agreements under PRC Laws. However, King & Wood Mallesons is of the view that the interpretation and implementation of the laws and regulations in the PRC and their application to and effect on the legality, binding effect and enforceability of contracts are subject to the discretion of competent PRC authorities, and therefore there is no assurance that relevant PRC authorities will take the same position as the opinion of King & Wood Mallesons herein in respect of the legality, binding effect and enforceability of each of the contractual agreements. Meanwhile, since the PRC legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties, which may limit legal protections available to us to enforce the contractual arrangements should our variable interest entities or their equity holders fail to perform their obligation under those arrangements.

**Regulation of Licenses for Online Games and Online Reading**

Online game and online reading 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 provision services must obtain a value-added telecommunications business operating license for internet content provision from the appropriate telecommunications authorities in order to carry on any commercial internet content provision operations in China. Each of PW Network, PW Hefei and PW Literature has obtained the ICP licenses.

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**Internet Culture Operation License.** Each ICP license holder that engages in the supply of internet culture products and related services, including provision of online games, must obtain an additional internet culture operation license from the appropriate culture administrative authorities pursuant to the newly issued Tentative Measures for Administration of internet Culture (2011), which superseded the Tentative Measures for Administration of internet Culture (2003, and as amended in 2004). PW Network obtained an internet culture operation license for the operation of online games in May 2008, which was renewed in December 2011. PW Hefei obtained an internet culture operation license for the operation of online games in September 2011. PW Literature obtained an internet culture operation license for the operation of online reading business in July 2009, which was renewed in December 2012.

**Internet Publishing License.** The GAPP that was reorganized as the GAPP RFT in 2013 and the MIIT jointly impose a license requirement for any company that intends to engage in internet publishing, defined as any act by an internet information service provider to select, edit and process content or programs and to make such content or programs publicly available on the internet. According to the Tentative Measures for Administration of internet Publication (2002), the provision of online games is deemed an internet publication activity. Therefore, online game and online reading operators need to obtain an internet publishing license in order to directly make their online games publicly available in China. Historically, we did not hold such a license as issuances of such licenses were temporarily suspended by the then GAPP. PW Network obtained an internet publishing license for online game publishing in May 2008, which allows PW Network to distribute and publish online games on the internet. PW Hefei obtained an internet publishing license for online game and mobile game publishing in June 2012, which allows PW Hefei to distribute and publish online games and mobile games on the internet. Currently, our self-operated online games are published in China by PW Network or PW Hefei. We have filed internet publication of our client-based online games and self-developed web games with the GAPP, and we are in the process of filing internet publications of our self-developed mobile games.

**Online Bulletin Board Service Approval.** The MIIT has promulgated rules requiring ICP license holders that provide online bulletin board services to register with, and obtain approval from, the relevant telecommunication authorities.

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

In the opinion of our PRC legal counsel, King & Wood Mallesons, except as described above, no consent, approval or license other than those already obtained by PW Software, PW Network and PW Literature is required under any of the existing laws and regulations of China for our businesses and operations.

**Regulation of internet Content**

The Chinese government has promulgated measures relating to internet content through a number of ministries and agencies, including the MIIT, the Ministry of Culture and the GAPP that was reorganized as the GAPP RFT in 2013. These measures specifically prohibit internet activities, which includes the operation of online games and online reading, that result in the publication of any content which is found to, among other things, propagate obscenity, gambling or violence, instigate crimes, undermine public morality or the cultural traditions of the PRC, or compromise State security or secrets. When an internet content provider or an internet publisher finds that information falling within the above scope is transmitted on its website or is stored in its electronic bulletin service system, it shall terminate the transmission of such information or delete such information immediately and keep records and report to relevant authorities. If an ICP license holder violates these measures, the PRC

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government may revoke its ICP license and shut down its websites. In addition, in accordance with the Provisional Measures for the Regulation of Online Games promulgated by the Ministry of Culture in June 2010, imported online games should be filed with the Ministry of Culture before the operation of the games and domestic online games should be filed with the Ministry of Culture within one month of their operations. We have successfully completed the filings with the Ministry of Culture for our client-based online games Perfect World, Legend of Martial Arts, Perfect World II, Zhu Xian, Chi Bi, Hot Dance Party, Pocketpet Journey West, Battle of the Immortals, Forsaken World, Dragon Excalibur, Empire of the Immortals, Return of the Condor Heroes, Saint Seiya Online, Swordsman Online, Holy King and DOTA2. We have submitted to the Ministry of Culture the relevant filing documents for our other self-operated online games. We believe that our submissions met all filing requirements. However, we cannot assure you that these submissions will be deemed successfully filed by the Ministry of Culture. Except as described above with respect to the filing of certain online games with the Ministry of Culture, we have complied with all the requirements described in this paragraph.

**Regulation of Information Security**

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

The Ministry of Public Security has promulgated measures that prohibit use of the internet in ways which, among other things, result in a leak of State secrets or a spread of socially destabilizing content. The Ministry of Public Security has supervision and inspection rights in this regard, and we may be subject to the jurisdiction of the local public security bureaus. If an ICP license holder violates these measures, the PRC government may revoke its ICP license and shut down its websites.

**Regulation on Intellectual Property Rights**

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

The PRC Trademark Law together with its implementation rules protects registered trademarks. The Trademark Office of the SAIC handles trademark registrations and grants a protection term of ten years to registered trademarks.

**Internet Café Regulation**

Internet cafés are required to obtain a license from the Ministry of Culture and the SAIC, and are subject to requirements and regulations with respect to location, size, number of computers, age limit of customers and business hours. In 2004, the Ministry of Culture, the SAIC and some other governmental authorities jointly issued a notice to suspend issuance of new internet café licenses. Though this nationwide suspension has been generally lifted in 2005, the local authorities have the authority of controlling the volume and recipients of new licenses at their discretion. In addition, local and higher-level governmental authorities may from time to time strictly enforce customer age limits

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and other requirements relating to internet cafés, as a result of the occurrence of, and media attention on, gang fights, arsons or other incidents in or related to internet cafés. As many of our customers access our games website from internet cafés, any reduction in the number, or any slowdown in the growth, of internet cafés in China as a result of any intensified internet café regulation will limit our ability to maintain or increase our revenues and expand our customer base, which will in turn materially and adversely affect our business and results of operations. A notice jointly issued by several central governmental agencies in February 2007 suspended nationwide the approval for the establishment of new internet cafés for the year of 2007 and enhanced the punishment for internet cafés admitting minors.

**Privacy Protection**

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

**Anti-fatigue System and Real Identification Registration System**

In April 2007, the GAPP and several other governmental authorities issued a circular requiring the implementation of an "anti-fatigue system" and a real-name registration system by all PRC online game operators, in an effort to curb addictive online game play behaviors of minors. Under the anti-fatigue system, three hours or less of continuous play by minors is considered to be "healthy," three to five hours to be "fatiguing," and five hours or more to be "unhealthy." Game operators are required to reduce the value of in-game benefits to a player by half if the player has reached "fatiguing" level, and to zero in the case of "unhealthy" level.

To identify whether a player is a minor and thus subject to the anti-fatigue system, a real-name registration system is also adopted, which requires online game players to register their real identity information before they play online games. We have developed our own anti-fatigue system and real identification number registration system, and have implemented them since July 2007.

On July 1, 2011, the GAPP and several other government authorities jointly promulgated a notice to strengthen the implementation of the anti-fatigue system and real-name registration, entitled Notice on Initializing the verification of Real-name Registration for Anti-Fatigue System on Internet Games, or the Real-name Registration Notice, which took effect on October 1, 2011. Pursuant to the Real-name Registration Notice, the authority may terminate the operation of an online game if its operator violates the anti-fatigue and real-name registration requirements.

**Virtual Currency**

On February 15, 2007, the Ministry of Commerce, the People's Bank of China and other relevant government authorities jointly issued the Notice on the Reinforcement of the Administration of internet Cafes and Online Games, or the Internet Cafés Notice. Under this notice, the People's Bank of China is directed to strengthen the administration of virtual currency in online games to avoid any adverse impact on the economy and financial system. This notice provides that the total amount of virtual currency issued by online game operators and the amount purchased by individual game players should be strictly limited, with a strict and clear division between virtual transactions and real transactions carried out by way of electronic commerce. This notice also provides that virtual currency should only be used to purchase in-game items.



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On June 4, 2009, the Ministry of Commerce and the Ministry of Culture jointly issued Notice on the Reinforcement of the Administration of Virtual Currency in Online Games, which defines what is virtual currency and requires that entities shall obtain the approval from the Ministry of Commerce before issuing virtual currency and engaging in transactions using virtual currency in connection with online games. Entities are prohibited from using virtual currency to carry out gambling business.

**Regulation of internet Video/Audio Program Services**

On December 12, 2007, the SARFT and MIIT promulgated the Administrative Measures on Internet Video/Audio Program Services, which requires that, among others, a service provider of internet video/audio program shall obtain a license from the SARFT, failure of which may result in the suspension or close of the website providing the internet video/audio program services. See "Item 4. Information on the Company Risks Related to Doing Business in China PRC regulations relating to internet video/audio program services may adversely affect the operation of our online games."

**Regulation on Taxation**

For a discussion of applicable PRC tax regulations, see "Item 5.A. Operating and Financial Review and Prospects Operating Results Taxation."

**Regulation of Foreign Currency Exchange and Dividend Distribution**

**Foreign Currency Exchange.** The principal regulations governing foreign currency exchange in China are the Foreign Exchange Administration Regulations (1996), as amended in August 2008. Under this regulations, the RMB is freely convertible for current account items, including the distribution of dividends, interest payments, trade and service-related foreign exchange transactions, but not for capital account items, such as direct investment, loan, repatriation of investment and investment in securities outside China, unless previously approved by and/or registered with SAFE or its authorized local branches.

Pursuant to the Administration Rules of the Settlement, Sale and Payment of Foreign Exchange (1996), foreign-invested enterprises in China may purchase or remit foreign exchange, subject to a cap approved by SAFE, for settlement of current account transactions without the approval of SAFE. Foreign exchange transactions under the capital account are still subject to limitations and require approvals from, or registration with, SAFE and other relevant PRC governmental authorities.

**Dividend Distribution.** The principal regulations governing distribution of dividends of foreign holding companies include the Foreign Investment Enterprise Law (1986), as amended, and the Administrative Rules under the Foreign Investment Enterprise Law (2001).

Under these regulations, foreign-invested enterprises in China may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, foreign-invested enterprises in China are required to allocate at least 10% of their respective accumulated 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.

**Notice 75.** On October 21, 2005, SAFE issued Notice 75, which became effective as of November 1, 2005. According to Notice 75, prior registration with the local SAFE branch is required for PRC residents to establish or to control an offshore company for the purposes of financing that offshore company with assets or equity interests in an onshore enterprise located in the PRC. An amendment to registration or filing with the local SAFE branch by such PRC resident is also required for the injection of equity interests or assets of an onshore enterprise in the offshore company or overseas funds raised by such offshore company, or any other material change involving a change in the

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capital of the offshore company. SAFE issued a series of implementation guidance. These regulations require PRC residents and PRC corporate entities to register with competent local branches of SAFE in connection with their direct or indirect offshore investment in offshore special purpose vehicles.

Under the relevant rules, failure to comply with the registration procedures set forth in Notice 75 and the relevant guidance may result in restrictions being imposed on the foreign exchange activities of the relevant onshore company, including the increase of its registered capital, the payment of dividends and other distributions to its offshore parent or affiliate and the capital inflow from the offshore entity, and may also subject relevant PRC residents to penalties under PRC foreign exchange administration regulations. PRC residents who control our company from time to time are required to register with SAFE in connection with their investments in us.

**Notice 7.** In December 2006, the People's Bank of China promulgated the Administrative Measures of Foreign Exchange Matters for Individuals, or Notice 78, setting forth the respective requirements for foreign exchange transactions by PRC individuals under either the current account or the capital account. In February 2012, SAFE promulgated the Notice relating to Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas-Listed Company, or SAFE Notice 7, which replaced an earlier SAFE notice issued in 2007. SAFE Notice 7 is applicable to domestic directors, supervisors, senior management and other employees of an overseas-listed domestic company, PRC subsidiaries or branches of an overseas-listed company and any PRC entities which are directly or indirectly controlled by an overseas-listed company ("Domestic Company"), including PRC citizens and foreign citizens who have resided in the PRC for one year or more ("Domestic Individuals"). Under SAFE Notice 7, Domestic Individuals who are granted stock options or any other stock-related rights and benefits under a stock incentive plan by an overseas publicly listed company are required, through the Domestic Company or a PRC agent ("Domestic Agent"), to complete certain procedures and transactional foreign exchange matters under the stock incentive plan upon the examination by, and the approval of, SAFE or its authorized local counterparts; and the Domestic Agent is required to register relevant information of the stock incentive plan with the authorized local counterparts of SAFE. If we or our PRC optionees fail to comply with the Notice 7, we or our PRC optionees and their local employer may be subject to fines and legal sanctions.

**Regulation of Investment into Equity Investment Enterprise**

The National Development and Reform Commission (the "NDRC") issued the Circular on Promoting and Standardize the Development of Equity Investment Enterprises on November 23, 2011, which regulates (1) the establishment, fundraising and investment of equity investment enterprises, (2) risk-control mechanisms of equity investment enterprises, (3) responsibilities of equity investment management entities as entrusted management entities of the equity investment enterprises, (4) information disclosure systems of the equity investment enterprises, and (5) the record filings and industry self-regulation of the equity investment enterprises. The NDRC also issued a series of implementation guidance for the operation and management of capital equity investment enterprises. This circular and the corresponding guidance set out the requirements for an investor in an equity investment enterprise, including the investor's risk profile and fund contribution requirements, including that subscription in an equity investment enterprise by each investor shall not be less than RMB10 million. In addition, an investor shall invest with one's lawful equity funds and hold the investment in an equity investment enterprise directly instead of by way of trust or any other similar measures.

Trendsters Investment, our variable interest entity, is an investor and a limited partner in a venture capital fund, which falls in the category of equity investment enterprises under this circular. We believe that we are in compliance with all the requirements for an investor set forth in this circular and the series of guidance.

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**C. Organizational Structure**

The following diagram illustrates our corporate structure as of the date of this annual report:

**Beneficial Interest**

- (1) Contractual arrangements including an Exclusive Technology Support and Service Agreement, a Development Cooperation Agreement, a Business Operation Agreement, a Call Option Agreement and an Equity Pledge Agreement. For a description of these agreements, see "Item 7. Related Party Transactions Contractual Arrangements with PW Network and its Equity Owners."
- (2) Contractual arrangements including a Business Operation Agreement, a Call Option Agreement, an Equity Pledge Agreement and a Power of Attorney. For a description of these agreements, see "Item 7. Related Party Transactions Contractual Arrangements with PW Network and its Equity Owners."
- (3) Contractual arrangements including a Business Operation Agreement, a Call Option Agreement, an Equity Pledge Agreement and a Power of Attorney. For a description of these agreements, see "Item 7. Related Party Transactions Contractual Arrangements with Perfect Moment and its Equity Owners."
- (4) Contractual arrangements including an Exclusive Technology Support and Service Agreement, a Development Cooperation Agreement, a Business Operation Agreement, a Call Option Agreement and an Equity Pledge Agreement. For a description of these agreements, see "Item 7. Related Party Transactions Contractual Arrangements with Perfect Moment and its Equity Owners."

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- (5) Contractual arrangements including an Exclusive Technology Support and Service Agreement, a Development Cooperation Agreement, a Business Operation Agreement, a Call Option Agreement and an Equity Pledge Agreement. For a description of these agreements, see "Item 7. Related Party Transactions Contractual Arrangements with Trendsters Investment and its Equity Owners."
- (6) Contractual arrangements including two Loan Agreements, a Business Operation Agreement, a Call Option Agreement, an Equity Pledge Agreement and a Power of Attorney. For a description of these agreements, see "Item 7. Related Party Transactions Contractual Arrangements with Trendsters Investment and its Equity Owners."
- (7) Contractual arrangements including two Loan Agreements, a Business Operation Agreement, a Call Option Agreement, an Equity Pledge Agreement and a Power of Attorney. For a description of these agreements, see "Item 7. Related Party Transactions Contractual Arrangements with PW Digital Technology and its Equity Owners."
- (8) Contractual arrangements including an Exclusive Technology Support and Service Agreement, a Development Cooperation Agreement, a Business Operation Agreement, a Call Option Agreement and an Equity Pledge Agreement. For a description of these agreements, see "Item 7. Related Party Transactions Contractual Arrangements with PW Digital Technology and its Equity Owners."
- \* Beijing Shiji Xiangshu Technology Co., Ltd. is 88.03% owned by Mr. Michael Yufeng Chi, the founder and chairman of the board of directors and an owner of our ordinary shares, 6.38% owned by Mr. Tongyan Wang, a Chinese citizen, and 5.59% owned by Mr. Di He, our chief technology officer.
- \*\* Beijing Jiuzhou Tianyuan Investment Management Co., Ltd. is 60% owned by Mr. Huan Su, a Chinese Citizen, 35.72% owned by Mr. Furui Chen, a Chinese citizen, and 4.28% owned by Mr. Di He, our chief technology officer.

**D. Property, Plants and Equipment**

In the first quarter of 2011, we moved our principal executive offices into an office building of approximately 55,000 square meters that we purchased in Beijing when it became available for occupancy. We also have two office premises of approximately 4,500 square meters and approximately 2,700 square meters located in Beijing, which we purchased in November 2007 and January 2008, respectively. In June 2013, we purchased office premises with an area of approximately 14,140 square meters in Chengdu, and the total purchase price is approximately RMB84.8 million. Our major leased properties in China include approximately 11,700 square meters of office space in Beijing, approximate 6,600 square meters of office space in Shanghai and approximate 1,500 square meters of office space in Hefei. Our U.S. subsidiaries' office lease is for an aggregate of approximately 14,200 square meters. Our Japan office lease is approximately 850 square meters. Our Netherlands office lease is approximately 1,160 square meters. Our Korea office lease is approximately 570 square meters. We maintain an efficient hardware and software infrastructure with a large network capacity consisting of self-owned and leased servers.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not Applicable.

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**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

The following discussion of our financial condition and results of operations is based upon and should be read in conjunction with our consolidated financial statements and their related notes included in this annual report on Form 20-F. This report contains forward-looking statements. See "Forward-Looking Information." In evaluating our business, you should carefully consider the information provided under the caption "Item 3. Key Information D. Risk Factors" in this annual report on Form 20-F. We caution you that our businesses and financial performance are subject to substantial risks and uncertainties.

**A. Operating Results**

**Overview**

We are a leading online game developer and operator in China as measured by the popularity of our games in China in 2013, according to a report published by the International Data Corporation. We primarily develop online games based on our proprietary game engines and game development platforms. Our strong technology and creative game design capabilities, combined with our extensive knowledge and experience in the online game market, enable us to frequently and promptly introduce popular games designed to cater to changing customer preferences and market trends.

We currently operate in China a number of our self-developed client-based online games, including ten 3D MMORPGs, namely, Perfect World, Legend of Martial Arts, Perfect World II, Zhu Xian, Chi Bi, Pocketpet Journey West, Forsaken World, Saint Seiya Online, Swordsman Online and Holy King, two 2.5D MMORPGs, Battle of the Immortals and Empire of the Immortals, two 2D turn-based MMORPG, Fantasy Zhu Xian and Return of the Condor Heroes, a 2D real-time MMORPG, Dragon Excalibur, and an online casual game, Hot Dance Party.

In North America, Europe, Japan, Southeast Asia and Korea, we localize and operate some of the above games through our wholly owned subsidiaries. In some of these markets, we also operate certain games developed by our U.S.-based subsidiary Cryptic Studios such as Neverwinter, as well as games licensed from other developers.

In addition to the above client-based online games, we also developed and operate several web games such as Touch, and mobile games, such as Return of the Condor Heroes.

We use a time-based revenue model for our first game, Perfect World, under which we charge players based on the time they spend playing the game. We use an item-based revenue model for our other self-developed online games, under which players can play the games for free, but they are charged for purchases of in-game items, such as performance-enhancing items, clothing, accessories and pets. In 2011, 2012 and 2013, a substantial majority of our online game operation revenues were generated through this item-based revenue model. Although a majority of our revenues are generated in China, as of the date of this annual report, we have exported a number of our games to various countries and regions, and we plan to export these games and our new games to more countries and regions. We generated revenues of RMB3.0 billion, RMB2.8 billion and RMB3.1 billion (US\$504.3 million) in 2011, 2012 and 2013, respectively. We achieved net income of RMB984.0 million, RMB540.7 million and RMB542.4 million (US\$89.6 million) in the years ended December 31, 2011, 2012 and 2013, respectively.

To sharpen our focus on our core online game development and operation business, we sold the film and television business to a related party in August 2011 and the online reading business to an unrelated party in December 2013. As a result, the film and television business and the online reading business are accounted for as discontinued operations and our consolidated statements of income and comprehensive income in this annual report separates the discontinued operations from our remaining business operations for all years presented.

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**Factors Affecting Our Results of Operations**

We are affected by general conditions typically affecting the online game industry in China. For example, we benefited from the overall economic growth in China in the past several years, which resulted in increases in disposable income and discretionary consumer spending. We have also benefited from other general conditions in China, including the increasing use of the internet with the growth of PC and broadband penetration; the growing popularity of online games in comparison with other forms of entertainment; and favorable demographic trends, particularly the growth of the population in the age groups more inclined to play online games. Our results of operations may be adversely affected by economic slowdown in China and other countries and regions where our games are operated and the arrival of additional competitions into the markets of each of our businesses. The government regulation imposed on online game industry may also have significant impact on our results of operations.

Our operating results are more directly affected by company-specific factors including the following:

the number of our online games available in the market;

the popularity of our games and in-game items compared with those of our competitors;

the speed at which we develop and launch new online games and related in-game items in China and other regions where we operate our games directly;

the cost of developing, operating and marketing online games;

the costs to purchase additional servers and equipment in anticipation of new games;

our ability to streamline our costs in response to the global economic crisis; and

the success of our investments and merger and acquisition activities.

Our future growth will depend significantly upon our ability to continually and successfully develop, market and operate additional online games that are attractive to players, to increase monetization of our existing and future games and to expand internationally by licensing our games to various countries and regions and by operating our own games through our overseas subsidiaries. Our acquisitions and expansion in foreign markets may increase our capital expenditure, create downward pressure on our liquidity and depress margins in the short term. However, we believe that our acquisitions and expansion in foreign markets will in the long run increase revenues, diversify our user base and enhance our research and development and operating capability, which in turn will help improve our liquidity, capital resources, results of operation and key performance measures such as average concurrent users and maintain and improve our profit margin as well.

**Revenues**

For the years ended December 31, 2011, 2012 and 2013, we generated revenues of RMB3.0 billion, RMB2.8 billion and RMB3.1 billion (US\$504.3 million), respectively. We expect that our future revenue growth will be primarily driven by our launch of additional games, increasing monetization of our existing games, and expansion of our overseas business. For the years ended December 31, 2011, 2012 and 2013, our online game operation revenues are net of sales discounts and rebates to our distributors, which averaged approximately 10.5%, 10.3% and 9.4%, respectively, of the face value of our prepaid cards sold to our distributors. The following table sets forth the revenues generated from

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our online game operations and licensing, and from other sources, both in absolute amount and as a percentage of total revenues for the periods indicated.

	For the Year Ended December 31,						
	2011		2012		2013		
	RMB	%	RMB	%	RMB	US\$	%
	(in thousands except percentages)						
<b>Revenues:</b>							
Online game operation revenues	2,708,507	90.8	2,499,419	90.2	2,800,321	462,580	91.7
Licensing revenues	246,823	8.3	171,564	6.2	149,318	24,665	4.9
Other revenues	28,107	0.9	99,604	3.6	103,024	17,018	3.4
<b>Total revenues</b>	<b>2,983,437</b>	<b>100.0</b>	<b>2,770,587</b>	<b>100.0</b>	<b>3,052,663</b>	<b>504,263</b>	<b>100.0</b>

### *Online Game Operation Revenues*

In 2011, 2012 and 2013, the majority of our revenues were generated from our online game operations. We launched our first game, Perfect World, in China in January 2006, using the time based revenue model. In 2011, 2012 and 2013, 0.9%, or RMB23.4 million, 1.1%, or RMB27.4 million and 0.9%, or RMB24.1 million (US\$4.0 million), of our online game operation revenues were derived from this game, respectively. With respect to games operated under the time-based revenue model, the revenue growth will depend primarily on the increase in the number of players and their playtime. We expect that our revenues generated from games operated under the time-based revenue model will remain a small portion of our online game operation revenues as we began to use the item-based revenue model in September 2006 and plan to continue to use that model for our new online games in the future.

We launched additional self-developed online games using the item-based model in China: Legend of Martial Arts in September 2006, Perfect World II in November 2006, Zhu Xian in May 2007, Chi Bi in January 2008, Hot Dance Party in March 2008, Pocketpet Journey West in October 2008, Battle of the Immortals in April 2009, Fantasy Zhu Xian in October 2009, Forsaken World in October 2010, Dragon Excalibur in October 2010, Empires of the Immortals in March 2011, Return of the Condor Heroes in September 2012, Saint Seiya Online in May 2013, Swordsman Online in June 2013 and Holy King in September 2013, as well as a number of web games and mobile games. In North America and Europe, through PW USA and PW Europe, we operate a number of our own games including some games developed by our wholly owned U.S. based subsidiary Cryptic Studios, as well as several games that we licensed from other developers. In Japan, through C&C Media, we operate a number of our own games and some games licensed from other developers. In Southeast Asia and Korea, we operate several of our own games through PW Hong Kong and NGL, respectively.

In 2011, 2012 and 2013, a substantial amount of our online game operation revenues were derived from our games using the item-based revenue model. With respect to games using the item-based revenue model, the revenue growth will depend primarily on the increase in the number of players and the monetization level of our games. We expect that revenues derived from our games operated under the item-based revenue model will remain a dominant source of our online game operation revenues in the foreseeable future.

We believe that our proprietary game engines, powerful game development platforms and creative game design will facilitate our successful development of games that cater to changing customer preferences and market trends. Furthermore, our creative utilization of extensive knowledge and





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experience in the online game market and strong and consistent operations will help increase the monetization of our existing and future games. We currently have a number of new games under development. We intend to continue to develop new games to expand our game portfolio and replace our existing games as they reach the end of their useful economic lives. We expect that the percentage of our online game operation revenues derived from particular games to change from period to period over the life span of each individual game.

The following table sets forth, for the periods indicated, certain operating statistics for PC online games under operation in Mainland China.

	March 31, 2013	For the Three Months Ended		
		June 30, 2013	September 30, 2013	December 31, 2013
Quarterly average concurrent users	554,000	742,000	778,000	803,000

Average concurrent users, or ACU, for any of our online games operated in China is the number of users logged on to that game at particular points of time with 5-minute intervals. The daily average concurrent users for that game is determined by averaging the 5-minute interval data over the course of a day. The daily average data are then averaged over the course of a month to derive the monthly average concurrent users of the game. Quarterly average concurrent users for a game is the average of monthly average concurrent users of such game during the relevant quarter. The increase of ACU during the fiscal year 2013 was mainly attributable to the strong performance of our major new games. Although ACU does not always correlate with changes in our domestic online game revenues, we believe that ACU reflects the popularity and health of our games in the long run.

The following table sets forth, for the periods indicated, certain operating statistics for our client-based online games under the item-based revenue model.

	For the Year Ended		
	December 31,		
	2011	2012	2013
Annual active charging accounts (in thousands)(1)	3,605	3,009	3,323
Annual average revenue per active charging accounts (in RMB)(2)	741	817	784

(1) Annual active charging accounts is defined as the aggregate number of accounts for our client-based online games under the item-based revenue model which have received deposit at least once during a calendar year.

(2) Annual average revenue per active charging accounts is calculated by dividing the revenues derived from our client-based online games under the item-based revenue model in a year by the number of annual active charging accounts in that year.

The active charging accounts and the average revenue per active charging account may fluctuate significantly from period to period due to a number of factors, including our promotional activities and unpredictable player deposit and spending patterns.

*Licensing Revenues*

In 2011, 2012 and 2013, we recorded revenues of RMB246.8 million, RMB171.6 million and RMB149.3 million (US\$24.7 million), respectively, for the initial fees and usage-based royalties we earned from licensees of our online games. Licensing revenues represented 8.3%, 6.2% and 4.9% of our total revenues in 2011, 2012 and 2013, respectively. Majority of our licensing revenues were generated from overseas. As of the date of this annual report, we have licensed a number of our games

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to leading game operators overseas. All of these licensed games are operated under the item-based revenue model by the respective operators.

Under our license agreements with licensees, we are generally entitled to receive from the licensees an initial fee and ongoing usage-based royalties. The usage-based royalties are generally determined based on the amount of money charged to players' accounts or service fees payable by players in a given country or region. We plan to further strengthen our global presence by licensing more of our existing games and new games we develop in the future to leading online game operators in various countries and regions overseas.

*Other revenues*

In 2011, 2012 and 2013, we recorded other revenues in the amount of RMB28.1 million, RMB99.6 million and RMB103.0 million (US\$17.0 million), which represented 0.9%, 3.6% and 3.4% of our total revenues, respectively. Other revenues included, among others, revenues generated from Torchlight series, our pay-per-install games developed by our majority owned subsidiary Runic Games.

*Revenue Collections*

**Online game operations.** We collect our online game operation revenues through sales of (i) physical and virtual prepaid cards, which record entitlements to certain numbers of our online points, and (ii) online points, which entitle players to play our games for a specified period of time or to purchase our in-game items. We generally sell physical prepaid cards through an offline network of third-party distributors, which in turn distribute our cards to retailers, including internet cafés, newsstands and convenience stores. Our virtual prepaid cards and online points are sold via third-party online distributors and telecommunication operators who bundle the collection of fees for our games with the fees for their services to users. Through our electronic distribution system, we electronically sell virtual prepaid cards or online points to distributors and our distributors electronically sell the online points in their accounts to the accounts of their sub-distributors, retailers or players. We also sell online points directly to players via online payment platform service providers.

In most cases, we receive cash payments from distributors upon or before delivering our prepaid cards or online points to them. In other cases, the online payment platform service providers or other third parties generally pay us within several days after they collect the payments or after our monthly or weekly settlement with them.

We offer a discount to the face value of our game cards to our customers. We also offer certain volume rebate as a percentage of the face value of our game cards to our major distributors in China if they have achieved a pre-set sales target. The rebate is provided to these major distributors in the form of free game cards. To date, all of these major distributors have been able to achieve the pre-set sales target. Therefore, we estimate that the average total discount rate we have offered to all of our distributors in China was approximately 10.5%, 10.3% and 9.4% for the years ended December 31, 2011, 2012 and 2013, respectively, of the face value of our game cards.

**Licensing.** Under our license agreements with licensees, we are generally entitled to receive, from the licensees, an initial fee and ongoing usage-based royalties. The ongoing usage-based royalties are generally determined based on the amount of money charged to players' accounts or service fees payable by players in a given country or region. We generally receive ongoing usage-based royalties on a monthly basis. We generally receive our initial fees in installments, usually within several days after the signing of the license agreements or the commencement of the closed beta testing, the open beta testing and/or the commercial launch of our games, respectively. In some cases, in consideration of the initial fees, we are required to provide a combination of licenses to use the software, training and post contract services, such as provision of when-and-if-available or periodic upgrades to the games, during the license period. In other cases, we are required to provide free post-contract customer support, or

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PCS, in the first year of the licensing period to the licensees who have the option to acquire the PCS at certain percentage of the initial fees after the first year of the licensing period.

*Revenue Recognition*

**Online game operations.** To use the online points on a prepaid card, a player must activate the card by using an access code and password to transfer the online points on the card to such player's personal game account. Players can directly charge the online points they purchased into their accounts. Under both the time-based and the item-based revenue models, the net proceeds we receive from sales of online points to players are recorded as deferred revenues, while the net proceeds we receive from sales of online points to distributors and sales of prepaid cards are initially recorded as advances from customers. As we do not have the control and generally do not know the ultimate selling price of the prepaid cards or online points sold by third-party distributors, we record the net proceeds collected from distributors as advances from customers. Upon activation of the game cards or charge of the online points, these advances from customers are immediately transferred to deferred revenues. As of December 31, 2012 and 2013, our advances from customers amounted to RMB133.9 million and RMB102.5 million (US\$16.9 million), respectively, and our deferred revenues related to online game operations amounted to RMB411.0 million and RMB774.6 million (US\$128.0 million), respectively.

The timing of recognizing deferred revenues as revenues depends on whether the game is using the time-based revenue model or the item-based revenue model. For our game that uses the time-based revenue model, we recognize revenues when the activated prepaid cards or the charged online points representing the playing time are actually used by the players to play our games. For our games that use the item-based revenue model, we recognize revenues over the expected lives of the purchased in-game items or as these items are consumed.

**Licensing.** We enter into licensing arrangements with licensees to operate our games in other countries and regions. These licensing agreements provide for two revenue streams: the initial fees and the usage-based royalty fees.

In certain licensing arrangements, we provide PCS for the first year, which include free upgrades, maintenance support and training. The licensee has the option to purchase PCS in subsequent years at a specified renewal rate. In these arrangements, we allocate the initial fee into two parts. The first part represents the license of the game and is recognized as revenue upon commercial launch. The second part represents PCS and is recognized ratably over the one-year PCS period.

In other licensing arrangements, we provide PCS over the full licensing period without additional charge. In those cases, the total amount of the initial fee is recognized ratably over the full contractual licensing period.

According to the license agreements, we are also entitled to ongoing usage-based royalties determined based on the amount of money charged to the players' accounts or services payable by players in a given country or region. The usage-based royalties are recognized when they are earned, provided that the collection is probable.

For more details of our revenue recognition policies for our revenues from online game operations and licensing, see " Critical Accounting Policies Revenue Recognition."

*Cost of Revenues*

Our cost of revenues consists primarily of server and bandwidth leasing fees, salary and benefits expenses related to the operation of our online games, depreciation and amortization expenses, revenue-sharing cost or royalties paid to third parties, value added tax ("VAT") and business tax and other direct costs of providing online game services. Other direct costs of providing online game services primarily comprise rental cost for the premises used in relation to the operation of our online

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games and manufacturing costs of physical game cards. We expect that our online game related cost will increase as our revenues increase.

Server and bandwidth leasing fees were equal to 2.4%, 2.8% and 3.5% of our revenues in 2011, 2012 and 2013, respectively. We rent communication bandwidth to connect our game operating networks to the internet and interchange data traffic to and from our networks and our users. Our bandwidth needs are considerable given the large number of concurrent users of our games and because our games are highly interactive between online users, requiring considerable amounts of data to be exchanged at high frequencies. We expect our payments for bandwidth leasing fees will increase in the future as we launch new games, broaden our geographic reach, add features to advance our network security and data traffic management systems and address additional growth in our player base. We purchase majority of the servers for the operation. To ensure that we have sufficient network capacity to meet the needs of our players at all times, we generally increase our server capacity in line with the rate of increase in our peak concurrent users.

Salary and benefits expenses were equal to 4.4%, 5.2% and 5.1% of our revenues in 2011, 2012 and 2013, respectively. Salary and benefits expenses included in our cost of revenues primarily relate to employees involved in the operation of our online games, including network operation and customer service. Salary and benefits expenses primarily include employee wages and social welfare benefits, such as medical insurance, housing subsidies, unemployment insurance and pension benefits.

The amount of net VAT and business tax with related surcharge included in cost of revenues for the years ended December 31, 2011, 2012 and 2013 was RMB126.7 million, RMB117.6 million and RMB157.8 million (US\$26.1 million), respectively, equal to 4.2%, 4.2% and 5.1% of our revenues in 2011, 2012 and 2013, respectively. Our subsidiaries and variable interest entities incorporated in China were subject to a 5% business tax on revenues generated from our online game businesses in the PRC. Starting from September 1, 2012, our subsidiaries and variable interest entities incorporated in China are subject to VAT at an effective rate of 6% for revenues derived from overseas licensing. In addition, according to the applicable tax rules and regulations, being a technology development business and technology export enterprise, an entity may enjoy VAT exemption for revenues generated from software development and relevant technology consulting services, and overseas licensing, respectively. Our sales proceeds from online game operation in Japan and the Netherlands are subject to consumption tax at a rate of 5% and VAT at a rate of 21%, respectively.

The amount of depreciation and amortization expenses included in cost of revenues for the years ended December 31, 2011, 2012 and 2013 was RMB84.3 million, RMB88.7 million and RMB108.8 million (US\$18.0 million), respectively, equal to 2.8%, 3.2% and 3.6% of our revenues in 2011, 2012 and 2013, respectively. Depreciation and amortization expenses comprise primarily of depreciation and amortization expenses of servers, computer equipment and copyrights that are directly related to our business operation. We expect our depreciation and amortization expense to increase as we purchase additional servers, computer equipment and office premises to meet the needs of our business expansion.

The amount of revenue-sharing cost or royalties paid to third parties for the years ended December 31, 2011, 2012 and 2013 was RMB17.2 million, RMB41.0 million and RMB103.8 million (US\$17.2 million), respectively, equal to 0.6%, 1.5% and 3.4% of our revenues in 2011, 2012 and 2013, respectively. Revenue-sharing cost consists primarily of license fees and royalty fees paid to third parties related to our client-based online games, as well as revenue sharing with mobile game distribution platforms.

***Operating Expenses***

Our operating expenses consist of research and development expenses, sales and marketing expenses, and general and administrative expenses, each of which include share-based compensation.

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We expect that our operating expenses will increase in the future as we further expand our game portfolio, enhance our research and development and sales and marketing activities.

*Research and Development Expenses*

Research and development expenses were equal to 22.3%, 28.8% and 29.0% of our revenues in 2011, 2012 and 2013, respectively. From April of 2010, due to the extended game development cycle and the incurrence of material online game development costs, we started to capitalize the qualified online game development costs as intangible assets. For the years ended December 31, 2011, 2012 and 2013, the amount of online game development costs capitalized as intangible assets was approximately RMB12.5 million, RMB5.9 million and RMB47.9 million (US\$7.9 million), respectively, the increase in 2013 is primarily due to the increasing online game development activities and expenditure associated with new games during 2013 that met the conditions of capitalization in accordance with our accounting policy, see " Critical Accounting Policies Software Development Costs." Our research and development expenses consist primarily of salary and benefits expenses of personnel engaged in the research and development of our game engines, game development platforms and online games, share-based compensation expenses, and rental cost for the premises used in our development of online game products. We expect that our research and development expenses will increase in the near future as we plan to increase research and development expenditures to develop more MMORPGs and other online games, and upgrade our proprietary game engines and game development platforms.

*Sales and Marketing Expenses*

Sales and marketing expenses were equal to 16.5%, 18.8% and 23.9% of our revenues in 2011, 2012 and 2013, respectively. Our sales and marketing expenses consist primarily of expenses for advertisement and promotion, and salary and benefits of our sales and marketing personnel. Our advertisement and promotion expenses include advertising payments to various online game sites and game magazines and other advertising service providers as well as expenses for sponsoring media events. We plan to intensify our marketing and promotional efforts and thus increase our sales and marketing expenses when we launch new games in the future.

*General and Administrative Expenses*

General and administrative expenses were equal to 9.8%, 11.1% and 10.2% of our revenues in 2011, 2012 and 2013, respectively. Our general and administrative expenses consist primarily of salary and benefits and share-based compensation expenses for general management, finance and administrative personnel and professional service fees for services rendered in connection with our acquisition, audit and tax consultation. We expect that our general and administrative expenses will increase due to, among other things, our overall operational expansion.

*Goodwill impairment*

Goodwill impairment was RMB40.8 million and RMB77.3 million (US\$12.8 million) for the years ended December 31, 2012 and 2013, respectively, which primarily comprised impairment associated with our Japanese subsidiary. We did not incur any goodwill impairment for the year ended December 31, 2011. For goodwill impairment, see " Critical Accounting Policies Goodwill."

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*Share-based Compensation Expenses*

We have adopted share incentive plans to motivate, attract and retain employees, directors and consultants, and promote the success of our business. See "Item 6. Directors, Senior Management and Employees Compensation of Directors and Executive Officers Share Incentive Plan." As of December 31, 2013, there were outstanding options to purchase a total of 28,396,815 Class B ordinary shares. The amounts of these share-based compensation charges were RMB104.7 million, RMB71.1 million and RMB75.9 million (US\$12.5 million) for the years ended December 31, 2011, 2012 and 2013, respectively. As of December 31, 2013, the unamortized compensation expenses in connection with our outstanding options were RMB101.8 million (US\$16.8 million). In addition to options, in 2013 our board of directors approved a grant of restricted shares representing 30% equity interest of a wholly controlled entity of the Company to the management of the entity as an equity incentive. As of December 31, 2013, the restricted shares were fully vested and the compensation cost amounting to RMB21.5 million (US\$3.5 million), which was measured at the grant date based on 30% of the fair value of the entity was recorded as expense accordingly. The fair market value of the entity was estimated by using a combination of the income approach and market approach.

**Taxation**

***Cayman Islands***

Under the current laws of the Cayman Islands, we are not subject to tax on income or capital gain in the Cayman Islands. In addition, payments of dividends by us to our shareholders are not subject to withholding tax in the Cayman Islands.

***British Virgin Islands***

Under the current laws of the British Virgin Islands, we are not subject to tax on income or capital gain in the British Virgin Islands. In addition, dividend payments by our subsidiaries in the British Virgin Islands are not subject to withholding tax in the British Virgin Islands.

***United States***

PW USA, Runic Games, Cryptic Studios and Unknown Worlds are generally subject to corporate income tax rates ranging from 15% to 35% at the federal level and, in some instances, are also subject to tax at the state level. State tax rates vary by jurisdiction.

***Hong Kong***

Under the current Hong Kong Inland Revenue Ordinance, our subsidiaries established in Hong Kong are subject to 16.5% income tax on their taxable income generated from operations in Hong Kong. In addition, payments of dividends from PW Hong Kong to us are not subject to any Hong Kong withholding tax.

***Malaysia***

Perfect Star Co., Ltd., or PW Malaysia engages in offshore licensing activity. It is subject to a fixed amount corporate income tax of MRT20,000 a year. Perfect Play SDN. BHD., or Perfect Play engages in onshore business activities, and is subject to a 25% corporate income tax rate.

***Taiwan***

Our subsidiary established in Taiwan is subject to a 17% corporate income tax rate (taxable income up to TWD120,000 is exempt).

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*Netherlands*

The fiscal unity Perfect World Universal Coöperatieve U.A. or PW Universal in Netherlands engages in intra-group licensing and local sales and marketing. The standard corporate income tax rate is 25%. A lower rate of 20% applies to the first EUR200,000 of taxable income.

*Japan*

The corporate income tax rate applicable to C&C Media and CCO Co., Ltd is 40.7% before April 1, 2012 and 38.0% from April 1, 2012 to December 31, 2013.

*Korea*

NGL is generally subject to corporate income tax rates ranging from 11.0% to 24.2%.

*Thailand*

PW Thailand is subject to a corporate income tax rate of 20%.

*PRC*

*PRC Corporate Income Tax*

On March 16, 2007, the National People's Congress of PRC enacted a corporate income tax law, under which Foreign Investment Enterprises ("FIEs") and domestic companies would be subject to corporate income tax at a uniform rate of 25%. There will be a five-year transition period for FIEs, during which FIEs are allowed to continue to enjoy their existing preferential tax treatments. Preferential tax treatments will continue to be granted to entities which conduct businesses in certain encouraged sectors and to entities otherwise classified as "software enterprises" and/or "high and new technology enterprises," whether FIEs or domestic companies. The corporate income tax law became effective on January 1, 2008.

Under the corporate income tax law, enterprises that were established before March 16, 2007 and already enjoyed preferential tax treatments will continue to enjoy them (i) in the case of preferential tax rates, for a period of five years from January 1, 2008 to December 31, 2012, or (ii) in the case of preferential tax exemption or reduction for a specified term, until the expiration of such term.

PW Network has been qualified as a "high and new technology enterprise" under the corporate income tax law from 2008 to 2013 and maintained its "software enterprise" status from 2008 to 2013. PW Network elected to enjoy the preferential tax treatment as the "software enterprise." Therefore, PW Network was entitled to the tax exemption in 2008 and a 50% income tax reduction to a rate of 12.5% from 2009 to 2011. PW Network enjoyed a preferential tax rate of 15% in 2012 and 2013 as a "high and new technology enterprise."

PW Software has been qualified as a "high and new technology enterprise" from 2008 to 2013. Therefore, PW Software was entitled to the tax exemption in 2008 and 2009 and a 50% reduction of its applicable corporate income tax rate of 15% from 2010 to 2012. PW Software enjoyed a preferential tax rate of 15% in 2013 as a "high and new technology enterprise."

Shanghai PW Network has been qualified as having "software enterprise" status from 2009 to 2013. Shanghai PW Network was entitled to the tax exemption in 2009 and 2010 and was subject to a 50% income tax reduction to a rate of 12.5% from 2011 to 2013.

Beijing Perfect World Digital Entertainment Software Co., Ltd., or PW Digital Software and Beijing Perfect World Digital Entertainment Co., Ltd., or PW Digital, have been qualified as having "software enterprise" status from 2010 to 2013. PW Digital Software and PW Digital were entitled to the tax exemption in 2010 and 2011 and were subject to a 50% income tax reduction to a rate of 12.5%

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in 2012 and 2013. PW Digital Software and PW Digital will continue to enjoy the same tax reduction in 2014, provided that they each continue to be qualified as a "software enterprise" during such period.

PW Game Software has been qualified as having "software enterprise" status from 2010 to 2013. PW Game Software achieved cumulative taxable income for the year ended December 31, 2013. PW Game Software was entitled to the tax exemption in 2013. PW Game Software will continue to enjoy the same tax exemption in 2014 and will be subject to a 50% income tax reduction to a rate of 12.5% from 2015 to 2017, provided that it continues to be qualified as a "software enterprise" during such period.

Except for PW Network, PW Software, Shanghai PW Network, PW Digital Software, PW Digital and PW Game Software, our other major China-based subsidiaries and variable interest entities are subject to a 25% corporate income tax rate.

Furthermore, under the corporate income tax law, a "PRC resident enterprise," which includes an enterprise established outside of China with its "de facto management body" located in China, is subject to PRC corporate income tax. If the PRC tax authorities subsequently determine that Perfect World Co., Ltd. and our subsidiaries established outside of China should be deemed as resident enterprises, our global income, including overseas licensing fees directly payable to Perfect World, will be subject to PRC corporate income tax at a rate of 25%. See "Item 3. Key Information D. Risk Factors Risks Related to Our Business Our global income may be subject to PRC tax under the corporate income tax law, which would have a material adverse effect on our results of operations."

*PRC Business Tax and VAT*

We have adopted the gross presentation for VAT and business tax, and therefore VAT and business tax are included in revenues and cost of revenues.

*Transition from PRC Business Tax to PRC Value Added Tax*

A pilot program for transition from business tax to VAT for revenues from certain industries was launched in Shanghai on January 1, 2012. On August 1, 2013, all regions in China have launched the pilot program.

*VAT*

Prior to the pilot program, our subsidiaries and variable interest entities incorporated in China were subject to business tax. After the launch, our subsidiaries and variable interest entities incorporated in China are subject to VAT at an effective rate of 6% for revenues derived from overseas licensing, software development and relevant technology consulting services. In addition, according to the applicable tax rules and regulations, being a technology development business and technology export enterprise, an entity may enjoy VAT exemption for revenues generated from software development and relevant technology consulting services, and overseas licensing, respectively.

Our sales proceeds from online game operation in Japan and the Netherlands are subject to consumption tax at a rate of 5% and VAT at a rate of 21%, respectively.

*Business tax*

Revenues generated from online game operations are not affected by the pilot program. Our variable interest entities incorporated in China are subject to business tax ranging from 3% to 5% depending on local tax policies plus related surcharges on revenues from online game operations. Business tax and the related surcharges are recognized when the revenue is earned.



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*Withholding Tax on Undistributed Dividends*

Under the PRC corporate income tax law which went into effect on January 1, 2008, dividends attributable to earnings generated after January 1, 2008 and payable by a foreign-invested enterprise in China to its foreign investors are subject to a 10% withholding tax unless any such foreign investor's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. According to the Mainland and Hong Kong Taxation Arrangement, dividends paid by a foreign-invested enterprise in China to its direct holding company in Hong Kong will be subject to withholding tax at a rate of no more than 5% (if the foreign investor owns directly at least 25% of the shares of the foreign-invested enterprise). As PW Hong Kong, which holds 100% equity interest of PW Software, Shanghai PW Software and PW Game Software, is a Hong Kong tax resident, dividends declared by our aforesaid PRC subsidiaries to PW Hong Kong should be subject to the withholding tax at a rate of 5%.

For the potential distribution of dividends to our shareholders, we accrue and record the withholding income tax for all standalone undistributed earnings of our PRC subsidiaries. For the years ended December 31, 2011, 2012 and 2013, withholding taxes of RMB76.4 million, RMB19.6 million and RMB26.5 million (US\$4.4 million) were accrued and recorded as deferred tax liabilities, respectively. For our variable interest entities, we will continue to indefinitely reinvest the remaining undistributed earnings to fulfill working capital needs and non-cancellable contractual commitments, to fund capital expenditures to expand our business in China. The unrecognized deferred tax liabilities related to the withholding tax on undistributed earnings of our variable interest entities at a rate of 5% as of December 31, 2012 and 2013 were approximately RMB60.5 million and RMB69.8 million (US\$11.5 million), respectively.

*Withholding Tax on License Fees and Royalties in Various Countries*

Our subsidiaries and variable interest entities which license our game to certain overseas licensees are subject to withholding taxes on the license fees and usage-based royalties received from our licensees in various jurisdictions outside of China. Our overseas licensees pay the withholding taxes to the local tax authorities on our behalf. We recognize such foreign withholding taxes as income tax expense when related revenue of initial fees and ongoing usage-based royalties are recognized. We recognized RMB20.3 million, RMB9.9 million and RMB8.2 million (US\$1.4 million) as income tax expense related to withholding taxes for the years ended December 31, 2011, 2012 and 2013, respectively.

***Inflation***

Inflation in China has not materially impacted our results of operations. According to the National Bureau of Statistics of China, the year-over-year percent changes in the consumer price index for December 2011, 2012 and 2013 were increases of 4.1%, 2.5% and 2.5%, respectively. Although we have not been materially affected by inflation, we may be affected if China experiences higher rates of inflation in the future.

**Critical Accounting Policies**

We prepare financial statements in accordance with U.S. GAAP, which requires us to make judgments, estimates and assumptions that affect (i) the reported amounts of our assets and liabilities, (ii) the disclosure of our contingent assets and liabilities at the end of each fiscal period and (iii) the reported amounts of revenues and expenses during each fiscal period. We continually evaluate these estimates based on our own historical experience, knowledge and assessment of current business and other conditions, and our expectations regarding the future based on available information and reasonable assumptions, which together form our basis for making judgments about matters that are not readily apparent from other sources. Since the use of estimates is an integral component of the

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financial reporting process, our actual results could differ from those estimates. Some of our accounting policies require a higher degree of judgment than others in their application.

When reviewing our financial statements, you should consider (i) our selection of critical accounting policies, (ii) the judgment and other uncertainties affecting the application of such policies and (iii) the sensitivity of reported results to changes in conditions and assumptions. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

**Revenue Recognition**

***Online game operation revenues.***

***MMORPGs***

Most of our revenues are earned through providing online game operation services to players. We have been providing online game services for our client-based MMORPGs to our players pursuant to a time-based revenue model and an item-based revenue model. Under the time-based revenue model, we charge players based on the time they spend playing our games. Under the item-based revenue model, the basic game play functions are free of charge, and we charge users for purchases of in-game items.

Revenue recognition policies adopted for time-based and item-based revenue models are as follows:

**Time-based revenue model.** We recognize revenues when the online points representing the playing time are actually used by the players to play our games.

**Item-based revenue model.** Under this model, the players can access our games free of charge, but may utilize their activated prepaid cards or online points credited to their accounts to purchase in-game items. We categorize our in-game items as either consumable items or permanent ownership items. Management determines whether a virtual item is permanent or consumable by such item's real functions and features in the game, which does not require any estimate or assumption.

Consumable items, such as facial expressions and fireworks, represent in-game items that can be consumed by a specific player action or expire over a pre-determined expiration time. We keep track of the consumption or expiration of all the consumable items in the game. The common characteristics of the consumable items include (a) items will be no longer displayed on the player's game account after a specified period of time ranging from several days to several months or after a player consumes the items through performing in-game actions, and (b) once the items are consumed or expired, we do not have further obligations in connection with such items. Revenues in relation to consumable items are recognized over the period that they are expiring or after they are consumed, as our obligations in connection with such items have been fully rendered to our players after their consumption or expiration.

Permanent ownership items, such as mine stones, materials, clothing and riding mounts, represent in-game items that are accessible to the players who purchased the items, or "paying players," as long as such players play the game. We will provide continuous online game services in connection with these permanent ownership items until they are no longer used by our players. Since we cannot determine the actual lives of these permanent ownership items without considering the player's future activities in that game, revenues in relation to the permanent ownership items are recognized over their estimated lives. We consider player behavior patterns in estimating the lives of permanent ownership items, including period that the paying players typically play our games, which are affected by various factors such as acceptance and popularity of expansion packs, promotional events launched and market conditions. We believe that the estimated player life of all paying players, or "estimated player life," which is the average period between the first date the paying players charge their activated prepaid cards or online points to their accounts and the last date these paying players would play the game,

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represents our best estimate for the lives of the in-game permanent ownership items purchased by the paying players.

A paying player's estimated player life represents the player's existing life in the game plus the player's estimated future life. The existing life is the period from the first date the player charged the activated prepaid cards or online points to his/her account in the game to the date of the player's last log-off from the game. We use actual data for all paying players in the game since the game's launch to determine the paying players' existing life.

The key assumptions and estimates used to determine the estimated player life is to estimate the game's paying players' future playing life which is based on the probability of the game's paying players returning to the game after a given period of inactivity. We use a statistical model to estimate such probability for each of our games based on historical log-on patterns of all of its paying players over years of game operations starting from the launch of the games. Below are the major steps employed by us to estimate the game's paying players' future life:

1. Collect paying player's log-on data. We keep records of each paying player's daily log on activities in the games. All paying players' log-on data for a game is used as data samples for the statistical model to estimate the probability;
2. Calculate paying players' log on probabilities. We perform statistical analysis on the collected paying players' historical log on data to calculate probabilities of the players returning to the game after logging off from the game for a specified period; and
3. Estimate each of the paying players' future life. The probability rates are applied to each paying players' historical log on pattern to estimate future playing life of the player since the date of the player's last log-off from the game, i.e. "future life."

The "estimated player life" of a game is the average of all paying player's estimated player life.

For PRC self-developed games with more than 3-year operating history, we determine the estimated player life separately for each of our individual games. For the games developed by our overseas subsidiaries, given the fact that the games are considerably different from those developed by our PRC team in game design and concept, playing manner, game environment setting, monetization strategy and target customer groups, we start to estimate the game's own estimated player life after the game's operating history reaches 18 months. For games without sufficient operating history, we consider estimated player life for our other games with similar characteristics, as well as other factors such as acceptance and popularity of the games and the future operating strategies for the games to determine the estimated player life of the games. Those factors are subjective and require judgment.

In addition, we have adopted the policy of performing the reassessment of the estimated player life of each game twice a year in various quarters on a rotating basis for the games with the operating history less than five years and once a year for the games with the operating history more than five years. We will keep revising such estimates in the future as the games' operation periods become longer and we continue to gain more operating history and data. Any adjustments arising from changes in the estimates of lives of in-game items would be applied prospectively on the basis that such changes are caused by new information indicating a change in the player behaviors pattern. Any changes in our estimate of lives of the in-game items may result in our revenues being recognized on a different basis than in prior periods and may cause our operating results to fluctuate.

For the years ended December 31, 2011, 2012 and 2013, the estimated player life of our different games that generated more than 90% of our revenues ranged from 265 days to 410 days, 155 days to 491 days and 107 days to 561 days, respectively. The increase in the upper end of the estimated player life is primarily due to the longer estimated player life in foreign countries based on the analysis of the overseas player behavior patterns as a result of our continuous expansion in overseas online game markets. The operating history and data collected for certain games have exceeded 3 years and we

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adopted the estimated player life for each of these individual games in 2013, which resulted in the decrease in the lower end of the estimated player life.

Under both the time-based and the item-based revenue models, proceeds received from sales of online points to players are recorded as deferred revenues, while proceeds received from sales of online points to distributors and sales of prepaid cards are initially recorded as advances from customers. As we do not have control over and generally do not know the ultimate selling price of the prepaid cards or online points sold by the distributors, net proceeds received from distributors after deduction of sales discounts are recorded as advances from customers. Upon activation of the game cards or charge of the online points, these advances from customers are immediately transferred to deferred revenues. We provide sales incentives in the form of rebates to major distributors that meet or exceed the sales target. Accrued rebates, which are settled in the form of additional free prepaid cards, will result in higher average discount rate on in-game points, and will partially delay the revenue recognition until the consumption of free prepaid cards. According to our published expiration policy, prepaid cards will expire on the expiration date printed thereon. The proceeds from the expired prepaid cards that have never been activated are recognized as other income upon expiration of the cards. For the years ended December 31, 2011, 2012 and 2013, we recognized RMB10.6 million, RMB4.4 million and RMB1.6 million (US\$0.3 million) as other income from expired cards, respectively.

In the case of prepaid online points obtained by players through prepaid cards or other channels, once these points are charged to a player's personal online game account, they will not expire as long as the personal game account remains active, i.e. being accessed or charged by the player. The unused online points in an inactive personal game account are recognized as revenues when the likelihood that we would provide further online game service with respect to such online points is remote. We recognized revenue related to the inactive accounts based on the estimated churn rate of the inactive players and the unused game points and items in these accounts. We believe we have sufficient operating history to reliably estimate the inactive players' churn rate. We have adopted the policy of performing the reassessment of the estimated churn rate annually and considered its estimates to be reasonable. For the years ended December 31, 2011, 2012 and 2013, we recognized RMB103.9 million, RMB98.4 million and RMB98.4 million (US\$16.3 million), respectively, as revenue from the unused game points and items in the accounts inactive for greater than 360 consecutive days.

For the years ended December 31, 2011, 2012 and 2013, the amount of revenues attributable to consumable virtual goods were RMB2,064.6 million, RMB1,799.7 million and RMB1,845.6 million (US\$304.9 million), respectively, and the amount of revenues attributable to permanent virtual goods were RMB469.2 million, RMB424.7 million and RMB661.9 million (US\$109.3 million), respectively.

*Mobile games*

We primarily operate self-developed mobile games under an item-based revenue model, and generate mobile game revenues from the sale of virtual currency that can be redeemed in the game for virtual items.

We record revenue generated from self-developed mobile games on a gross basis as the Company is acting as the principal and the primary obligor to end-users for the games distributed through digital storefronts. The principal agent consideration is based on an assessment of various factors, including but not limited to whether we (i) are the primary obligor in the arrangement; (ii) have latitude in establishing the selling price; (iii) change the product or perform part of the service and (iv) have involvement in the determination of product and service specifications.

We recognize revenue, when persuasive evidence of an arrangement exists, the service has been provided to the end-users, the price paid by the user is fixed or determinable, and collectability is reasonably assured. Consistent with our revenue recognition policies for MMORPGs, under the item-based revenue model, for the purposes of determining when the service has been provided to the end-users, we have determined that an implied obligation exists to the paying user to continue

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displaying the purchased virtual items within the game over the virtual items' estimated useful lives. However, currently, due to the system limitation on data collection of mobile games, we do not have the ability to differentiate the redemption respectively on consumable or permanent items and track the consumption of each consumable item. Therefore, we recognizes revenue from the sale of virtual currency and other virtual items ratably over the estimated average playing period of paying users, or "estimated player pay life," which is the average period between the first date the paying players charge online points to their accounts and the last date these paying players would play the game. The estimated player pay life was determined to be three months, which is calculated by analyzing the historical mobile game operating data and is assessed periodically.

We believe our estimates to be reasonable in view of actual mobile game operating data available, characteristics of mobile games in design and operations, as well as common practices in industry. However, given the relatively short operation history of our mobile games, the estimate of player pay life may not accurately depict such period. We will keep revising such estimates in the future as the games' operation periods become longer and we continue to gain more operating history and data. Any adjustments arising from changes in the estimates of player pay life would be applied prospectively on the basis that such changes are caused by new information indicating a change in the player behaviors pattern. Any changes in our estimate of player pay life may result in our revenues being recognized on a different basis than in prior periods and may cause our operating results to fluctuate.

*VAT*

We have adopted the gross presentation for VAT and business tax, therefore VAT and business tax are included in revenues and cost of revenues. The amount of net VAT and business tax with related surcharge included in our cost of revenues for the years ended December 31, 2011, 2012 and 2013 were RMB126.7 million, RMB117.6 million and RMB157.8 million (US\$26.1 million), respectively.

*Licensing revenues.*

We enter into licensing arrangements with licensees to operate our games in other countries and regions. These licensing agreements provide for two revenue streams: the initial fees and the usage-based royalty fees.

In certain licensing arrangements, we provide free upgrades, maintenance support and training (i.e. PCS) for the first year, and the licensee has the option to purchase PCS in subsequent years at a specified renewal rate. In these arrangements, we allocate the initial fee into two parts. The first part represents the license of the game and is recognized as revenue upon commercial launch. The second part represents PCS and is recognized ratably over the one-year PCS period.

In other licensing arrangements, we provide PCS over the full licensing period for no additional charge. In those cases, the total amount of the initial fee is recognized ratably over the full contractual licensing period.

According to the license agreements, we are also entitled to ongoing usage-based royalties determined based on the amount of money charged to the players' accounts or services payable by players in a given country or region. The usage-based royalties are recognized when they are earned, provided that the collection is probable.

*Consolidation of Variable Interest Entities*

PRC laws and regulations currently prohibit or restrict foreign invested companies from holding certain licenses required to operate online games and online reading services, including internet content provision, internet culture operation and internet publishing licenses, or engaging in the investment in certain technology, media and telecommunications sectors. In light of these restrictions, we rely on our variable interest entities to hold and maintain the licenses necessary to operate the online games or

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investment in certain technology, media and telecommunications companies in China. We have entered into a series of contractual arrangements with PW Network and its equity owners, PW Literature and its equity owners, Perfect Moment and its equity owners, Trendsters Investment and its equity owners and PW Digital Technology and its equity owners, respectively. As a result of these contractual arrangements, we have the ability to effectively control PW Network, PW Literature, Perfect Moment, Trendsters Investment and PW Digital Technology, and we are considered the primary beneficiary of these entities, and accordingly these entities are variable interest entities of our company under U.S. GAAP and we consolidate the results in our consolidated financial statements. In December 2013, we entered into a definitive agreement to sell PW Literature to an unrelated party. Upon the closing of this transaction in December 2013, PW Literature ceased to be our variable interest entity. We have consulted our PRC legal counsel in assessing our ability to control PW Network, PW Literature, Perfect Moment, Trendsters Investment and PW Digital Technology through these contractual arrangements. Any changes in PRC laws and regulations that affect our ability to control these entities might preclude us from consolidating these entities in the future.

On February 2, 2012, a Chinese company unrelated to our company sought a court order of attachment against the assets of Jiuzhou Tianyuan, which was later withdrawn in July 2012 according to a court record.

On March 20, 2012, Jiuzhou Tianyuan filed a case against PW Network seeking access to financial and other information of PW Network as an equity holder of PW Network, notwithstanding that it has entered into an equity pledge agreement to pledge all its equity interests in PW Network to PW Software. Jiuzhou Tianyuan withdrew its case in June 2012 and the registration of the equity pledge of Jiuzhou Tianyuan with the relevant administration for industry and commerce was completed in July 2012.

***Software Development Costs***

Costs incurred for the development of online game products prior to the 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 product development costs are capitalized until the product is available for general release to customers. Commencing the game is available for marketing use, the capitalized product development costs are amortized as online game related costs over the estimated life of the game.

The evaluation of technological feasibility establishment requires significant judgment and is carried out on a product-by-product basis. Typically the establishment of technological feasibility is featured by the completion of both technical design and game design documentation, and only occurs when the online games have a proven ability to be operated in the online game environment in the market. Online game products development costs consist primarily of salaries and benefits paid, depreciation and other expenses in relation to the development, maintenance, monitoring and management of our online game products.

For the years ended December 31, 2011, 2012 and 2013, the amount of online game development costs capitalized as intangible assets was approximately RMB12.5 million, RMB5.9 million and RMB47.9 million (US\$7.9 million), respectively.

***Long-Lived Assets Property, Equipment and Intangible 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, generally 33 to 45 years for buildings, 20 years for office improvements and between four and six years for all other property and equipment. Amortization of intangible assets is computed using a straight-line method over the estimated useful lives of the assets, which are generally one to twenty years. Judgment is required to determine the

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estimated useful lives of assets, especially for servers, including determining how long existing equipment can function and when new technologies will be introduced at cost-effective price points to replace existing equipment. Changes in these estimates and assumptions could materially impact our financial position and results of operations.

Intangible assets arising from the asset acquisitions and business combinations are recognized and measured at fair value upon acquisition. Intangible assets from such transactions are amortized using the straight-line method over the assets estimated economic useful lives. Qualified online game development costs, capitalized as intangible assets, are amortized over the estimated life of the corresponding online games.

Long-lived assets including intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, or that the useful life is shorter than we had originally estimated. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of any impairment charge for long-lived assets including certain identifiable intangible assets that we expect to hold and use is based on the amount the carrying value exceeds the fair value of the asset. Indefinite-lived intangible assets are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment test consists of a comparison of the fair value of the intangible asset to its carrying amount. If the carrying amount exceeds the fair value, an impairment charge is recognized equal in amount to that excess.

The impairment charges of intangible assets recorded in cost of revenue for the years ended December 31, 2011, 2012 and 2013 amounted to nil, RMB11.2 million and nil, respectively. The impairment charges of intangible assets recorded in general administration expenses for the years ended December 31, 2011, 2012 and 2013 amounted to nil, RMB1.6 million and RMB5.0 million (US\$0.8 million), respectively. The impairment charge of long-lived assets recorded in cost of revenue for the years ended December 31, 2011, 2012 and 2013 amounted to nil, RMB8.1 million and RMB18.9 million (US\$3.1 million), respectively.

***Goodwill***

Goodwill represents the excess of the purchase price over the fair value of the identifiable assets and liabilities acquired in a business combination.

Goodwill is not depreciated or amortized but is tested for impairment at reporting unit level on an annual basis every November 30, and in between annual tests when an event occurs or circumstances change that could indicate that the asset might be impaired. Commencing in September 2011, in accordance with the FASB revised guidance on "Testing of Goodwill for Impairment," a company first has the option to assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the company decides, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is mandatory. Otherwise, no further testing is required. The quantitative impairment test consists of a comparison of the fair value of each reporting unit with its carrying amount, including goodwill. If the carrying amount of each reporting unit exceeds its fair value, an impairment charge equal to the difference between the implied fair value of the reporting unit's goodwill and the carrying amount of goodwill will be recorded. Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the fair value of each reporting unit. The judgment in estimating the fair value of reporting units includes estimating future cash flows, determining appropriate discount rates and making other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value for each reporting unit.

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Subsequent to the sale of our film and television business, we have determined that we operate in two principal operating segments: (i) PRC operations and (ii) International operation. Under PRC operating segment, we identified one reporting unit as PRC online game business for goodwill impairment testing.

Under international operating segment, we identified the following four reporting units for goodwill impairment testing: Runic Games, C&C Media, US online game business and Unknown Worlds. During our annual goodwill impairment assessment, we recognized an impairment charge of RMB77.3 million (US\$12.8 million) associated with our C&C media reporting unit in view of sequential decline of revenues generated from client-based MMORPGs operated by C&C media. The underperformance is mainly because of the explosive growth and increasing popularity of mobile games in Japan market in recent years especially in 2013, which has negatively affected our client-based MMORPG operating in Japan. Thereafter, all goodwill arising from the acquisition of C&C Media in April 2010 was fully impaired. The impairment assessment on C&C Media goodwill weighted the results from the income approach and considered a combination of factors, including but not limited to, market conditions, expected future cash flows, growth rates and discount rates, which requires us to make certain assumptions and estimates regarding industry economic factors and future profitability of the business.

We recorded goodwill impairment charges amounted to nil, RMB40.8 million and RMB77.3 million (US\$12.8 million) for the years ended December 31, 2011, 2012 and 2013, respectively.

***Operating Leases***

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. We have signed lease arrangements for servers and offices premises. We have assessed these arrangements to be operating leases because (i) the lease does not transfer the ownership to us by the end of the lease term, (ii) the lease does not contain any bargain purchase option, (iii) the lease term is less than 75% of the estimated economic life of the assets and (iv) the present value of the minimum lease payments at the beginning of the lease term is less than 90% of the fair value to the lessor less any investment credit retained by the lessor. Payments made under operating leases are charged to the consolidated statements of income and comprehensive income on a straight-line basis over the lease periods as specified in the lease agreements. Judgment is required to determine the estimated economic lives or the fair values of the servers. Changes in these estimates and assumptions could materially impact our financial position and results of operations.

***Share-Based Compensation Expenses***

*Share incentive plan*

In September 2006, we adopted a share incentive plan, which was subsequently supplemented and amended. Prior to the amendment to the plan in February 2009, 32,145,000 Class B ordinary shares have been reserved for future issuance under the share incentive plan. On February 28, 2009, our shareholders approved an amendment to the share incentive plan that effectively increased the number of Class B ordinary shares authorized for issuance under the share incentive plan by 10,000,000. The 10,000,000 additional Class B ordinary shares were registered for issuance pursuant to a registration statement on Form S-8 filed on August 10, 2009 (File No. 333-161193). On November 14, 2009, our shareholders approved a further amendment to the share incentive plan that increased the number of Class B ordinary shares authorized for issuance under the share incentive plan to 44,645,000. In addition, the option expiry date was changed to the earlier of (i) the tenth anniversary of the grant date, unless an earlier time is set in the option award agreement, (ii) three months after the termination of service with us other than for disability or death, or (iii) one year after the termination of service with us due to disability or death. The amendment applies to share options granted after



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November 14, 2009. On August 14, 2010, our shareholders approved a 2010 Share Incentive Plan, under which 30,000,000 Class B ordinary shares have been reserved for future issuance and such shares were registered on Form S-8 filed on September 13, 2010 (File No. 333-169333). On November 22, 2013, our shareholders approved a 2013 Share Incentive Plan, 5,024,818 shares have been reserved in the award pool for future issuance. Starting January 1, 2015, the award pool will be increased by a number on the first day of each year equal to 2% of the then total number of Class B ordinary shares outstanding, provided that at no time the unissued shares reserved in the award pool immediately after such annual increase shall exceed 5% of the then total number of Class B ordinary shares outstanding.

*Share Incentive Awards*

During 2013, we granted options to purchase an aggregate of 12,700,000 Class B ordinary shares to some of our senior executives and employees. In addition to service-based share options, we granted performance-based share options to our officers and employees.

We use the Black-Scholes option pricing model to determine the fair value of share options. The determination of the fair value of share-based compensation awards on the date of grant using an option-pricing model is affected by our share price as well as assumptions regarding a number of complex and subjective variables, including our expected share price volatility over the term of the awards, the expected term of the awards, risk-free interest rates and expected dividends. When estimating the fair value of our ordinary shares, both internal and external sources of information are reviewed. Furthermore, we are required to estimate forfeitures at the time of grant and record share-based compensation expenses only for those awards that are expected to vest. If actual forfeitures differ from these estimates, we may need to revise those estimates used in subsequent periods.

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, which are characteristics not present in our option grants. Existing valuation models, including the Black-Scholes and lattice binomial models, may not provide reliable measures of the fair value of our share-based compensation. Consequently, there is a risk that our estimates of the fair values of our share-based compensation awards on the grant dates may be significantly different from the actual values realized upon the exercise, expiration, early termination or forfeiture of those share-based payments in the future. Certain share-based compensation awards, such as employee share options, may expire worthless or otherwise result in zero intrinsic value as compared to the fair value originally estimated on the grant date and reported in our financial statements. Alternatively, values that are significantly higher than fair values originally estimated on the grant date and reported in our financial statements may be realized from these instruments. There is currently no market-based mechanism or other practical application to verify the reliability and accuracy of the estimates stemming from these valuation models, nor is there a means to compare and adjust the estimates to actual values.

If factors change and we employ different assumptions for estimating share-based compensation expense in future periods or if we decide to use a different valuation model, our share-based compensation in future periods may differ significantly from what we have recorded in prior periods and could materially affect our operating income, net income and net income per share. For our service-based share option awards, share-based compensation cost is measured at the grant date based on the fair value of the awards and is recognized as an expense on a straight-line basis, net of estimated forfeitures, over the requisite service period, which is generally the vesting period. For our performance-based share option awards, the performance goals and vesting schedule of these awards are determined by the board of directors. For the performance-based awards, an evaluation is made each quarter as to the likelihood of performance criteria being met. Share-based compensation expenses are then recorded for the number of options expected to vest on a graded-vesting basis, net of estimated forfeitures, over the requisite service period, which is generally the vesting period.

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A change in any of the terms or conditions of stock options shall be accounted for as a modification of the plan. Therefore, we calculate 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 at the modification date. For vested options, we would recognize incremental compensation cost in the period the modification occurs. For unvested options, we 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.

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

In 2013, our board of directors approved a grant of restricted shares representing 30% equity interest of a wholly controlled entity of us to the management of the entity as an equity incentive. As of December 31, 2013, the restricted shares were fully vested and the compensation cost amounting to RMB21.5 million (US\$3.5 million), which was measured at the grant date based on 30% of the fair value of the entity was recorded as expense accordingly. The fair market value of the entity was estimated by using a combination of the income approach and market approach.

***Income Taxes***

We account for income taxes as described in note 3(22) and note 20 in our consolidated financial statements. Under this method, deferred income taxes are recognized for the tax consequences of temporary differences by applying enacted statutory rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The tax base of an asset or liability is the amount attributed to that asset or liability for tax purposes. The effect on deferred taxes of a change in tax rates is recognized in the consolidated statements of income and comprehensive income in the period of change. A valuation allowance is provided to reduce the amount of deferred tax assets if it is considered more likely than not that all or a portion of the deferred tax assets will not be realized. Accordingly, we will record valuation allowances to reduce our deferred tax assets if and when we believe it is more likely than not that we will not be able to utilize the deferred tax asset amounts based on our estimates of future taxable income and prudent and feasible tax planning strategies. Management must make assumptions, judgments and estimates to determine our current provision for income taxes and our deferred tax assets and liabilities and any valuation allowance to be recorded against a deferred tax asset. Our judgments, assumptions and estimates relative to current provision for income tax take into account current tax laws, our interpretation of current tax laws and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. Changes in tax law and our interpretation of tax laws and the resolution of current and future tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements. When there is no clarity in the change of the PRC corporate income tax, we would accrue based on tax law requirements and then subsequently evaluate whether there is any new information that would change the accrual. Our assumptions, judgments and estimates relative to the value of a deferred tax asset take into account predictions of the amount and category of future taxable income, such as income from operations. Actual operating results and the underlying amount and category of income in future years could make our current assumptions, judgments and estimates of recoverable net deferred taxes inaccurate. Any of the assumptions, judgments and estimates mentioned above could cause our actual income tax obligations to differ from our estimates, and thus materially impact our financial position and results of operations.

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Our subsidiaries and variable interest entities which license our games to certain overseas licensees are subject to withholding taxes on the license fees and usage-based royalties received from our licensees in various jurisdictions outside of China. Our overseas licensees pay the withholding taxes to the local tax authorities on our behalf. We recognize such foreign withholding taxes as income tax expense when related revenue of initial fees and ongoing usage-based royalties are recognized. Accordingly, we recognized the foreign income tax of approximately RMB20.3 million, RMB9.9 million and RMB8.2 million (US\$1.4 million) in our consolidated financial statements as income tax expense in 2011, 2012 and 2013, respectively.

Under the PRC corporate income tax law which went into effect on January 1, 2008, dividends attributable to earnings generated after January 1, 2008 and payable by a foreign-invested enterprise in China to its foreign investors are subject to a 10% withholding tax unless any such foreign investor's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. According to the Mainland and Hong Kong Taxation Arrangement, dividends paid by a foreign-invested enterprise in China to its direct holding company in Hong Kong will be subject to withholding tax at a rate of no more than 5% (if the foreign investor owns directly at least 25% of the shares of the foreign-invested enterprise). As PW Hong Kong, which holds 100% equity interest of PW Software, Shanghai PW Software and PW Game Software, is a Hong Kong tax resident, dividends declared by our aforesaid PRC subsidiaries to PW Hong Kong should be subject to the withholding tax at a rate of 5%.

For the potential distribution of dividends to our shareholders, we accrue and record the withholding income tax for all standalone undistributed earnings of our PRC subsidiaries. For the years ended December 31, 2011, 2012 and 2013, withholding taxes of RMB76.4 million, RMB19.6 million and RMB26.5 million (US\$4.4 million) were accrued and recorded as deferred tax liabilities, respectively. For our variable interest entities, we will continue to indefinitely reinvest the remaining undistributed earnings to fulfill working capital needs and non-cancellable contractual commitments, to fund capital expenditures to expand our business in China. The unrecognized deferred tax liabilities related to the withholding tax on undistributed earnings of our variable interest entities at a rate of 5% as of December 31, 2012 and 2013 were approximately RMB60.5 million and RMB69.8 million (US\$11.5 million), respectively.

The guidance on accounting for uncertainties in income taxes prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Guidance was also provided on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods, and income tax disclosures. Significant judgment is required in evaluating our uncertain tax positions and determining its provision for income taxes.

***Foreign Currency Translation***

Our reporting currency is Renminbi ("RMB"). The functional currency of Perfect World Co., Ltd., our Cayman Island holding company, is US dollars. The functional currency of our international subsidiaries is evaluated on a case-by-case basis and is often the local currency. On December 1, 2013, PW Hong Kong changed its functional currency prospectively from RMB to USD to reflect the increased concentration of its activities in US dollars. The change was triggered by the completion of the reorganization of our overseas business structure, following which PW Hong Kong became the parent of our overseas subsidiaries in Europe, US, Japan and Korea. The change in functional currency of PW Hong Kong has immaterial impact on our consolidated financial statements for the year ended December 31, 2013.

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Transactions denominated in currencies other than functional currency are translated into functional currency at the exchange rates quoted by authoritative banks prevailing at the dates of the transactions. Exchange gains and losses resulting from those foreign currency transactions denominated in a currency other than the functional currency are recorded as a component of Others, net in the consolidated statements of income and comprehensive income.

The financial statements of our overseas subsidiaries are translated from their functional currency into RMB, our reporting currency. Assets and liabilities denominated in foreign currencies are translated into RMB using the applicable exchange rates quoted by the People's Bank of China at the balance sheet dates. Equity accounts other than earnings generated in current period are translated into RMB at the appropriate historical rates. Revenues, expenses, gains and losses are translated into RMB using the periodic weighted average exchange rates. The resulting foreign currency translation adjustments are recorded as accumulated other comprehensive income/(loss) in shareholders' equity.

If our operational strategies change in the future, there may be changes in our functional currency.

***Equity investment***

Our equity investments are comprised of investments in privately held companies. We account for an equity investment over which we have significantly influence but do not own a majority equity interest or lack of control using the equity method. For equity investment over which we do not have significant influence, the cost method accounting is used. We assess our equity investments for other-than-temporary impairment by considering factors as well as all relevant and available information including, but not limited to, current economic and market conditions, the operating performance of the companies including current earnings trends and other company-specific information including recent financing rounds. No impairment charges were recorded for the years ended December 31, 2011, 2012 and 2013.

***Recent Accounting Pronouncements***

In March of 2013, the FASB issued guidance on "Foreign Currency Matters, Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity." The amendments clarify the applicable guidance for the de-recognition of all or a portion of a cumulative translation adjustment when an entity ceases to have a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real estate or conveyance of oil and gas mineral rights) within a foreign entity or when other changes stipulated occur and involve a foreign entity. The amendments are effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. We are currently evaluating the impact on our consolidated financial statements of adopting this guidance.

In March of 2013, the FASB issued guidance on "Income Taxes Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." The amendments clarify that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss, similar tax loss, or tax credit carryforward, except as noted in the following sentence. To the extent a net operating loss, similar tax loss, or tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such a purpose, then under this exception the unrecognized tax benefit is to be presented in the financial statements as a liability and should not be combined with (netted with) the deferred tax asset(s). The assessment of whether a deferred tax asset is "available" is based on the unrecognized tax

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benefit and deferred tax asset amounts that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. We are currently evaluating the impact on our consolidated financial statements of adopting this guidance.

In June 2013, the FASB issued the guidance on "Financial Services Investment Companies, amendments to the scope, measurement, and disclosure requirements." The amendments change the approach to the investment company assessment in Topic 946, clarify the characteristics of an investment company and provide comprehensive guidance for assessing whether an entity is an investment company. The amendments require an investment company to measure non-controlling ownership interests in other investment companies at fair value rather than using the equity method of accounting. The amendments require the following additional disclosures: (a) the fact that the entity is an investment company and is applying the guidance in Topic 946, (b) information about changes, if any, in an entity's status as an investment company, and (c) information about financial support provided or contractually required to be provided by an investment company to any of its investees. The amendments are effective for interim and annual reporting periods in fiscal years that begin after December 15, 2013. Earlier application is prohibited. We are currently evaluating the impact on our consolidated financial statements of adopting this guidance.

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

	For the year ended December 31,						
	2011		2012		2013		
	RMB	%	RMB	%	RMB	US\$	%
<b>(in thousands, except percentages)</b>							
<b>Consolidated Statements of Income and Comprehensive Income Data:</b>							
Online game operation revenues	2,708,507	90.8	2,499,419	90.2	2,800,321	462,580	91.7
Licensing revenues	246,823	8.3	171,564	6.2	149,318	24,665	4.9
Other revenues	28,107	0.9	99,604	3.6	103,024	17,018	3.4
Total revenues	2,983,437	100.0	2,770,587	100.0	3,052,663	504,263	100.0
Cost of revenues(1)	(479,878)	(16.1)	(539,936)	(19.5)	(711,648)	(117,556)	(23.3)
Gross profit	2,503,559	83.9	2,230,651	80.5	2,341,015	386,707	76.7
Research and development expenses	(664,355)	(22.3)	(797,067)	(28.7)	(886,084)	(146,371)	(29.0)
Sales and marketing expenses	(492,313)	(16.5)	(520,620)	(18.8)	(729,657)	(120,531)	(23.9)
General and administrative expenses	(292,622)	(9.8)	(306,256)	(11.1)	(310,044)	(51,216)	(10.2)
Goodwill impairment			(40,770)	(1.5)	(77,290)	(12,767)	(2.5)
Total operating expenses(1)	(1,449,290)	(48.6)	(1,664,713)	(60.1)	(2,003,075)	(330,885)	(65.6)
Operating profit	1,054,269	35.3	565,938	20.4	337,940	55,822	11.1
Total other income	109,840	3.7	127,641	4.6	154,021	25,443	5.0
Income before tax	1,164,109	39.0	693,579	25.0	491,961	81,265	16.1
Income tax expense	(161,704)	(5.4)	(116,119)	(4.2)	(69,998)	(11,563)	(2.3)
Net income from continuing operations, net of tax	1,002,405	33.6	577,460	20.8	421,963	69,702	13.8
Discontinued operations(2):							
Loss from discontinued operations, net of tax	(22,343)	(0.7)	(30,215)	(1.1)	(44,322)	(7,321)	(1.5)
Gain from disposal of discontinued operations, net of tax					166,288	27,469	5.5
(Loss)/income from discontinued operations, net of tax(1)	(22,343)	(0.7)	(30,215)	(1.1)	121,966	20,148	4.0
Net Income	980,062	32.9	547,245	19.7	543,929	89,850	17.8
Net loss/(income) attributable to non-controlling interests	3,924	0.1	(6,594)	(0.2)	(1,515)	(250)	(0.0)
Net income attributable to the Company's shareholders	983,986	33.0	540,651	19.5	542,414	89,600	17.8
Net Income	980,062	32.9	547,245	19.7	543,929	89,850	17.8
Other comprehensive income/(loss): Foreign currency translation adjustment	5,526	0.2	(20,112)	(0.7)	(45,994)	(7,598)	(1.5)
Comprehensive income	985,588	33.1	527,133	19.0	497,935	82,252	16.3
Comprehensive loss/(income) attributable to non-controlling interests	3,924	0.1	(6,594)	(0.2)	(1,515)	(250)	(0.0)
Comprehensive income attributable to the Company's shareholders	989,512	33.2	520,539	18.8	496,420	82,002	16.3

- (1) Total share-based compensation charges included in cost of revenues and operating expenses were amounting to RMB104.7 million, RMB71.1 million and RMB75.9 million (US\$12.5 million) for the years ended December 31, 2011, 2012 and 2013, respectively. Total share-based compensation charges included in (loss)/income from discontinued operations was amounting to nil, nil and RMB21.5 million (US\$3.5 million) for the year ended December 31, 2011, 2012 and 2013, respectively.

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(2)

To sharpen our focus on our core online game development and operation business, we sold the film and television business to a related party in August 2011 and the online reading business to an unrelated party in December 2013. As a result, the film and television business and the online reading business are accounted for as discontinued operations and our consolidated statements of income and comprehensive income in this annual report separates the discontinued operations from our remaining business operations for all years presented.

**Year Ended December 31, 2013 Compared to Year Ended December 31, 2012**

**Revenues.** In 2013, we generated revenues of RMB3.1 billion (US\$504.3 million), an increase of 10.2% from RMB2.8 billion in 2012.

Online game operation revenues were RMB2.8 billion (US\$462.6 million) in 2013, an increase of 12.0% from RMB2.5 billion in 2012. Online game operation revenues generated from PRC operations were RMB2.1 billion (US\$352.8 million) in 2013 as compared to RMB1.9 billion in 2012. The increase in online game operation revenues generated from PRC operations was primarily attributable to the strong performance of several of our new games, including "Swordsman Online" and "Saint Seya Online," which were launched in China in 2013.

Online game operation revenues generated from international operations were RMB664.4 million (US\$109.8 million) in 2013 as compared to RMB580.2 million in 2012. The increase was primarily attributable to the continued strength of our U.S. and European subsidiaries, including the strong contribution of our new game "Neverwinter" launched in the United States and Europe in 2013, and the expanded online game operation by our own subsidiaries in Southeast Asia and Korea. This was partially offset by underperformance of some of the existing games in the Japanese market.

Licensing revenues were RMB149.3 million (US\$24.7 million) in 2013, representing a 13.0% decrease from RMB171.6 million in 2012. The decrease was primarily because more of our games began to be operated by our own subsidiaries in some overseas markets in 2013.

Other revenues were RMB103.0 million (US\$17.0 million) in 2013, compared to RMB99.6 million in 2012.

**Cost of Revenues.** In 2013, our cost of revenues amounted to RMB711.6 million (US\$117.6 million), or 23.3% of our revenues, representing an increase of RMB171.7 million (US\$28.4 million) from RMB539.9 million, or 19.5% of our revenues in 2012.

**Cost of PRC operations.** In 2013, our cost of PRC operations was RMB401.9 million (US\$66.4 million), representing an increase of 27.7% from RMB314.7 million in 2012. The increase was primarily due to an increase in revenue sharing paid to third parties, including mobile game distribution platforms by RMB44.3 million (US\$7.3 million) and an increase in internet data center cost by RMB23.7 million (US\$3.9 million) in 2013.

**Cost of international operations.** In 2013, our cost of International operations was RMB309.7 million (US\$51.2 million), representing an increase of 37.5% from RMB225.3 million in 2012. The increase was mainly due to an increase in sales-related tax by RMB34.4 million (US\$5.7 million), an increase in revenue sharing paid to third parties by RMB18.6 million (US\$3.1 million) associated with our new game launched in 2013 and an increase in impairment charge of RMB10.8 million (US\$1.8 million) associated with certain of our smaller games in 2013.

**Gross Profit.** In 2013, our gross profit was RMB2.3 billion (US\$386.7 million), an increase of 4.9% from RMB2.2 billion in 2012. Our gross margin decrease to 76.7% in 2013 from 80.5% in 2012 primarily due to an increase in revenue sharing paid to third parties and an increase in sales-related tax in our overseas operations.

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**Operating Expenses.** In 2013, our operating expenses were RMB2.0 billion (US\$330.9 million), an increase of 20.3% from RMB1.7 billion in 2012. The year-over-year increase in operating expenses was mainly due to an increase in advertising and promotional expenses and an increase in personnel costs.

**Research and development expenses.** In 2013, our research and development expenses increased by 11.2% to RMB886.1 million (US\$146.4 million) from RMB797.1 million in 2012, primarily due to an increase in personnel costs from RMB619.1 million in 2012 to RMB706.7 million (US\$116.7 million) in 2013.

**Sales and marketing expenses.** In 2013, our sales and marketing expenses increased by 40.2% to RMB729.7 million (US\$120.5 million) from RMB520.6 million in 2012, primarily due to an increase in advertising and promotion cost from RMB243.7 million in 2012 to RMB409.6 million (US\$67.7 million) in 2013 as we launched several new games during the year and started to ramp up promotions for mobile games.

**General and administrative expenses.** In 2013, our general and administrative expenses slightly increased by 1.2% to RMB310.0 million (US\$51.2 million) from RMB306.3 million in 2012.

**Goodwill impairment.** In 2013, our goodwill impairment amounted to RMB77.3 million (US\$12.8 million) as compared to RMB40.8 million in 2012. The goodwill impairment was associated with our Japanese subsidiary. As of December 31, 2013, all goodwill arising from the acquisition of our Japanese subsidiary in April 2010 was fully impaired. For goodwill impairment, see "Critical Accounting Policies Goodwill."

**Total Other Income.** In 2013, our total other income was RMB154.0 million (US\$25.4 million) compared to RMB127.6 million in 2012. The increase was primarily due to platform services commissions amounting to RMB21.5 million (US\$3.5 million) in 2013, as compared to nil in 2012. Platform services commissions are the commissions generated from the technical support provided to our cooperated platform starting from 2013.

**Income Tax Expense.** Our income tax expense was RMB70.0 million (US\$11.6 million) in 2013, a decrease of 39.7%, from RMB116.1 million in 2012. The decrease was primarily due to the decrease in the operating profit in 2013 and some of the new games launched in 2013 are operated by some of our controlled entities that enjoy a greater preferential tax treatment.

**Net Income from Continuing Operations.** As a result of the foregoing, we had a net income from continuing operations of RMB422.0 million (US\$69.7 million) in 2013, as compared to RMB577.5 million in 2012.

**(Loss)/Income from Discontinued Operations, net of tax.** In December 2013, we sold the online reading business to an unrelated party, the related gain of RMB166.3 million (US\$27.5 million) was recorded in the "gain from disposal of discontinued operations, net of tax" account in the Consolidated Statements of Income and Comprehensive Income. In 2013, loss from discontinued operations was RMB44.3 million (US\$7.3 million), as compared to loss of RMB30.2 million in 2012.

**Net Income Attributable to Non-controlling Shareholders.** In 2013, net income attributable to non-controlling shareholders was RMB1.5 million (US\$0.3 million), as compared to RMB6.6 million in 2012.

**Net Income Attributable to the Company's Shareholders.** Net income attributable to our shareholders was RMB542.4 million (US\$89.6 million) in 2013, as compared to RMB540.7 million in 2012.



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**Year Ended December 31, 2012 Compared to Year Ended December 31, 2011**

**Revenues.** In 2012, we generated revenues of RMB2.8 billion, a decrease of 7.1% from RMB3.0 billion in 2011.

Online game operation revenues were RMB2.5 billion in 2012, a decrease of 7.7% from RMB2.7 billion in 2011. Online game operation revenues generated from PRC operations were RMB1.9 billion in 2012 as compared to RMB2.1 billion in 2011. The decrease in online game operation revenues generated from PRC operations was primarily due to lower monetization of some of our existing games, partially offset by the additional revenues from our recently-launched new game "Return of the Condor Heroes" in China.

Online game operation revenues generated from international operations were RMB580.2 million in 2012 as compared to RMB590.0 million in 2011. The slight decrease was primarily due to under performance of some of the existing games in the Japanese market, partially offset by the continued strengthening of our operations in the United States and Europe.

Licensing revenues were RMB171.6 million in 2012, representing a 30.5% decrease from RMB246.8 million in 2011. The decrease was primarily due to the lack of new game launch in the domestic market until the end of third quarter of 2012, which in turn led to fewer new games available for exporting to the overseas markets in 2012.

Other revenues were RMB99.6 million in 2012, compared to RMB28.1 million in 2011. The increase was primarily due to the revenue contribution from "Torchlight 2," our popular pay-per-install game released in 2012.

**Cost of Revenues.** In 2012, our cost of revenues amounted to RMB539.9 million, or 19.5% of our revenues, representing an increase of RMB60.0 million from RMB479.9 million, or 16.1% of our revenues in 2011

**Cost of PRC operations.** In 2012, our cost of PRC operations was RMB314.7 million, representing a slight increase from RMB313.5 million in 2011. The increase was primarily due to an impairment charge of RMB11.2 million associated with certain of our smaller games and an increase in staff cost by RMB10.2 million in 2012, partially offset by a decrease in sales-related tax by RMB9.5 million and a decrease in server depreciation cost by RMB6.7 million.

**Cost of international operations.** In 2012, our cost of International operations was RMB225.3 million, representing an increase of 35.3% from RMB166.5 million in 2011. The increase was mainly due to an increase in revenue sharing paid to third parties by RMB23.6 million, an increase in bandwidth leasing and communication cost by RMB9.1 million and an impairment charge of RMB8.1 million associated with prepaid license fee for certain of our smaller games in 2012.

**Gross Profit.** In 2012, our gross profit was RMB2.2 billion, a decrease of 10.9% from RMB2.5 billion in 2011. Our gross margin was 80.5% in 2012 as compared to 83.9% in 2011.

**Operating Expenses.** In 2012, our operating expenses were RMB1.7 billion, an increase of 14.9% from RMB1.4 billion in 2011. The year-over-year increase in operating expenses was mainly due to an increase in personnel cost and the goodwill impairment associated with our Japanese subsidiary.

**Research and development expenses.** In 2012, our research and development expenses increased by 20.0% to RMB797.1 million from RMB664.4 million in 2011, primarily due to the increase in personnel costs from RMB499.2 million in 2011 to RMB619.1 million in 2012 and full year impact of the consolidation of Cryptic Studios in 2012.

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*Sales and marketing expenses.* In 2012, our sales and marketing expenses increased by 5.7% to RMB520.6 million from RMB492.3 million in 2011, primarily due to an increase in personnel costs from RMB131.4 million in 2011 to RMB155.7 million in 2012.

*General and administrative expenses.* In 2012, our general and administrative expenses increased by 4.7% to RMB306.3 million from RMB292.6 million in 2011, primarily due to an increase in personnel costs from RMB121.6 million in 2011 to RMB141.0 million in 2012.

*Goodwill impairment.* In 2012, our goodwill impairment amounted to RMB40.8 million, as compared to nil in 2011. The increase was primarily due to the goodwill impairment associated with our Japanese subsidiary.

*Total Other Income.* In 2012, our total other income was RMB127.6 million compared to RMB109.8 million in 2011. The increase was primarily due to an increase in interest income from RMB72.5 million in 2011 to RMB94.6 million in 2012. The increase was also due to that a foreign currency exchange gain of RMB3.3 million was recorded in 2012, as compared to a foreign currency exchange loss of RMB8.0 million in 2011. This was partially offset by an increase in interest expense from RMB6.6 million in 2011 to RMB21.9 million in 2012.

*Income Tax Expense.* Our income tax expense was RMB116.1 million in 2012, a decrease of 28.2%, from RMB161.7 million in 2011. The decrease was primarily due to a decrease of RMB56.7 million in PRC withholding tax on undistributed earnings. A withholding tax of RMB76.4 million was accrued as of December 31, 2011 for all undistributed earnings of our PRC subsidiaries from July 1, 2009 to December 31, 2011, as a result of our change in dividend policy in the third quarter of 2011. As of December 31, 2012, a withholding tax of RMB19.6 million was accrued for undistributed earnings of our PRC subsidiaries generated during the year ended December 31, 2012.

*Net Income from Continuing Operations.* As a result of the foregoing, we had a net income from continuing operations of RMB577.5 million in 2012, as compared to RMB1.0 billion in 2011.

*(Loss)/Income from Discontinued Operations, net of tax.* In December 2013, we sold the online reading business to an unrelated party. In 2012, loss from discontinued operations was RMB30.2 million, as compared to loss of RMB22.3 million in 2011.

*Net Income/(Loss) Attributable to Non-controlling Shareholders.* In 2012, net income attributable to non-controlling shareholders was RMB6.6 million, as compared to net loss of RMB3.9 million in year 2011. While we generated significant net income on the consolidated basis for the years ended December 31, 2011, certain of our majority owned subsidiaries or their variable interest entities in the PRC had net losses in that year mainly resulting from operating losses and/or amortization expenses of intangible assets arising from business acquisitions.

*Net Income Attributable to the Company's Shareholders.* Net income attributable to our shareholders was RMB540.7 million in 2012, as compared to RMB984.0 million in 2011.

**B. Liquidity and Capital Resources**

*Cash Flows and Working Capital*

We are a holding company that conducts our operations primarily through our PRC wholly owned subsidiaries and their variable interest entities in China and through our overseas subsidiaries. The flow of earnings from our PRC wholly owned subsidiaries and their variable interest entities is as follows:

Pursuant to the relevant equity pledge agreements, our variable interest entities are required not to distribute any dividends, bonus or profits to their respective nominal equity holders. Where these nominal equity holders are entitled to any kind of interests other than dividends, bonuses

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or profit distributions from the pledged equity interests, such interests shall be directly remit to the relevant PRC wholly owned subsidiaries of our Company.

Part of the earnings and cash of our variable interest entities are used to pay service fees and consulting fees to the relevant PRC wholly owned subsidiaries of ours in a manner and amount as specified in the exclusive technology support and service agreements, development cooperation agreements and business operating agreements between these entities. See "Item 7. Major Shareholders and Related Party Transactions B. Related Party Transactions." The rest of earnings and cash are reinvested in our variable interest entities. The total amount of fees paid by our variable interest entities to our PRC wholly owned subsidiaries since the entering of the VIE contractual arrangements ranged approximately from 45% to 66% of the revenues generated by respective games operated by these variable interest entities. For the years ended December 31, 2011, 2012 and 2013, the total amount of fees charged by our PRC wholly owned subsidiaries to our variable interest entities amounted to approximately RMB1.2 billion, RMB1.1 billion and RMB1.2 billion (US\$201.1 million), respectively.

After paying the business tax, enterprise income tax and other PRC taxes applicable to the revenues and earnings of these PRC wholly owned subsidiaries and appropriating the statutory reserves and any earnings to be retained from accumulated profits, the standalone net profits of these PRC wholly owned subsidiaries may be distributable to their intermediate holding companies outside the PRC, subject to dividend withholding tax.

Any net profits of these intermediate holding companies may then be distributable to Perfect World Co., Ltd., our Cayman Island holding company, through dividend or other distributions, and may also be distributed to our shareholders directly as dividend upon authorization by our board of directors.

The payment of dividends by entities organized in China is subject to limitations. Regulations in the PRC currently permit payment of dividends only out of accumulated profits as determined in accordance with accounting standards and regulations in China. The differences between our retained earnings as calculated pursuant to PRC accounting standards and regulations and retained earnings presented in our financial statements as of December 31, 2013 were not material. Such differences were mainly attributable to the timing differences in recognizing overseas licensing revenues.

Our PRC subsidiaries and variable interest entities are also required to set aside at least 10% of their after-tax profit based on PRC accounting standards each year to their general reserves until the accumulative amount of such reserves reach 50% of their registered capital. These reserves are not distributable as cash dividends. In addition, if our PRC subsidiaries incur debt on their own behalf, the instruments governing the debt may restrict their ability to pay dividends or make other distributions to us.

In addition, we are required to accrue monthly for staff welfare benefits for the full-time employees of our subsidiaries and the variable interest entities incorporated in the PRC and make contributions to the government and relevant state sponsored pension and medical plans with all the amounts accrued. Such staff welfare benefits include medical care, welfare subsidies, unemployment insurance, pension benefits and housing fund and are determined based on certain percentages of the employees' respective salaries in accordance with relevant regulations. The amount of such cash contributions may increase due to our expanding workforce as we grow our business or increase wage levels. However, we do not expect that such increase will have a material effect on our liquidity.

Furthermore, our wholly owned PRC subsidiaries and variable interest entities are subject to the PRC government controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency out of China. Most of our revenues and expenses are denominated in Renminbi. We may need to convert a portion of our revenues into other currencies to meet our foreign

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currency obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior SAFE approval by complying with certain procedural requirements.

On the other hand, foreign exchange transactions by our subsidiaries and affiliated entities in China under capital accounts continue to be subject to significant foreign exchange controls and require the approval of, or registration with, PRC governmental authorities. In particular, if our subsidiaries or affiliated entities in China borrow foreign currency loans from their holding companies outside the PRC or other foreign lenders, these loans must be registered with SAFE, and if we finance them by means of additional capital contributions, these capital contributions must be approved or registered by certain government authorities including SAFE, the Ministry of Commerce or their local counterparts. These limitations could affect the ability of these entities to obtain foreign exchange through debt or equity financing, and could affect the business operations and liquidity of these entities.

Since 2006, we have financed our operations primarily through cash flows from operations.

As of December 31, 2013, we had RMB1.2 billion (US\$200.2 million) in cash and cash equivalents, 64.0% of which were denominated in Renminbi. Our current cash and cash equivalents primarily consist of cash on hand and demand deposits, which have original maturities of three months or less. We believe our cash and cash equivalents are sufficient to fund our operations, commitments, capital expenditures, etc. for at least the next 12 months. We expect positive operating cash flow as we generally receive cash payments from distributors upon delivery of our prepaid cards to them and from players when they deposit cash into their online accounts.

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

	For the Year Ended December 31,			
	2011	2012	2013	
	RMB	RMB	RMB	US\$
	(in thousands)			
Net cash provided by operating activities	1,151,765	739,489	1,032,879	170,619
Net cash (used in)/provided by investing activities	(502,549)	(1,712,163)	10,334	1,707
Net cash provided by/(used in) financing activities	130,483	(375,244)	(618,449)	(102,160)
Effect of exchange rate changes on cash and cash equivalent	(17,107)	(2,662)	(12,240)	(2,022)
Net increase/(decrease) in cash and cash equivalents	762,592	(1,350,580)	412,524	68,144
Cash and cash equivalents at the beginning of the year	1,387,621	2,150,213	799,633	132,090
Cash and cash equivalents at the end of the year	2,150,213	799,633	1,212,157	200,234

#### ***Operating Activities***

Net cash provided by operating activities in 2013 was RMB1.0 billion (US\$170.6 million), increase by 39.7% from RMB739.5 million in 2012, which is primarily due to the increase of our online game operation revenues. Net cash provided by operating activities in 2013 was primarily attributable to (i) a net income of RMB543.9 million (US\$89.9 million), (ii) adding back certain non-cash expenses including the share-based compensation expenses in the amount of RMB97.3 million (US\$16.1 million), depreciation and amortization expenses in the amount of RMB200.2 million (US\$33.1 million), goodwill impairment in the amount of RMB77.3 million (US\$12.8 million), impairment of intangible assets and other long-lived assets in the amount of RMB23.9 million (US\$3.9 million) and offset by gain from disposal of discontinued operations in the amount of RMB166.3 million (US\$27.5 million) (iii) adding back changes in working capital accounts that positively affected operating cash flow including an increase of RMB38.6 million (US\$6.4 million) in accounts payable, an increase of RMB53.2 million (US\$8.8 million) in salary and welfare payable and an increase of RMB357.5 million

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(US\$59.1 million) in deferred revenues and (iv) offset by changes in certain working capital accounts that negatively affected operating cash flow primarily including an increase in accounts receivable of RMB81.0 million (US\$13.4 million), an increase in current prepayments and other assets of RMB126.1 million (US\$20.8 million) and a decrease in advance from customers of RMB29.3 million (US\$4.8 million).

Net cash provided by operating activities in 2012 was RMB739.5 million, decreased by 35.8% from RMB1.2 billion in 2011, which is primarily due to the decrease of our profits as a result of a decrease in our online game operation revenues and licensing revenues and an increase in cost and expenses. Net cash provided by operating activities in 2012 was primarily attributable to (i) a net income of RMB547.2 million, (ii) adding back certain non-cash expenses including the share-based compensation expenses in the amount of RMB71.1 million, depreciation and amortization expenses in the amount of RMB183.1 million, goodwill impairment in the amount of RMB40.8 million and impairment of intangible assets and other long-lived assets in the amount of RMB21.0 million, (iii) adding back changes in working capital account that positively affected operating cash flow including a decrease of RMB32.4 million in accounts receivable and an increase of RMB38.0 million in advances from customer and (iv) offset by changes in certain working capital accounts that negatively affected operating cash flow primarily including an increase in current and non-current prepayments and other assets of RMB92.2 million, a decrease in deferred revenue of RMB57.0 million and a decrease in taxes payable of RMB48.2 million.

Net cash provided by operating activities in 2011 was RMB1.2 billion. Net cash provided by operating activities in 2011 was primarily attributable to (i) a net income of RMB980.1 million, (ii) adding back certain non-cash expenses including the share-based compensation expenses in the amount of RMB104.7 million and depreciation and amortization expenses in the amount of RMB170.0 million, (iii) adding back deferred income taxes in the amount of RMB57.6 million, (iv) adding back changes in working capital account that positively affected operating cash flow including an increase of RMB40.9 million in salary and benefits payable, and (v) offset by changes in certain working capital accounts that negatively affected operating cash flow primarily including an increase in prepayments and other assets of RMB148.8 million, an increase in film and television cost of RMB28.8 million and a decrease in accrued expenses and other liabilities of RMB26.4 million.

***Investing Activities***

Net cash provided by investing activities in 2013 was RMB10.3 million (US\$1.7 million). Net cash provided by investing activities in 2013 primarily related to the decrease of restricted cash in the amount of RMB665.4 million (US\$109.9 million), the maturities of short-term investments in the amount of RMB1.9 billion (US\$307.8 million) and was offset by (i) cash paid for purchase of property, equipment, software, intangible assets and office building renovation in the amount of RMB348.2 million (US\$57.5 million), (ii) net cash paid for our several strategic business acquisitions and equity investments in 2013 in the amount of RMB391.9 million (US\$64.7 million), (iii) cash paid for purchase of short-term investments in the amount of RMB1.7 billion (US\$282.5 million), (iv) cash paid for capitalized product development cost in the amount of RMB44.2 million (US\$7.3 million) and (v) cash outflow related to disposal of PW Literature in the amount of RMB24.0 million (US\$4.0 million).

Net cash used in investing activities in 2012 was RMB1.7 billion. Net cash used in investing activities in 2012 primarily related to (i) cash paid for purchases of short-term investments in the amount of RMB1.4 billion, (ii) an increase in restricted cash and restricted time deposit of RMB363.8 million to maintain guarantee balance at bank as a collateral for the US dollar short-term bank loans or to meet the requirement of specific business operations, (iii) cash paid for capital contribution of the venture capital fund in the amount of RMB200.0 million, (iv) purchases of property, equipment and software in the amount of RMB108.8 million to support our expanded operations, (v) cash paid for purchases of long-term time deposits in the amount of RMB50.0 million; and was partially offset by the maturities of short-term investments in the amount of RMB470.0 million.

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Net cash used in investing activities in 2011 was RMB502.5 million. Net cash used in investing activities in 2011 primarily related to (i) cash paid for purchases of short-term investments in the amount of RMB788.8 million, (ii) RMB319.7 million net cash paid for our several strategic business acquisitions and equity investment in 2011, (iii) an increase in restricted cash of RMB530.7 million to maintain guarantee balance at the bank as a collateral for the US dollar short-term bank loans, (iv) cash paid for our office building renovation in the amount of RMB88.5 million, (v) purchases of property, equipment and software in the amount of RMB72.9 million to support our expanded operations; and was partially offset by (i) the maturities of short-term investments in the amount of RMB1.0 billion and (ii) RMB293.8 million cash received related to our disposal of our film and television business net of cash disposed and disposal of certain equity investment in 2011.

***Financing Activities***

Net cash used in financing activities was RMB618.4 million (US\$102.2 million) in 2013, primarily related to RMB742.9 million (US\$122.7 million) used to repay short-term bank loans and RMB137.1 million (US\$22.7 million) used to pay dividends to our shareholders, partially offset by RMB216.2 million (US\$35.7 million) cash received from short-term bank loans.

Net cash used in financing activities was RMB375.2 million in 2012, primarily related to RMB409.6 million used to repay short-term bank loans and RMB607.6 million used to pay dividends to our shareholders, partially offset by RMB596.8 million cash received from short-term bank loans.

Net cash generated from financing activities was RMB130.5 million in 2011, primarily related to RMB560.8 million cash received from short-term bank loans, offset by RMB444.3 million used to repurchase our ADSs in the open market under our share repurchase program.

***Capital Expenditures***

We incurred capital expenditures of RMB348.2 million (US\$57.5 million) in 2013. Our capital expenditures in 2013 were used primarily to purchase business office property, servers, computer equipment and intangible assets for the further expansion of our operations. We believe that our current cash and cash equivalents and anticipated cash flow from operations will be sufficient to meet our anticipated cash needs, including our cash needs for working capital and capital expenditures, for at least the next 12 months. We also plan to fund our capital expenditures beyond the next 12 months with cash flows from our operations. We may, however, require additional cash due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our existing cash is insufficient to meet our requirements, we may seek to sell additional equity securities, issue debt securities or borrow from lending institutions.

We incurred capital expenditures of RMB115.4 million in 2012. Our capital expenditures in 2012 were used primarily to purchase servers, computer equipment and intangible assets for the further expansion of our operations.

We incurred capital expenditures of RMB177.8 million in 2011. Our capital expenditures in 2011 were used primarily to purchase servers, computer equipment and intangible assets for the further expansion of our operations and for the renovation of our new office building. The new office building renovation was completed in the first quarter of 2011.

**C. Research and Development, Patents and Licenses**

Our research and development efforts are primarily to keep pace with technological advances in order to make our online game development capabilities and our games competitive in the market. We intend to maintain and strengthen our internal game development capabilities and export more games to more countries and regions. For the years ended December 31, 2011, 2012 and 2013, our research and development expenses were RMB664.4 million, RMB797.1 million and RMB886.1 million (US\$146.4 million), respectively.

Table of Contents**D. Trend Information**

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the period from January 1, 2013 to December 31, 2013 that are reasonably likely to have a material effect on our net revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

**E. Off-Balance Sheet Arrangements**

We are not a party to any financial guarantees or off-balance sheet arrangements as defined by the SEC Financial Reporting Release 67 (FRR-67), "Disclosure in Management's Discussion and Analysis about Off-Balance Sheet Arrangement and Aggregate Contractual Obligations." We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder's equity, or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or research and development services with us.

**F. Tabular Disclosure of Contractual Obligations**

The following table sets forth our contractual obligations and commercial commitments as of December 31, 2013:

	Payment Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
	(in RMB thousands)				
Noncurrent deferred revenues	38,655		38,655		
Contractual lease obligations	304,410	112,977	114,863	71,603	4,967
Other purchase obligations	14,089	13,494	595		
Total	357,154	126,471	154,113	71,603	4,967

In 2011, we entered into a limited partnership agreement to invest up to RMB643.5 million as a limited partner in a venture capital fund over a nine-year period. In early 2013, we increased our committed capital for an additional RMB396.0 million and the investment term was changed to a 12-year period. As of December 31, 2013, we have contributed RMB398.0 million to the venture capital fund. We will contribute the remaining committed capital of RMB641.5 million over the investment term upon the capital call by the general partner. The venture capital fund is managed by one general partner unrelated to us. See "Item 4. Information on the Company History and Development of the Company."

Other than the obligations set forth above, we did not have any material long-term debt obligations, operating lease obligations, purchase obligations or other long-term liabilities as of December 31, 2013.

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The following table sets forth information regarding our executive officers and directors as of the date of this annual report.

<b>Directors and Executive Officer</b>	<b>Age</b>	<b>Position/Title</b>
Michael Yufeng Chi	42	Founder and Chairman of the Board of Directors
Daniel Dong Yang	42	Independent Director
Bing Xiang	51	Independent Director
Han Zhang	51	Independent Director
Robert Hong Xiao	48	Chief Executive Officer
Kelvin Wing Kee Lau	49	Chief Financial Officer
Di He	40	Chief Technology Officer
Qing Li	40	Chief Development Officer
Qi Zhu	41	Chief Publishing Officer, Asia
Alan Chen	53	Chief Publishing Officer, U.S. & Europe
Xiaoyin Lu	35	Chief Artist
Alex Yiran Xu	41	Chief Business Officer

**Biographical Information**

*Mr. Michael Yufeng Chi* is our founder and chairman of the board of directors. Mr. Chi was also our chief executive officer since the inception of our company to August 2012 and then co-CEO until March 2013. Prior to founding our company, Mr. Chi founded Beijing Golden Human Co., Ltd. in 1996, the predecessor of Human Education and Technology Co., Ltd., or Human Education, a leading Chinese education software and education solution provider in China. Mr. Chi has served as the chairman of Human Education since its inception. From 2003 to 2004, Mr. Chi also served as a vice president and the chief technology officer of Tsinghua Unisplendour Corporation Limited, an information technology company listed on the Shenzhen Stock Exchange. In 2011, Mr. Chi was named one of the "2010 Most Influential Individuals in the Chinese Game Industry" at the 2010 China Game Industry Annual Conference. In 2009, Mr. Chi was named one of the "Top 10 Most Influential Individuals in Chinese Online Game Industry for the Past Decade" according to the 2009 Chinese Online Game Industry Survey for the Past Decade conducted in the China Digital Entertainment Exposition and Conference. In 2007, Mr. Chi was named one of the "2007 Most Influential Individuals in Chinese Game Industry" at the China International Digital Content Expo 2007. In 2002, Mr. Chi was named one of the "Outstanding Young Entrepreneurs in Beijing" by the Beijing Youth Federation and the Beijing Young Entrepreneur Association, and one of the "Outstanding Private Entrepreneurs" by the All-China Association of Industry & Commerce and the China Non-Governmental Science Technology Entrepreneurs Association. In 2001, Mr. Chi was named one of the "Outstanding Young Persons of China's Software Industry" by the MIIT and the All-China Youth Federation. Mr. Chi received his bachelor's degree in chemistry from Tsinghua University in 1994 and his MBA degree from China Europe International Business School in 2004.

*Mr. Daniel Dong Yang* has served as our independent director since October 31, 2009. Mr. Yang has been a partner of SAIF Partners, an Asian private equity firm, since 2004 and served as a director from 2001 to 2004. He currently serves as a director of several companies, such as Vancl.com and 58.com, both of which are IT companies located in China. From 2000 to 2001, he served as an investment officer and director of Softbank China Venture Capital, a venture capital firm in China. Mr. Yang received his bachelor's degree in computer science from Tsinghua University in 1995, and his master



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degree in accounting from University of Southern California in 1997. Mr. Yang is a Chartered Financial Analyst.

*Dr. Bing Xiang* has served as our independent director since July 25, 2007. Dr. Xiang has served as an independent director of a number of public companies listed on New York Stock Exchange, Shenzhen Stock Exchange and Hong Kong Stock Exchange, respectively. For example, he is the independent director of Yunnan Baiyao Group Co., Ltd. and Dan Form Holdings Company Limited. Dr. Xiang has been a professor of accounting and Dean at the Cheung Kong Graduate School of Business since 2002. Prior to that, Dr. Xiang was a professor and founding director of EMBA and Executive Education programs at the Guanghua School of Management, Peking University. He has also taught at the Hong Kong University of Science and Technology, Chinese University of Hong Kong and China Europe International Business School. Dr. Xiang received his bachelor's degree from Xi'an University of Transportation in 1983 and a Ph.D. degree in accounting from University of Alberta in 1991.

*Mr. Han Zhang* has served as our independent director since July 2008. Since 2007, Mr. Zhang has served as a partner of Share Capital Partners Ltd., a Chinese venture capital firm. Mr. Zhang served as the general manager of Greatwall Fund Management Co., Ltd., a fund management company in China, from 2004 to 2005. He also served as the deputy general manager of Rongtong Fund Management Co., Ltd., a fund management company in China, from 2001 to 2003. From 1999 to 2000, Mr. Zhang was the general manager assistant and the investment director of Penghua Fund Management Co., Ltd., a fund management company in China. He was the deputy manager of the Finance Department of China National Technical Import & Export Corporation and also the general manager of CNTIC Shanghai Investment Advisory Co., Ltd. from 1994 to 1998. Mr. Zhang received his bachelor's degree in chemistry from the Peking University in 1985 and his EMBA degree from China Europe International Business School in 2004.

*Mr. Robert Hong Xiao* has been with us since May 2008 and has served as our chief executive officer since March 2013. Previously, Mr. Xiao served as our senior vice president in charge of our human resources and administration, later our chief operating officer, and then our co-CEO. Prior to joining us, Mr. Xiao was at Dell (China) Company Limited from 2005 to 2008, first serving as the director of the learning and development department and then as the director of the talent management department. From 2003 to 2005, Mr. Xiao served as the director of people and organizational development department in Philips (China) Investment Co., Ltd. From 2001 to 2003, Mr. Xiao was at Cisco Systems Hong Kong Ltd., first as the manager of the career and leadership development and then as the manager of the leadership and human resources development department. Prior to that, Mr. Xiao served as the manager of the organizational effectiveness department in Cisco Systems (China) Networking Technologies Co., Ltd. from 2000 to 2001. In 2014, Mr. Xiao was voted the winner of the "2013 Outstanding Individual in the Game Industry" in the 2013 Chinese Internet Industry Survey. In 2013, Mr. Xiao was named one of the "2013 Top 10 Influential Individuals in the Chinese Game Industry" at the 2013 China Game Industry Annual Conference and the "2013 Outstanding Entrepreneurs of the Chinese Animation and Game Industry" at the 2013 Annual Conference of Chinese e-Game Industry, respectively. Mr. Xiao received his bachelor's degree in physics from Tsinghua University in 1989, and received his master's and Ph.D. degrees in engineering from University of Southern California, in 1991 and 1995, respectively.

*Mr. Kelvin Wing Kee Lau* has been our chief financial officer since March 2007. Prior to joining us, Mr. Lau was the chief financial officer of Beijing Media Corporation Limited, a company listed on the Stock Exchange of Hong Kong Limited, from 2004 to 2007. From 2000 to 2004, Mr. Lau was a group finance director of Shanghai Ogilvy & Mather Advertising Limited Beijing Branch. He worked for PricewaterhouseCoopers Beijing office as an audit senior manager in 2000 and an audit manager from 1996 to 1999. Mr. Lau received his bachelor's degree in business administration from Hong Kong Baptist University in 1990. He received his EMBA degree in 2011 from Cheung Kong Graduate School

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of Business in China. Mr. Lau is a member of Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants.

*Mr. Di He* has been our chief technology officer since February 2006 in charge of research and development of our Angelica 3D game engine and our game development. Prior to joining us, Mr. He served as the chief technology officer of E-Pie Entertainment and Technology Co., Ltd, a game development company, from 2001 to 2006 and was involved in the programming of several PC games such as "Great Qin Warriors," "Shanghai Dragon" and "War in Burma." From 2004 to 2006, he was seconded to our company and was involved in the development of our game engine and online games. From 1998 to 2001, Mr. He worked part-time with Beijing Golden Human Co., Ltd. and was in charge of development of PC games such as "Honor & Freedom I" and "Honor & Freedom II." Mr. He received his bachelor's and master's degrees in automation from Tsinghua University in 1998 and 2001, respectively.

*Mr. Qing Li* has been with us since February 2006 and is our chief development officer. Prior to joining us, Mr. Li served as the chief design officer of E-Pie Entertainment and Technology Co., Ltd, a game development company, from 2001 to 2006 and was in charge of the design of several PC games such as "Great Qin Warriors," "Shanghai Dragon" and "War in Burma." From 2004 to 2006, he was seconded to our company and in charge of game design. When working with Beijing Golden Human Co., Ltd. from 1998 to 2001, Mr. Li was in charge of the design of several PC games such as "Honor & Freedom I" and "Honor & Freedom II." Mr. Li received his bachelor's degree in engineering physics and master's degree from the Institute of Nuclear Technology at Tsinghua University in 1997 and 2000, respectively. He received his EMBA degree in 2010 from Cheung Kong Graduate School of Business in China.

*Mr. Qi Zhu* has been with us since November 2004 and is our chief publishing officer, Asia, in charge of our game operations and publishing in Asia. Prior to joining us, he served as the vice president of Beijing Qianxiang Tiancheng Technology Co. Ltd., a company engaged in development and services of internet products in 2004. From 2003 to 2004, Mr. Zhu was the deputy general manager of Beijing CIMO Technology Co. Ltd., an internet entertainment company. Before that, he was a marketing director of Beijing Globallink Computer Technology Co., Ltd., a Chinese online game developer and operator, from 2000 to 2003. Mr. Zhu was a branch manager of Lenovo (Beijing) Co. Ltd., a computer company in China, from 1998 to 2000. Mr. Zhu received his bachelor's degree in metal forming from University of Science and Technology Beijing in 1995 and his master's degree in business economics from Chinese Academy of Social Sciences in 1998 in China. In 2009, he received his EMBA degree from Cheung Kong Graduate School of Business in China.

*Mr. Alan Chen* has been with us since January 2008 and is our chief publishing officer, U.S. & Europe, responsible for our game publishing and overall business operations in the U.S. and Europe. He is also the chief executive officer of our U.S. and European subsidiaries. From 2006 to 2007, Mr. Chen served as the chief technology officer of The9 Limited, where he led game development and technical operations. Prior to that, Mr. Chen was an executive vice president of Hewlett-Packard (China) Ltd., where he was in charge of the company's enterprise server and storage business. He also served as vice president of professional services, greater China, at Lucent Technologies (China) Ltd. from 2003 to 2005, and general manager of carrier packet solutions at Nortel Networks (China) Ltd. from 1998 to 2003. Mr. Chen received both his Bachelor's degree and Master's degree in telecommunications engineering from the Beijing University of Posts and Telecommunications in 1982 and 1987, respectively. He received his Ph.D. degree in 1994 in electrical engineering from the University of Ottawa.

*Mr. Xiaoyin Lu* has been with us since February 2006 and is our chief artist. Prior to joining us, Mr. Lu served as the art director of E-Pie Entertainment and Technology Co., Ltd, a game development company, from 2001 to 2006 and was in charge of the art work of several PC games such

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as "Great Qin Warriors," "Shanghai Dragon" and "War in Burma." The trailer animation of "Great Qin Warriors," which was directed by Mr. Lu, won the "Best Visual Effects Award" and the "Best Technological Applications Award" from the Chinese Television Artists Association. From 2004 to 2006, he was seconded to our company and in charge of art management. Mr. Lu received his bachelor's degree in fine art from Zhejiang Normal University in 2001 and EMBA degree from Cheung Kong Graduate School of Business in China in 2010.

*Mr. Alex Yiran Xu* has been with us since March 2010 and is our chief business officer in charge of business development and investment. Previously, Mr. Xu served as our vice president of strategy. Prior to joining us, Mr. Xu served as a director for strategic investment at Giant Interactive Group Inc. from 2008 to 2010. He was one of the founders and served as a director for game development and operations at RealNetworks China from 2005 to 2007, and led business development, investment and new game development at Sohu.com Inc. from 2003 and 2005. Prior to that, Mr. Xu founded multiple startup companies in the internet and game industries and led the development of one of the earliest 3D game engines and 3D games in China. Mr. Xu received his dual bachelor's degree in automation and precision instrument design in 1996 and master's degree in precision instrument design in 1999, both from Tsinghua University, and MBA degree in 2007 from a joint program offered by Tsinghua University and the Chinese University of Hong Kong.

There is no family relationship between any of our executive officers or directors.

**B. Compensation of Directors and Executive Officers**

For the year ended December 31, 2013, we paid an aggregate of approximately RMB34.1 million (US\$5.6 million) and approximately RMB0.6 million (US\$0.1 million) in cash compensation to our senior executive officers and non-executive directors, respectively. For the year ended December 31, 2013, we paid an aggregate of approximately RMB0.6 million (US\$0.1 million) for pension and other social insurance contribution for our senior executive officers pursuant to PRC statutory requirements. For options granted to our officers and directors, see "Item 6. Directors, Senior Management and Employees Compensation of Directors and Executive Officers Share Incentive Plan."

**Employment Agreements**

We have entered into employment agreements with each of our senior executive officers. We may terminate a senior executive officer's employment for cause, at any time, without prior notice or remuneration, for certain acts of the officer, including, but not limited to, material violation of our internal policies, failure to perform agreed duties or embezzlement that cause material damage to us, or a conviction of a crime. A senior executive officer may terminate his or her employment at any time by a 30-day prior written notice. Each senior executive officer is entitled to certain benefits upon termination, including a severance payment equal to a certain specified number of months of his or her then salary, if he or she resigns for certain good reasons specified by the employment agreement or if his or her employment was terminated without causes.

**Share Incentive Plan**

We have adopted a share incentive plan in 2006, or the 2006 Plan, to motivate, attract and retain employees, directors and consultants and to promote the success of our business. In February 2009, we amended and restated the 2006 Plan, under which the maximum number of ordinary shares reserved for future issuances upon exercise of options and other equity incentives granted under the 2006 Plan was increased to 42,145,000 Class B ordinary shares. In November 2009, we further amended the 2006 Plan to increase the maximum number of ordinary shares reserved for future issuances under the plan to 44,645,000 Class B ordinary shares. On August 14, 2010, our shareholders approved a 2010 Share Incentive Plan, or the 2010 Plan, under which 30,000,000 Class B ordinary shares have been reserved

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for future issuance. On November 22, 2013, our shareholders approved a 2013 Share Incentive Plan, or the 2013 Plan, under which 5,024,818 shares have been reserved in the award pool for future issuance. Starting January 1, 2015, the award pool will be increased by a number on the first day of each year equal to 2% of the then total number of Class B ordinary shares outstanding, provided that at no time the unissued shares reserved in the award pool immediately after such annual increase shall exceed 5% of the then total number of Class B ordinary shares outstanding. The following table summarizes, as of March 31, 2014, the outstanding options that we granted to our current directors and executive officers and to other individuals as a group under our 2006 Plan, 2010 Plan and 2013 Plan.

Name	Ordinary Shares Underlying Outstanding Options	Exercise Price (US\$/Share)	Grant Date	Expiration Date
Michael Yufeng Chi	464,000	4.852	July 30, 2009	**
	236,500	4.852	March 3, 2010	***
	160,650	4.292	March 18, 2011	***
	500,000	2.076	August 29, 2012	***
Daniel Dong Yang	*			***
		4.852	December 30, 2009	
Robert Hong Xiao	134,500			***
		4.852	March 3, 2010	
	139,400	4.292	March 18, 2011	***
	187,500	2.076	August 29, 2012	***
	2,440,000	2.2	May 29, 2013	***
Kelvin Wing Kee Lau	*			**
		1.782	March 3, 2009	
	*	4.852	March 3, 2010	***
	*	4.292	March 18, 2011	***
	*	2.076	August 29, 2012	***
	*	2.2	May 29, 2013	***
Di He	*			***
		4.852	March 3, 2010	
	*	2.076	August 29, 2012	***
	*	2.2	May 29, 2013	***
Qing Li	*			***
		4.852	March 3, 2010	
	*	4.292	March 18, 2011	***
	*	2.076	August 29, 2012	***
Qi Zhu	*			***
		2.2	May 29, 2013	
	*	1.782	March 3, 2009	
	*	4.852	March 3, 2010	***
Alan Chen	*			***
		4.852	March 3, 2010	
	*	4.292	March 18, 2011	***
	*	2.076	August 29, 2012	***
	*	2.2	May 29, 2013	***
Xiaoyin Lu	*			***
		4.852	March 3, 2010	
	*	4.292	March 18, 2011	***
	*	2.076	August 29, 2012	***
	2.2	May 29, 2013	***	

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Name	Ordinary Shares Underlying Outstanding Options	Exercise Price (US\$/Share)	Grant Date	Expiration Date
Alex Yiran Xu	*	4.852	March 3, 2010	***
	*	4.292	March 18, 2011	***
	*	2.076	August 29, 2012	***
	*	2.2	May 29, 2013	***
Other individuals as a group	10	0.1	December 6, 2006	**
	1,450	1.782	May 26, 2008	**
	31,200	1.782	October 28, 2008	**
	148,510	0.02	December 1, 2008	**
	673,200	1.782	March 3, 2009	**
	217,375	0.02 - 2.976	May 27, 2009	**
	4,230	4.852	July 30, 2009	**
	2,983,435	4.852	March 3, 2010	***
			May 18, 2010	
			August 19, 2010	
			September 20, 2010	
	2,872,595	4.292	March 18, 2011	***
			June 7, 2011	
	76,565	3.488	August 5, 2011	***
	5,075	1.844	November 24, 2011	***
	63,750	0.02	December 30, 2011	***
	1,695,325	2.076	August 29, 2012	***
	150,000	2.102	March 14, 2013	***
	4,095,000	2.2	May 29, 2013	***
	200,000	2.178	March 21, 2014	***

\*

The options in aggregate held by each of these directors and officers represent less than 1% of our total outstanding shares.

\*\*

Earlier of the tenth anniversary of the grant date (unless an earlier time is set in the option award agreement) or the termination of the optionee's services.

\*\*\*

Earlier of the tenth anniversary of the grant date (unless an earlier time is set in the option award agreement) or three months after the termination of the optionee's services other than for disability or death.

*Plan Administration.* Our board of directors or our compensation committee administers the share incentive plans. The compensation committee or the full board of directors, as appropriate, determines the provisions and terms and conditions of our awards.

*Types of Awards.* The following briefly describes the principal features of the various awards that may be granted under our share incentive plan.

*Options.* Options provide for the right to purchase our ordinary shares at a specified price, and usually will become exercisable in the discretion of our plan administrator in one or more installments after the grant date. The option exercise price may be paid in cash, by check, our ordinary shares which have been held by the option holder for such time as may be required to avoid adverse accounting treatment, other property with value equal to the exercise price, through a broker assisted cash-less exercise or such other methods as our plan administrator may approve from time to time.

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*Restricted Shares.* A restricted share award is the grant of our ordinary shares at a price determined by our plan administrator. A restricted share is nontransferable, unless otherwise determined by our plan administrator at the time of award and may be repurchased by us upon termination of employment or service during a restricted period. Our plan administrator shall also determine in the award agreement whether the participant will be entitled to vote the restricted shares or receive dividends on such shares.

*Restricted Share Units.* Restricted share units represent the right to receive our ordinary shares at a specified date in the future, subject to forfeiture of such right. If the restricted share unit has not been forfeited, then on the date specified in the award agreement we shall deliver to the holder unrestricted ordinary shares which will be freely transferable.

*Termination of the Share Incentive Plan.* Unless terminated earlier, the amended 2006 Plan will expire in 2019, the 2010 Plan will expire in 2020, and the 2013 Plan will expire in 2023. Our board of directors has the authority to amend or terminate these share incentive plans subject to shareholder approval with respect to certain amendments. However, no such action may impair the rights of any recipient of the awards unless agreed by the recipient.

**C. Board Practices**

Every director attended all of the meetings of our board of directors and its committees on which he served after becoming a member of our board. No director is entitled to any severance benefits upon termination of his directorship with us. In 2013, our board of directors held meetings five times.

**Board of Directors**

Our board of directors currently consists of four directors. A director is not required to hold any shares in the company by way of qualification. A director may vote with respect to any contract or transaction in which he is interested, provided that he has disclosed the nature of his interest in such contract or transaction at or prior to its consideration and any vote thereon. The directors may exercise all the powers of the company to borrow money, mortgage its undertaking, property and uncalled capital, and issue debentures or other securities whether outright or as security for any obligation of the company or of any third party.

**Committees of the Board of Directors**

We have established two committees under the board of directors: the audit committee and the compensation committee. We currently do not plan to establish a nominating committee. The independent directors of our company will select and recommend to the board for nomination by the board such candidates as the independent directors, in the exercise of their judgment, have found to be well qualified and willing and available to serve as our directors prior to each annual meeting of our shareholders at which our directors are to be elected or re-elected. In addition, our board of directors has resolved that director nomination be approved by a majority of the board as well as a majority of the independent directors of the board. In compliance with Rule 5605 of the Nasdaq Stock Market Rules, all of the members of each of our board committees are independent directors. We have adopted a charter for each of the board committees. Each committee's members and responsibilities are described below.

*Audit Committee.* Our audit committee consists of Daniel Dong Yang, Bing Xiang and Han Zhang. We have determined that Daniel Dong Yang, Bing Xiang and Han Zhang satisfy the "independence" requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and Rule 5605 of the Nasdaq Stock Market Rules. Our board of directors has determined that Daniel Dong Yang is an audit committee financial expert as defined in the instructions to Item 16A of the Form 20-F. The audit committee oversees our accounting and financial reporting processes and the

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audits of the financial statements of our company. The audit committee is responsible for, among other things:

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

reviewing with the independent auditors any audit problems or difficulties and management's response;

reviewing and approving all proposed related party transactions;

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

reviewing major issues as to the adequacy of our internal controls;

annually reviewing and reassessing our audit committee charter;

meeting separately and periodically with management and the independent auditors; and

reporting regularly to the board of directors.

In 2013, our audit committee held meetings five times.

*Compensation Committee.* Our compensation committee consists of Daniel Dong Yang and Bing Xiang. We have determined that Daniel Dong Yang and Bing Xiang satisfy the "independence" requirements of Rule 5605 of the Nasdaq Stock Market Rules. The compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. Our chief executive officer may not be present at any committee meeting during which their compensation is deliberated. The compensation committee is responsible for, among other things:

reviewing and approving, or recommend to the board of directors for its approval, the total compensation package for our senior executives;

evaluating the appropriate level of compensation for board and committee services by non-employee directors; and

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

In 2013, our compensation committee passed unanimous written resolutions in lieu of meeting twice.

### **Duties of Directors**

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

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

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Our officers are elected by and serve at the discretion of the board of directors. Our directors are not subject to a term of office and hold office until such time as they are removed from office by ordinary resolution or the unanimous written resolution of all shareholders. A director will be removed from office automatically if, among other things, the director (i) becomes bankrupt or makes any arrangement or composition with his creditors; or (ii) dies or is found by our company to be or becomes of unsound mind.



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**D. Employees**

We had 4,967, 4,568 and 4,805 employees as of December 31, 2011, 2012 and 2013, respectively. None of our employees are represented under collective bargaining agreements. We consider our relations with our employees to be good.

**E. Share Ownership**

The following table sets forth information with respect to the beneficial ownership of our ordinary shares (including shares represented by our ADSs), assuming each share is entitled to one vote, as of March 31, 2014, by:

each of our directors and executive officers; and

each person known to us to own beneficially more than 5.0% of our ordinary shares.

	Share Beneficially Owned	
	Number(1)	% (2)
<b>Directors and Executive Officers:</b>		
Michael Yufeng Chi(3)	42,387,585	17.1%
Daniel Dong Yang(4)	*	*
Bing Xiang		
Han Zhang(4)	*	*
Robert Hong Xiao(4)	*	*
Kelvin Wing Kee Lau(4)	*	*
Di He(5)	3,702,070	1.5%
Qing Li(4)	*	*
Qi Zhu(4)	*	*
Alan Chen(4)	*	*
Xiaoyin Lu(4)	*	*
Alex Yiran Xu(4)	*	*
All Directors and Executive Officers as a Group(6)	52,342,750	20.8%
<b>Principal Shareholders:</b>		
Perfect Human Holding Company Limited(7)	41,459,425	16.7%
Fosun International Limited(8)	29,584,280	11.9%
Greenwoods Asset Management Limited(9)	12,440,240	5.0%

\* Less than 1% of our total outstanding shares.

(1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities.

(2) For each person and group included in this table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group by the sum of the number of outstanding Class A ordinary shares and outstanding Class B ordinary shares as of March 31, 2014 and the number of ordinary shares underlying share options held by such person or group that are exercisable within 60 days after March 31, 2014.

(3) Represents 27,542,625 Class A ordinary shares and 13,916,800 Class B ordinary shares held by Perfect Human Holding Company Limited, a British Virgin Islands company controlled by Mr. Michael Yufeng Chi and 928,160 Class B ordinary shares underlying the options granted to Mr. Michael Yufeng Chi which are exercisable within 60 days after March 31, 2014. Perfect Human Holding Company Limited has pledged 13,478,485 Class B ordinary shares to a third-party lender as collateral for certain loans received from the lender. The business address for Mr. Chi is Perfect



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World Plaza, Tower 306, 86 Beiyuan Road, Chaoyang District Beijing 100101, People's Republic of China.

- (4) Represents Class B ordinary shares held and/or issuable upon exercise of all of the options that are exercisable within 60 days after March 31, 2014. The business address for these individuals is Perfect World Plaza, Tower 306, 86 Beiyuan Road, Chaoyang District Beijing 100101, People's Republic of China.
- (5) Represents 2,128,570 Class A ordinary shares and 1,573,500 Class B ordinary shares including Class B ordinary shares held by Mr. He in the form of ADSs and Class B ordinary shares underlying the options granted to Mr. He which are exercisable within 60 days after March 31, 2014. The business address for Mr. He is Perfect World Plaza, Tower 306, 86 Beiyuan Road, Chaoyang District Beijing 100101, People's Republic of China.
- (6) Includes ordinary shares held and issuable upon exercise of all of the options that are exercisable within 60 days after March 31, 2014 held by all of our directors and senior executive officers as a group.
- (7) Represents 27,542,625 Class A ordinary shares and 13,916,800 Class B ordinary shares held by Perfect Human Holding Company Limited, a British Virgin Islands company controlled by Mr. Michael Yufeng Chi. Mr. Michael Yufeng Chi is the sole director of Perfect Human Holding Company Limited. See also note (3) to this table above. The address for Perfect Human Holding Company Limited is P.O. Box 173, Kingston Chambers, Road Town, Tortola, British Virgin Islands.
- (8) Based on the Schedule 13D/A filed with the SEC on February 11, 2014. Fosun International Limited is the beneficial owner of 29,584,280 shares of our Class B ordinary shares in the form of ADSs. Fosun International Limited is a company organized under the laws of the Hong Kong Special Administrative Region of China and its principal business address is Room 808, ICBC Tower, 3 Garden Road, Central, Hong Kong.
- (9) Based on the Schedule 13D/A filed with the SEC on February 11, 2014. Greenwoods Asset Management Limited and its affiliates beneficially owned 12,440,240 shares of our Class B ordinary shares in the form of ADSs. Greenwoods Asset Management Limited is a company organized under the laws of the Cayman Islands and its principal business address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1111-1, Cayman Islands.

Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class B ordinary shares are entitled to one vote per share, while holders of Class A ordinary shares are entitled to 10 votes per share. We issued Class B ordinary shares represented by our ADSs in our initial public offering in July 2007. Holders of our Class A ordinary shares may choose to convert their Class A ordinary shares into the same number of Class B ordinary shares at any time. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company. See "Item 3. Key Information D. Risk Factors Risks Related to Our ADSs Our dual-class ordinary share structure with different voting rights could discourage others from pursuing any change of control transactions that holders of our Class B ordinary shares and ADSs may view as beneficial."

To our knowledge, as of March 31, 2014, approximately 88.2% of our total issued ordinary shares (including shares reserved and set aside for future issuance to employees upon exercise of vested options) were held by a record shareholder in the United States, Deutsche Bank Trust Company Americas, the depository of our ADS program. The number of beneficial owners of our ADSs in the United States is likely to be much larger than the number of the record holder of our ordinary shares in the United States.

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For options granted to our officers and directors, see "Item 6. Directors, Senior Management and Employees Compensation of Directors and Executive Officers Share Incentive Plan."

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

**A. Major Shareholders**

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

**B. Related Party Transactions**

**Contractual Arrangements with PW Network and its Equity Owners**

Various regulations in China currently restrict or prevent foreign-invested entities from holding certain licenses required to operate online games, including internet content provision, internet culture operation and internet publishing licenses. We conduct a portion of our online game and internet content provision businesses in China through PW Software's contractual arrangements with PW Network, one of our variable interest entities. PW Software's relationships with PW Network and its equity owners are governed by the following contractual arrangements entered into in September 2006, as amended and restated in April 2007.

***Exclusive Technology Support and Service Agreement.*** Under the exclusive technology support and service agreement between PW Software and PW Network, PW Software has the exclusive right to provide to PW Network technical support and services related to PW Network's online game operations. PW Software owns the intellectual property rights developed by either PW Software or PW Network in the performance of this agreement. PW Network pays PW Software quarterly service fees, the amount of which is determined by PW Software and PW Network based on the complexity, time spent, contents and value of the technical services provided by PW Software as well as the market price of similar services. This agreement is effective until March 9, 2024 or the early termination by PW Software or by either party due to the other party's insolvency or similar circumstances.

***Development Cooperation Agreement.*** Under the development cooperation agreement between PW Network and PW Software, which was further revised in April 2008, PW Network exclusively engages PW Software to develop software for PW Network's operation. PW Network and PW Software jointly own the intellectual property rights developed by PW Software and shares the proceeds from such rights on an agreed percentage. PW Network pays PW Software monthly service fees, the amount of which is determined by PW Software and PW Network based on the complexity, time spent, cost, contents and value of the development work done by PW Software as well as the market price of similar work. This agreement is effective until March 9, 2024 or the early termination by both parties thereto.

***Business Operation Agreement.*** Under the business operation agreement among PW Software, PW Network and the shareholders of PW Network, PW Software provides guidance and advice on PW Network's daily operations and financial management systems. The shareholders of PW Network must elect the candidates recommended by PW Software as PW Network's directors, and procure the appointment of PW Network's senior executives as per PW Software's designation. Moreover, PW Network and its shareholders agree that without the prior consent of PW Software, PW Network will not engage in any transactions that could materially affect the assets, business, personnel, rights, liabilities or operations of PW Network, including incurrence or assumption of any indebtedness of more than RMB400,000, sale or purchase of any assets or rights, incurrence of any encumbrance on any of its assets or intellectual property rights in favor of a third party, amendment of its articles of association or business scope, or change of its normal operation procedures. The agreement also provides that if any of the agreements between PW Software and PW Network is terminated,

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PW Software is entitled to terminate all of the other agreements between itself and PW Network. This agreement is effective until March 9, 2024 or the early termination by PW Software.

**Call Option Agreement.** Under the call option agreement among the equity owners of PW Network, PW Network and PW Software, the equity owners of PW Network irrevocably granted PW Software or its designated person an exclusive option to purchase from PW Network's equity owners, to the extent permitted under PRC law, all or part of the equity interests in PW Network for the higher of (i) RMB10,000 or (ii) the minimum amount of consideration permitted by the applicable law. PW Software or its designated person has sole discretion to decide when to exercise the option. This agreement is effective until March 9, 2024 or the early termination by all parties thereto.

**Equity Pledge Agreement.** Under the equity pledge agreement among the equity owners of PW Network, PW Network and PW Software, the equity owners of PW Network pledged all of their equity interests in PW Network to PW Software to guarantee PW Network's performance of its obligations under the exclusive technology support and service agreement, the development cooperation agreement, the business operation agreement and the call option agreement. If PW Network or either of its equity owners breaches its respective contractual obligations, PW Software, as pledgee, will be entitled to certain rights, including the right to sell the pledged equity interests. The equity owners of PW Network agreed not to take any actions that would prejudice PW Software's interest. This agreement is effective until March 9, 2024.

**Power of Attorney.** Each equity owner of PW Network has executed a power of attorney to appoint PW Software as its attorney-in-fact to exercise all of its rights as equity owner of PW Network, including voting rights and the rights to transfer any or all of its equity interest in PW Network. The appointment of PW Software as attorney-in-fact will remain effective until the termination of the above business operation agreement or the dissolution of PW Software.

**Contractual Arrangements with PW Digital Technology and its Equity Owners**

We plan to conduct a portion of our online games and internet content provision businesses in China through PW Game Software's contractual arrangements with PW Digital Technology, one of our variable interest entities. PW Game Software's relationships with PW Digital Technology and its equity owners are governed by a series contractual arrangements, including the Business Operation Agreement, Call Option Agreement, Equity Pledge Agreement and Power of Attorney between PW Game Software and PW Digital Technology and its equity owners and the Exclusive Technology Support and Service Agreement and Development Cooperation Agreement between PW Game Software and PW Digital Technology. The terms of these contractual arrangements are substantially the same as the contractual agreements between PW Software and PW Network and its equity owners except that the former agreements were entered into in August 2013, as amended and restated in December 2013, and the term will end on December 10, 2033. In addition, each of PW Digital Technology's equity owners has entered into a loan agreement with PW Game Software, under which PW Game Software agrees to extend RMB9.0 million interest-free loan Mr. Michael Yufeng Chi and RMB1.0 million interest free loan to Mr. Xiaoxi Yang solely for them to fund the capitalization of PW Digital Technology. The term of the loans is twenty years.

**Contractual Arrangements with PW Literature and its Equity Owners**

Various regulations in China currently restrict or prevent foreign-invested entities from holding certain licenses required to operate online reading business, including internet content provision, internet culture operation and internet publishing licenses. We conducted our online reading business in China through PW Software's contractual arrangements with PW Literature, another of our variable interest entities. In July 2011, with the consent of PW Software, each of Messrs Chi and Zhu, the then equity holders of PW Literature, transferred part of their equity interests in PW Literature to

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Mr. Yunfan Zhang who assumed all the rights and obligations as a party to the original contractual agreements. The parties also entered into a new equity pledge agreement and a new power of attorney. The registration of the new equity pledge has been completed in 2012.

The contractual agreements between PW Software and PW Literature and its equity owners are substantially the same as the contractual agreements between PW Software and PW Network and its equity owners and will remain effective until June 2028. In addition, each of Messrs Chi and Zhu entered into a loan agreement with PW Software in May 2008, under which PW Software agreed to make an RMB0.5 million interest-free loan to each of Messrs Chi and Zhu solely for them to fund the capitalization of PW Literature. The term of the loans is twenty years.

In December 2013, we sold PW Literature to Beijing Baidu Netcom Science Technology Co., Ltd., an unrelated party, to sharpen our focus on our core online game development and operation business. Upon the closing of this transaction in December 2013, PW Literature ceased to be our variable interest entity.

**Contractual Arrangements with Perfect Moment and its Equity Owners**

Various regulations in China restrict or prevent foreign-invested entities from engaging in film and television program production and distribution services in China. Before we sold the film and television program production and distribution business in China in August 2011, we conducted these businesses through PW Software's contractual arrangements with our variable interest entities Perfect Moment and PW Pictures. PW Pictures was a wholly owned subsidiary of Perfect Moment.

The Business Operation Agreement, Call Option Agreement, Equity Pledge Agreement and Power of Attorney between PW Software and Perfect Moment and its equity owners and the Exclusive Technology Support and Service Agreement and Development Cooperation Agreement between PW Software and PW Pictures are substantially the same as the contractual agreements between PW Software and PW Network and its equity owners except that the former agreements were entered into in February 2011 and the term will end on August 21, 2026.

In August 2011, Perfect Moment and PW Pictures terminated their contractual agreements with PW Software and subsequently Perfect Moment sold PW Pictures to Beijing Ever Joy Pictures Co., Ltd., which is majority-owned by Mr. Michael Yufeng Chi, our founder and chairman of the board of directors. Upon the completion of the sale, PW Software entered into a new series of contractual arrangements with Perfect Moment to take effective control of Perfect Moment. In September 2011, with the consent of PW Software, one of the equity holders of Perfect Moment, Mr. Tian Liang, transferred his equity interests in Perfect Moment to Mr. Qi Zhu without consideration. Thereafter, Perfect Moment and its new equity holders, namely Mr. Michael Yufeng Chi and Mr. Qi Zhu, entered into a new set of contractual arrangements with PW Software, including a business operation agreement, a call option agreement, an equity pledge agreement and a power of attorney. Perfect Moment, then known as Beijing Perfect Moment Pictures Co., Ltd., no longer had material business operations and changed its name to Beijing Perfect Moment Network Technology Co., Ltd. These contractual arrangements are substantially the same as the contractual agreements between PW Software and PW Network and its equity owners and will remain effective until March 2024. As a result of these contractual arrangements, we are considered to be the primary beneficiary of Perfect Moment and Perfect Moment is a variable interest entity of our company under U.S. GAAP. Accordingly, we consolidate Perfect Moment's results of operations, assets and liabilities in our financial statements.

**Contractual Arrangements with Trendsters Investment and its Equity Owners**

In 2011, we entered into a limited partnership agreement to invest up to RMB643.5 million as a limited partner in a venture capital fund over a nine-year period. The venture capital fund will invest in

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high growth companies in the technology, media and telecommunication industries. In early 2013, we increased our committed capital for an additional RMB396.0 million and the investment term was changed to 12 years. The venture capital fund intends to invest the additional capital received as a limited partner into another private equity fund, which focuses on investment into mature companies in the consumer and retail, financial services, health care, TMT, energy and natural resources, and high value-added manufacturing industries in China. The venture capital fund is managed by a general partner unrelated to us. Because various regulations in China currently restrict or prevent foreign-invested entities from engaging in certain technology, media and telecommunications industries which are the targeted industries of the venture capital fund, we will use Trendsters Investment, a variable interest entity we established in November 2011, as an investment vehicle to hold our investment in the fund. Trendsters Investment does not itself make investment decisions for the fund or involve in the management of the fund. PW Software has entered into a series of contractual agreements with Trendsters Investment and its equity owners, namely Mr. Qing Li and Mr. Qi Zhu, in November 2011. Such contractual arrangements are substantially the same as the contractual arrangements between PW Software and PW Network and its equity owners and will remain effective until August 2026. In addition, each of Messrs Li and Zhu entered into a loan agreement with PW Software in October 2011, under which PW Software agreed to make an RMB0.5 million interest-free loan to each of Messrs Li and Zhu solely for them to fund the capitalization of Trendsters Investment. The term of the loans is twenty years.

**Other Transactions with Certain Directors, Shareholders and Affiliates**

In August 2008, PW Network invested RMB3.0 million for a minority stake in PW Pictures, a newly established Chinese media and entertainment company controlled by Beijing Jiuzhou Kaiyuan Investment Management Co., Ltd., a company controlled by Mr. Ge Song, who was a director of our company between September 2006 to May 2010. In April 2009, PW Network further entered into a capital increase and share transfer agreement with PW Pictures and its majority equity holder, to invest an aggregate of RMB70.0 million in PW Pictures to acquire additional equity in and increase the registered capital of PW Pictures. Upon consummation of the transaction, PW Network holds 89% equity in PW Pictures. In the fourth quarter of 2009, PW Network transferred 9% equity in PW Pictures to the minority interest holder of PW Pictures without additional consideration based on the contingent contractual terms set forth in the capital increase and share transfer agreement. In July 2010, the minority interest holder of PW Pictures transferred the remaining 20% equity in PW Pictures to PW Network for a consideration of approximately RMB16.9 million. Upon consummation of the transaction, PW Pictures became our wholly owned subsidiary.

In August 2011, we sold PW Pictures for a total consideration of RMB360.0 million to Beijing Ever Joy Pictures Co., Ltd., which is majority-owned by Mr. Michael Yufeng Chi, our founder and chairman of the board of directors. The transaction was approved by the board of directors and a special committee consisting of all independent members of our board of directors. The special committee considered a variety of factors, including a valuation report and a fairness opinion letter provided by an international third-party appraisal firm. The transaction is expected to sharpen our focus on our core online game development and operation business. Perfect Moment no longer had material business operations and changed its name to Beijing Perfect Moment Network Technology Co., Ltd.

In April 2010, we invested RMB27.0 million for a 20% equity interest in Zhizhu Network. Shortly before the investment, we made a loan of RMB1.5 million to Zhizhu Network in April 2010 and later made another loan of RMB1.0 million to Zhizhu Network in June 2010. Both of the loans were repaid by Zhizhu Network in July 2010. We also transferred a domain name 178.com, which was owned by us but unused at the time, to Zhizhu Network for no consideration in June 2010. That domain name is currently used by Zhizhu Network for its online game portal services. In early 2010, we entered into a

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framework agreement for placing RMB5.0 million worth of advertisements on Zhizhu Network and prepaid RMB3.0 million to Zhizhu Network in February 2010. We started to make payments for advertising fees to Zhizhu Network on a project by project basis in late 2011. In 2013, the marketing services provided by Zhizhu Network amounted to RMB3.4 million (US\$0.6 million), compared with our total marketing budget of RMB730.0 million (US\$120.5 million) in the same period. Prior to Perfect World's investment in Zhizhu Network, Mr. Michael Yufeng Chi provided interest free personal loans to shareholders of Zhizhu Networks which were largely used by the shareholders of Zhizhu Network to fund Zhizhu Network's operations and were settled by the end of February 2012. The total amount of cash that Mr. Michael Yufeng Chi remitted to the shareholders of Zhizhu Network between 2008 and 2010 was RMB20.98 million, with a substantial majority of them remitted to Mr. Yunfan Zhang, a then shareholder of Zhizhu Network, and the remaining to Mr. Liang Tian, a then shareholder of Zhizhu Network who no longer holds any equity interest in Zhizhu Network, and to Zhizhu Network directly as instructed by Mr. Yunfan Zhang. Mr. Yunfan Zhang transferred all his equity interest in Zhizhu to another shareholder of Zhizhu in December 2012.

In 2011, we extended a RMB7.6 million (US\$1.2 million) 1.5 year loan with annual interest rate of 6% to Unknown Worlds, in which we held minority equity interest. In February 2013, we increased our equity interest in Unknown Worlds to a majority stake.

In 2011, 2012 and 2013, we received office rental income amounted to RMB0.1 million, RMB0.7 million and RMB6.3 million (US\$1.0 million) from PW Pictures, respectively.

In 2013, we acquired 20% of the equity interests in Shanghai Youtang Network Technology Co., Ltd. ("Youtang") and we have significant influence over Youtang. In 2013, license fees paid to Youtang were RMB3.0 million (US\$0.5 million) for several licensed games.

**Employment Agreements**

See "Item 6. Directors, Senior Management and Employees Compensation of Directors and Executive Officers." for a description of the employment agreements we have entered into with our senior executive officers.

**Stock Option Grants**

See "Item 6. Directors, Senior Management and Employees Compensation of Directors and Executive Officers Share Incentive Plan."

**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.



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**Legal Proceedings**

We are subject to legal proceedings, investigations and claims incidental to the conduct of our business from time to time. On March 17, 2011, a patent infringement lawsuit, entitled Abridge Technology v. Metropcs Communications, Inc. et al., Case No. 11-cv-00180 was filed in the United State District Court for the Eastern District of Texas against thirty parties. PW USA is one of the thirty parties in this case. The plaintiff alleges that these thirty parties infringed four of its patents related to conducting electronic commerce using electronic tokens. We settled this case in August 2011.

On February 2, 2012, a Chinese company unrelated to our company sought a court order of attachment against the assets of Jiuzhou Tianyuan, which was later withdrawn in July 2012 according to a court record.

On March 20, 2012, Jiuzhou Tianyuan filed a case against PW Network seeking access to financial and other information of PW Network as an equity holder of PW Network, notwithstanding that it has entered into an equity pledge agreement to pledge all its equity interests in PW Network to PW Software. Jiuzhou Tianyuan withdrew its case in June 2012 and the registration of the equity pledge of Jiuzhou Tianyuan with the relevant administration for industry and commerce was completed in July 2012.

On or around January 8, 2012, a number of anonymous allegations against our company and Mr. Yufeng Chi were posted on certain Chinese language websites. The independent audit committee of the board of directors of our company engaged an international legal counsel to conduct an internal investigation into these allegations. In the process of the investigation, the independent legal counsel consulted with independent forensic accountants and reported its findings directly to the audit committee. The independent legal counsel had no prior relationship with our company. The major findings of the internal investigation include the following:

Perfect World did not overpay for Zhizhu Network's advertising services or equity. While Mr. Michael Yufeng Chi provided interest free personal loans to shareholders of Zhizhu Network to assist Zhizhu Network between 2008 and 2010, which caused Zhizhu Network to be a related party to Perfect World prior to Perfect World's investment in Zhizhu Network, the audit committee did not find any evidence to suggest that Perfect World overpaid for any services provided by Zhizhu Network or Perfect World's investment in 20% of the equity interest in Zhizhu Network.

No evidence suggests any member of Mr. Chi's family received any monetary benefit, improper or otherwise, from Perfect World's office building renovation project. The audit committee did not uncover any evidence that Mr. Chi's family was connected to the contractors retained by Perfect World for the office building renovation project. Additionally, the contractor vetting process by Perfect World was reasonable, including evaluations by independent third parties.

The sale of the film and television business to a company majority owned by Mr. Michael Yufeng Chi was properly conducted and the price was reasonable and fair. Mr. Chi provided proper disclosure of his intentions to acquire the film and television business and conducted himself in accordance with the requirements by the special committee consisted of independent members of Perfect World's board of directors for purposes of reviewing and approving the divestiture of the film and television business. The sale price was determined in a fair and reasonable manner, including a valuation and a fairness opinion by a reputable third-party expert.

No evidence suggests that Mr. Chi improperly evaded taxes. Based on a review of Mr. Chi's tax returns and bank account statements, the audit committee has determined that Mr. Chi disclosed the past sales of Perfect World shares and paid taxes thereon.

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On May 10, 2012, a civil case entitled *Li Hong v. Perfect World Co., Ltd., et al.*, Case No. 12-Cv-3741, was filed in the United States District Court for the Southern District of New York against us and Mr. Michael Yufeng Chi alleging, among other things, federal securities law violations arising from alleged lack of disclosure relating to the transactions with Zhizhu Network and the sale of our film and television business to a company majority owned by Mr. Michael Yufeng Chi referenced above. The plaintiff sought compensatory damages and injunctive relief in the complaint filed in the court. The case was dismissed with prejudice by the court in August 2012.

On February 1, 2013, a Delaware company sued PW USA (*Parallel Networks, LLC v. Perfect World Entertainment, Inc.*, Case No. 13-cv-00182) and ten other companies in related actions for patent infringement in the United State District Court for the District of Delaware. The plaintiff alleged that PW USA's installers, downloaders and/or launchers, which are downloaded by users from our websites in connection with the distribution of our games, infringed two of its patents. We settled this case in June 2013.

In September and December 2013, Shanghai Xuanting Entertainment Information Technology Co., Ltd., an affiliate of Shanda Interactive Entertainment Limited, filed two complaints against PW Literature, alleging that PW Literature had infringed upon its copyrights to certain novels. We believe the cases are without merit and intend to defend the actions vigorously. Regardless of the outcome of these lawsuits, we believe that such proceedings, individually and in the aggregate, when finally resolved, are unlikely to have a material adverse effect on our results of operations, financial position and cash flows.

### **Dividend Policy**

In March 2012, our board of directors approved a change in our dividend policy to reflect our intention to distribute part of the earnings of our wholly owned PRC subsidiaries to our shareholders from time to time. On March 14, 2012, our board of directors declared special cash dividends to our shareholders of record as of the close of business on April 6, 2012, at US\$0.40 per Class A or Class B ordinary share, or US\$2.00 per ADS, each representing five Class B ordinary shares. On April 13, 2012, we distributed the dividends which amounted to RMB607.6 million.

On March 10, 2013, the board of directors declared an annual cash dividends in the aggregate amount of approximately US\$22 million to our shareholders of record as of the close of business on April 8, 2013, at US\$0.09 per Class A or Class B ordinary share, or US\$0.45 per ADS, each representing five Class B ordinary shares. On April 15, 2013, we distributed the dividends which amounted to RMB137.1 million (US\$22.7 million).

On March 8, 2014, the board of directors declared an annual cash dividends in the aggregate amount of approximately US\$24 million to our shareholders of record as of the close of business on April 3, 2014, at US\$0.096 per Class A or Class B ordinary share, or US\$0.48 per ADS, each representing five Class B ordinary shares. The dividends were distributed in cash on April 15, 2014.

We intend to distribute dividends annually in the future. However, the distribution of any future dividends will be at the full discretion of our board of directors and will be dependent upon our financial position, results of operations, available cash, capital requirements and other factors. If we pay any dividends, we will pay our ADS holders to the same extent as holders of our ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our ADSs and ordinary shares, if any, will be paid in U.S. dollars.

### **B. Significant Changes**

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

Table of Contents**ITEM 9. THE OFFER AND LISTING****A. Offering and Listing Details.**

Our ADSs, each representing five of our Class B ordinary shares, have been listed on the Nasdaq since July 26, 2007 under the symbol "PWRD."

The following table provides the high and low trading prices for our ADSs on the Nasdaq for (1) the years 2009, 2010, 2011, 2012 and 2013, (2) each of the four quarters of 2012 and 2013 and (3) each of the past six months.

	Trading Price (\$)	
	High	Low
2009		
Full Year	50.49	8.78
2010		
Full Year	44.63	20.75
2011		
Full Year	29.10	9.00
2012		
Full Year	17.46	8.44
First Quarter	17.46	8.44
Second Quarter	16.7	8.92
Third Quarter	11.8	9.06
Fourth Quarter	11.89	10.00
2013		
Full Year	22.82	9.72
First Quarter	12.73	10.29
Second Quarter	17.76	9.72
Third Quarter	22.82	17.41
Fourth Quarter	20.49	16.26
October	20.49	16.49
November	19.88	16.26
December	19.88	17.06
2014		
January	22.16	17.38
February	23.20	17.69
March	26.25	20.04
April (through April 28, 2014)	22.30	17.20

**B. Plan of Distribution**

Not applicable.

**C. Markets**

Our ADSs, each representing five of our Class B ordinary shares, have been listed on the Nasdaq under the symbol "PWRD."

**D. Selling Shareholders**

Not applicable.



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**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

The following are summaries of material provisions of our currently effective amended and restated memorandum and articles of association, as well as the Companies Law (2013 Revision) insofar as they relate to the material terms of our ordinary shares.

**Registered Office and Objects**

The Registered Office of our company is at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place as our board of directors may from time to time decide. The objects for which our company is established are unrestricted and we have full power and authority to carry out any object not prohibited by the Companies Law (2013 Revision), as amended from time to time, or any other law of the Cayman Islands.

**Board of Directors**

See "Item 6. Directors, Senior Management and Employees."

**Ordinary Shares**

*General.* Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. All of our outstanding ordinary shares are fully paid and non-assessable. Certificates representing the ordinary shares are issued in registered form. Our shareholders who are nonresidents of the Cayman Islands may freely hold and vote their shares.

*Dividends.* The holders of our ordinary shares are entitled to such dividends as may be declared by our board of directors subject to the Companies Law.

*Conversion.* Each Class A ordinary share is convertible into one Class B ordinary share at any time by the holder thereof. Class B ordinary shares are not convertible into Class A ordinary shares under any circumstances. Upon any transfer of Class A ordinary shares by a holder thereof to any person or entity which is not an affiliate of such holder (as defined in our memorandum and articles of association), such Class A ordinary shares shall be automatically and immediately converted into the equal number of Class B ordinary shares. In addition, if at any time our founder and chairman of the board of directors, Mr. Michael Yufeng Chi, and his affiliates collectively own less than 5% of the total number of the issued and outstanding Class A ordinary shares, each issued and outstanding Class A ordinary share shall be automatically and immediately converted into one Class B ordinary share, and we shall not issue any Class A ordinary shares thereafter.

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*Voting Rights.* All of our shareholders have the right to receive notice of shareholders' meetings and to attend, speak and vote at such meetings. In respect of matters requiring shareholders' vote, each Class A ordinary share is entitled to 10 votes, and each Class B ordinary share is entitled to one vote. A shareholder may participate at a shareholders' meeting in person, by proxy or by telephone conference or other communications equipment by means of which all the shareholders participating in the meeting can communicate with each other. At any shareholders' meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required or demanded accordingly.

A quorum for a shareholders' meeting consists of one or more shareholders holding at least one third of the outstanding voting share capital of the Company present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative. We shall, if required by the Companies Law, hold a general meeting of shareholders as our annual general meeting and shall specify the meeting as such in the notices calling it. Our board of directors may call extraordinary general meetings, and they must on shareholders' requisition convene an extraordinary general meeting. A shareholder requisition is a requisition of shareholders holding at the date of deposit of the requisition not less than 20% of the then voting power represented by the issued shares of our company as at that date carries the right of voting at general meetings of our company. Advance notice of at least five days is required for the convening of our annual general meeting and other shareholders' meetings.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of the votes attaching to the ordinary shares cast in a general meeting, while a special resolution requires the affirmative vote of no less than two-thirds of the votes cast attaching to the ordinary shares. A special resolution is required for important matters such as a change of name. Holders of the ordinary shares may effect certain changes by ordinary resolution, including altering the amount of our authorized share capital, consolidating and dividing all or any of our share capital into shares of larger amount than our existing share capital and canceling any shares.

*Transfer of Shares.* Subject to the restrictions of our memorandum and articles of association, as applicable, any of our shareholders may transfer all or any of his or her ordinary shares by an instrument of transfer in writing and executed by or on behalf of the transferor.

Our board of directors may, in their absolute discretion (except with respect to a transfer from a shareholder to its affiliate(s)), decline to register any transfer of shares without assigning any reason therefor. If our board of directors refuses to register a transfer they shall notify the transferee within two months of such refusal. Notwithstanding the foregoing, if a transfer complies with the holder's transfer obligations and restrictions set forth under applicable law (including but not limited to U.S. securities law provisions related to insider trading) and our articles of association, our board of directors shall promptly register such transfer. Further, any director is authorized to confirm in writing addressed to the registered office to authorize a share transfer and to instruct that the register of members be updated accordingly, provided that the transfer complies with the holder's transfer obligations and restrictions set forth under applicable law and our articles of association and such holder is not the director who authorizes the transfer or an entity affiliated with such director. Any director is authorized to execute a share certificate in respect of such shares for and on behalf of our company.

The registration of transfers may be suspended at such time and for such periods as our board of directors may from time to time determine, provided, however, that the registration of transfers shall not be suspended for more than 45 days in any year.

*Liquidation.* On a return of capital on winding up or otherwise (other than on conversion, redemption or purchase of shares), assets available for distribution among the holders of ordinary shares shall be distributed among the holders of the ordinary shares on a pro rata basis. If our assets

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available for distribution are insufficient to repay all of the paid-up capital, the assets will be distributed so that the losses are borne by our shareholders proportionately.

*Calls on Shares and Forfeiture of Shares.* Our board of directors may from time to time make calls upon shareholders for any amounts unpaid on their shares in a notice served to such shareholders at least 14 days prior to the specified time and place of payment. The shares that have been called upon and remain unpaid on the specified time are subject to forfeiture.

*Redemption of Shares.* Subject to the provisions of the Companies Law, we may issue shares on terms that are subject to redemption, at our option or at the option of the holders, on such terms and in such manner as may be determined by special resolution.

*Repurchase of Shares.* Subject to the provisions of the Companies Law and our articles of association, our board of directors may authorize repurchase of our shares in accordance with the manner of purchase specified in our articles of association without seeking shareholder approval.

*Variations of Rights of Shares.* All or any of the special rights attached to any class of shares may, subject to the provisions of the Companies Law, be varied either with the written consent of the holders of at least a majority of the issued shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class.

*Inspection of Books and Records.* No holders of our ordinary shares who is not a director shall have any right of inspecting any of our accounts, books or documents except as conferred by the Companies Law or authorized by the directors or by us in general meeting. However, we will make this annual report, which contains our audited financial statements, available to shareholders and ADS holders. See "Item 10. Additional Information H. Documents on Display."

**C. Material Contracts**

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

**D. Exchange Controls**

See "Item 4. Information on the Company B. Business Overview Government Regulations Regulation of Foreign Currency Exchange and Dividend Distribution."

**E. Taxation**

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

**Cayman Islands Taxation**

According to Maples and Calder, our Cayman Islands counsel, the Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within the jurisdiction of, the Cayman Islands. The Cayman Islands is not party to any double tax treaties that are applicable to any payments made to or

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by our company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

**PRC Taxation**

If we were considered a PRC resident enterprise under the corporate income tax law, our non-resident shareholders and ADS holders may be subject to the withholding tax at the rate of 10% upon the dividends payable by us or upon any gains realized from the transfer of our shares or ADSs, if such income is deemed derived from China, provided that in the case of non-resident enterprise shareholders, (i) such foreign enterprise investor has no establishment or premises in China, or (ii) it has establishment or premises in China but its income derived from China has no real connection with such establishment or premises. If we were required under the corporate income tax law to withhold PRC income tax on our dividends payable to our non-resident enterprise shareholders and ADS holders, or if any gains realized from the transfer of our shares or ADSs by our non-resident enterprise shareholders and ADS holders were subject to the withholding tax, your investment in our shares or ADSs could be materially and adversely affected.

**United States Federal Income Taxation**

The following discussion describes certain U.S. federal income tax consequences to U.S. Holders (defined below) under present law of the acquisition, ownership and disposition of the ADSs or ordinary shares. This summary applies only to U.S. Holders that hold the ADSs or ordinary shares as capital assets (generally, property held for investment) within the meaning of the Internal Revenue Code of 1986, as amended, or the Code, and that have the U.S. dollar as their functional currency. This discussion is based on the tax laws of the United States as in effect on the date of this annual report and including the Code, its legislative history, U.S. Treasury regulations in effect or, in some cases, proposed, as of the date of this annual report, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change or differing interpretation, which change could apply retroactively and could affect the tax consequences described below. No ruling has been sought from the IRS with respect to the U.S. federal income tax consequences described below, and there can be no assurance that the IRS or a court will not take a contrary position.

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

banks;

insurance companies;

broker-dealers;

traders that elect to mark to market;

tax-exempt entities;

persons liable for alternative minimum tax;

U.S. expatriates;

regulated investment companies or real estate investment trusts;

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



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persons who acquired ADSs or ordinary shares pursuant to the exercise of any employee stock options or otherwise as compensation;

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persons that actually or constructively own 10% or more of the total combined voting power of all classes of our voting stock; or

persons holding ADSs or ordinary shares through partnerships (or other entities treated as a partnerships for U.S. federal income tax purposes) or other pass-through entities.

**INVESTORS ARE URGED TO CONSULT THEIR TAX ADVISORS ABOUT THE APPLICATION OF THE U.S. FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF ADSs OR ORDINARY SHARES.**

The discussion below of the U.S. federal income tax consequences to "U.S. Holders" will apply if you are a beneficial owner of ADSs or ordinary shares and you are, for U.S. federal income tax purposes,

an individual who is a citizen or resident of the United States;

a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) organized under the laws of the United States, any state thereof or the District of Columbia;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

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

If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of our ADSs or ordinary shares, the tax treatment of a partner in such partnership will depend on the status of such partner and the activities of such partnership.

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

***Passive Foreign Investment Company***

A non-U.S. corporation, such as our company, will be a "passive foreign investment company," or PFIC, for any taxable year if either (1) at least 75% of its gross income for such year is passive income, or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income. For this purpose, passive income generally includes dividends, interest, certain types of rents and royalties, annuities, net gains from the sale or exchange of property producing such income, net gains from commodity transactions, net foreign currency gains, and net income from notional principal contracts. In addition, cash, cash equivalents, securities held for investment purposes, and certain other similar assets are generally categorized as passive assets.

As we disclosed in our annual report for 2012, we believe that we were a PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2012. In light of our significant cash balances and based on the market price of the ADSs and ordinary shares and the composition of our income and assets, we believe that we may also have been a PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2013. However, because the application of the PFIC rules described above is unclear in many important legal and factual respects, and the required calculations for 2013 yielded results that were close to the line, no assurances may be given in this regard.

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We will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, 25% or more (by value) of the stock. In applying this rule, however, it is not clear whether the contractual arrangements between us and our variable interest entities will be treated as ownership of stock. Although the law in this regard is unclear, we treat our variable interest entities as being owned by us for U.S. federal income tax purposes, not only because we control their management decisions but also because we are entitled to substantially all of the economic benefits associated with these entities, and, as a result, we consolidate these entities' operating results in our consolidated U.S. GAAP financial statements. If it were determined, however, that we were not the owner of our variable interest entities for U.S. federal income tax purposes, we would likely be treated as a PFIC even if we would not otherwise have been treated as a PFIC for that particular year.

We must make a separate determination after the close of each taxable year as to whether we were a PFIC for that year. Accordingly, we may continue to be, or become, a PFIC in 2014 or future taxable years. Whether we are or will be classified as a PFIC in the current or any future taxable year will be determined on the basis of, among other things, the market price of our ADSs or ordinary shares (which may fluctuate considerably), our asset values (including, among other items, the level of cash, cash equivalents, and securities held for investment purposes), and gross income (including whether such income is active versus passive income) for such taxable year, all of which are subject to change. We have not sought a ruling from the Internal Revenue Service, or IRS, with respect to our PFIC status. In the event that we determine that we are not a PFIC in 2014 or in a future taxable year, there can be no assurance that the IRS or a court will agree with our determination.

Provided we are a PFIC for any taxable year during which you hold ADSs or ordinary shares, we generally will continue to be treated as a PFIC with respect to you for all succeeding years during which you hold ADSs or ordinary shares, unless we cease to be a PFIC and you make a "deemed sale" election with respect to the ADSs or ordinary shares, as applicable. If such an election is made, you will be deemed to have sold the ADSs or ordinary shares you hold at their fair market value as of the last day of the last year during which we were a PFIC, and any gain from such deemed sale would be taxed as an "excess distribution" as described below. Any loss from the deemed sale would not be recognized. After the deemed sale election, your ADSs or ordinary shares with respect to which such election was made will generally not be treated as shares in a PFIC unless we subsequently become a PFIC. You are urged to consult your tax advisor regarding our status as a PFIC as well as the consequences of making the deemed sale election.

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

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

the amount allocated to the current taxable year, and any taxable years in your holding period prior to the first taxable year in which we were a PFIC, will be treated as ordinary income, and

the amount allocated to each other year will be subject to tax at the highest tax rate in effect for individuals or corporations, as applicable, for each such year and will be increased by an additional tax equal to interest on the resulting tax deemed deferred with respect to each such other taxable year.

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

If we are treated as a PFIC with respect to you for any taxable year during which you hold the ADSs or ordinary shares and any entity treated as our non-U.S. subsidiary for U.S. federal income tax purposes is also a PFIC, you would generally be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of the PFIC rules to any such entity. U.S. Holders are urged to consult their tax advisors regarding the applicability of the PFIC rules to such entities.

A U.S. Holder of "marketable stock" (defined below) of a PFIC may make a mark-to-market election for such stock to elect, to some degree, out of the tax treatment discussed in the preceding paragraphs. If you make a valid mark-to-market election for the ADSs, you will include in income for each year that we are treated as a PFIC with respect to you an amount equal to the excess, if any, of the fair market value of the ADSs as of the close of your taxable year over your adjusted tax basis in such ADSs. You will be allowed a deduction for the excess, if any, of the adjusted tax basis of the ADSs over their fair market value as of the close of the taxable year. However, deductions will be allowable only to the extent of any net mark-to-market gains on the ADSs included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ADSs, will be treated as ordinary income. Ordinary loss treatment will also apply to the deductible portion of any mark-to-market loss on the ADSs, as well as to any loss realized on the actual sale or disposition of the ADSs, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs. Your tax basis in the ADSs will be adjusted to reflect any such income or loss amounts. Also, the tax rules that apply to distributions by corporations which are not PFICs would generally apply to distributions by us, except that the lower capital gains rate applicable to qualified dividend income (discussed below under "Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares") would not apply. If a U.S. Holder makes a mark-to-market election in respect of a corporation classified as a PFIC and such corporation ceases to be classified as a PFIC, the holder generally will not be required to take into account the mark-to-market gain or loss described above during any period that such corporation is not classified as a PFIC.

The mark-to-market election is available only for "marketable stock," which is stock that is regularly traded (or traded in other than de minimis quantities on at least 15 days during each calendar quarter) on a qualified exchange or other market, as defined in applicable U.S. Treasury regulations. Our ADSs are listed on the NASDAQ, which is a qualified exchange or other market for these purposes. Consequently, if the ADSs continue to be listed on the NASDAQ and are regularly traded, and you are a holder of ADSs, we expect that the mark-to-market election will be available to you, but no assurances may be given in this regard.

Because a mark-to-market election, as a technical matter, cannot be made for any lower-tier PFICs that we may own, you may continue to be subject to the PFIC rules with respect to your indirect interest in any investments held by us that are treated as equity interests in a PFIC for U.S. federal income tax purposes.

In the case of a U.S. Holder that has held ADSs during any taxable year in respect of which we were treated as a PFIC with respect to such U.S. Holder and continues to hold such ADSs (or any portion thereof) and has not previously determined to make a mark-to-market election and who later considers making a mark-to-market election, special tax rules may apply relating to "purging the PFIC taint" of such ADSs.

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We do not intend to provide information necessary for U.S. Holders to make qualified electing fund, or QEF, elections, which, if available, would result in tax treatment different from, and generally less adverse than, the general tax treatment of PFICs described above. If you hold ADSs or ordinary shares in any year in which we are treated as a PFIC with respect to you, temporary regulations generally require you to file IRS Form 8621, and the failure so to file may result in certain adverse U.S. federal income tax consequences to you.

You are urged to consult your tax advisor regarding the application of the PFIC rules to your investment in ADSs or ordinary shares, including the possibility of making a mark-to-market election, the unavailability of the QEF election, and the Form 8621 filing requirement.

The discussion below under "*Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares*" and "*Taxation of Disposition of ADSs or Ordinary Shares*" applies only in the event that we are not classified as a PFIC, nor treated as such with respect to you, for United States federal income tax purposes.

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

Subject to the passive foreign investment company rules discussed above, the gross amount of all our distributions to you with respect to the ADSs or ordinary shares (including the amount of any PRC tax withheld) generally will be included in your gross income as dividend income on the date of actual or constructive receipt by the depository, in the case of ADSs, or by you, in the case of ordinary shares, but only to the extent that the distribution is paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Because we currently do not and do not intend to calculate our earnings and profits under United States federal income tax principles, any distribution paid will generally be treated as a "dividend" for United States federal income tax purposes. Any dividends we pay will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations.

With respect to certain non-corporate U.S. Holders, including individual U.S. Holders, dividends will be "qualified dividend income" that is taxed at the lower applicable capital gains rate, provided that certain conditions are satisfied, including (1) the ADSs are readily tradable on an established securities market in the United States or we are eligible for the benefits of a qualifying income tax treaty with the United States that includes an exchange of information program, (2) we are neither a "passive foreign investment company" nor treated as such with respect to you (as discussed above) for our taxable year in which the dividend is paid and the preceding taxable year, and (3) certain holding period requirements are met. U.S. Treasury guidance indicates that common or ordinary shares, or ADSs representing such shares, are considered for the purpose of clause (1) above to be readily tradable on an established securities market in the United States if they are listed on the NASDAQ, as are our ADSs (but not our ordinary shares). There can be no assurance that our ADSs will be considered readily tradable on an established securities market in later years. If we are treated as a "resident enterprise" for PRC tax purposes under the PRC corporate income tax law, a U.S. Holder may be subject to withholding taxes on dividends paid on our ADSs or ordinary shares. However, we may be eligible for the benefits of the income tax treaty between the United States and the PRC, and dividends we pay on our shares, regardless of whether such shares are represented by ADSs, would be eligible for reduced rates of taxation applicable to qualified dividend income as described above. For more information regarding the PRC corporate income tax law, see "Item 3. Key Information D. Risk Factors Risks Related to Our Business Our global income may be subject to PRC tax under the corporate income tax law, which would have a material adverse effect on our results of operations." You should consult your tax advisors regarding the availability of the lower capital gains rate applicable to qualified dividend income for dividends paid with respect to our ADSs or ordinary shares and in light of our belief that we were a PFIC for our taxable year ended December 31, 2012, and may have continued to be a PFIC for our taxable year ended December 31, 2013.

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Dividends will generally be treated as income from foreign sources for United States foreign tax credit purposes and will generally constitute "passive category income," or, in the case of certain U.S. Holders, "general category income." Depending on your particular facts and circumstances, you may be eligible to claim a U.S. foreign tax credit in respect of any foreign withholding taxes imposed on dividends received on our ADSs or ordinary shares. A U.S. Holder who does not elect to claim a foreign tax credit for foreign tax withheld may instead claim a deduction for U.S. federal income tax purposes in respect of such withholding but only for a year in which the U.S. Holder elects to do so for all creditable foreign income taxes. The rules relating to the determination of the foreign tax credit are complex and you should consult your tax advisors regarding the availability of a foreign tax credit in your particular circumstances.

***Taxation of Disposition of ADSs or Ordinary Shares***

Subject to the passive foreign investment company rules discussed above, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of an ADS or ordinary share equal to the difference, if any, between the amount realized (in U.S. dollars) for the ADS or ordinary share and your tax basis (in U.S. dollars) in the ADS or ordinary share. The gain or loss generally will be capital gain or loss. If you are a non-corporate U.S. Holder, such as an individual U.S. Holder, that has held the ADS or ordinary share for more than one year, you will be eligible for reduced tax rates. The deductibility of capital losses is subject to limitations. Any such gain or loss that you recognize will generally be treated as U.S. source gain or loss for U.S. foreign tax credit limitation purposes, which will generally limit the availability of U.S. foreign tax credits, subject to exceptions and limitations. However, if we are treated as a "resident enterprise" for PRC tax purposes, we may be eligible for the benefits of the income tax treaty between the United States and the PRC. In such event, if PRC withholding tax were to be imposed on any gain from the disposition of the ADSs or ordinary shares, a U.S. Holder that is eligible for the benefits of the income tax treaty between the United States and the PRC may elect to treat the gain as PRC source income. For more information, see "Item 3. Key Information D. Risk Factors Risks Related to Our Business Our global income may be subject to PRC tax under the corporate income tax law, which would have a material adverse effect on our results of operations." You should consult your tax advisors regarding the proper treatment of gain or loss in your particular circumstances.

***Medicare Tax***

Legislation enacted in 2010 generally imposes a 3.8% Medicare tax on a portion or all of the net investment income of certain individuals with a modified adjusted gross income of over US\$200,000 (or US\$250,000 in the case of joint filers or US\$125,000 in the case of married individuals filing separately) and on the undistributed net investment income of certain estates and trusts. For these purposes, net investment income generally includes interest, dividends (including dividends paid with respect to our ADSs or ordinary shares), annuities, royalties, rents, net gain attributable to the disposition of property not held in a trade or business (including net gain from the sale, exchange or other taxable disposition of an ADS or ordinary share) and certain other income, reduced by any deductions properly allocable to such income or net gain. Special rules may apply if we are treated as a PFIC with respect to a U.S. Holder. U.S. Holders are urged to consult their tax advisors regarding the applicability of the Medicare tax to their income and gains in respect of their investment in the ADSs or ordinary shares.

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***Information Reporting and Backup Withholding***

Dividend payments with respect to ADSs or ordinary shares and proceeds from the sale, exchange or redemption of ADSs or ordinary shares may be subject to information reporting to the IRS and possible U.S. backup withholding at a current rate of 28%, unless the conditions of an applicable exception are satisfied. Backup withholding will not apply to a U.S. Holder that furnishes a correct taxpayer identification number and makes any other required certification or that is otherwise exempt from backup withholding. U.S. Holders that are required to establish their exempt status generally must provide such certification on IRS Form W-9. U.S. Holders should consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the IRS and furnishing any required information in a timely manner.

***Additional Tax Reporting Requirements***

Pursuant to the Hiring Incentives to Restore Employment Act of 2010, individual U.S. Holders and certain domestic entities may be required to submit certain information to the IRS with respect to his, her or its beneficial ownership of our ADSs or ordinary shares, if such ADSs or ordinary shares are not held on his, her or its behalf by a financial institution. This law also imposes penalties and potential other adverse tax consequences if a U.S. Holder is required to submit such information to the IRS and fails to do so. You are urged to consult your tax advisors regarding the potential reporting requirements that may be imposed with respect to ownership of ADSs or ordinary shares.

**F. Dividends and Paying Agents**

Not Applicable.

**G. Statement by Experts**

Not Applicable.

**H. Documents on Display**

We previously filed with the SEC our registration statement on Form F-1 (Registration No. 333-144282) and the prospectus under the Securities Act of 1933, with respect to our ordinary shares. We have also filed with the SEC a related registration statement on F-6 (Registration No. 333-144296) to register the ADSs.

We are subject to the periodic reporting and other informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F: (1) within six months after the end of each fiscal year, which is December 31, for fiscal years ending before December 15, 2011; and (2) within four months after the end of each fiscal year for fiscal years ending on or after December 15, 2011. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the Securities and Exchange Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the Commission at 1-800-SEC-0330. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and

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content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

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

We will furnish Deutsche Bank Trust Company Americas, the depository of our ADSs, with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP, and all notices of shareholders' meetings and other reports and communications that are made generally available to our shareholders. The depository will make such notices, reports and communications available to holders of ADSs and, upon our request, will mail to all record holders of ADSs the information contained in any notice of a shareholders' meeting received by the depository from us.

In accordance with Nasdaq Stock Market Rules 5250(d), we will post this annual report on Form 20-F on our website at <http://www.pwr.com>.

**I. Subsidiary Information**

Not applicable.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

***Foreign Exchange Risk***

Most of our revenues and expenses are denominated in RMB. Our exposure to foreign exchange risk primarily relates to cash and cash equivalents denominated in U.S. dollars as a result of our past issuances of preferred shares through a private placement and proceeds from our initial public offering and overseas revenues denominated in U.S. dollars. Therefore, fluctuations in currency exchange rates could have an impact on our financial condition. Fluctuations in exchange rates, particularly between the U.S. dollar and Renminbi, affect our gross and net profit margins and could result in foreign exchange and operating losses. Although in general, our exposure to foreign exchange risks should be limited, the value of your investment in our ADSs will be affected by the foreign exchange rate between U.S. dollars and RMB because the value of our business is effectively denominated in RMB, while the ADSs are traded in U.S. dollars. We recorded a net foreign currency exchange gain of approximately RMB6.7 million (US\$1.1 million) in 2013 principally due to overseas operations in foreign currency resulting from the RMB depreciation and generate licensing revenues in foreign currencies. We may experience additional foreign exchange gain or loss in the future to the extent we hold financial assets denominated in U.S. dollars.

The conversion of Renminbi into foreign currencies, including U.S. dollars, is based on rates set by the People's Bank of China. The PRC government allowed the Renminbi to appreciate by more than 20% against the U.S. dollar between July 2005 and July 2008. Between July 2008 and June 2010, this appreciation was halted and the exchange rate between the Renminbi and the U.S. dollar remained within a narrow band. Since June 2010, the PRC government has allowed the Renminbi to appreciate slowly against the U.S. dollar again though there have been periods recently when the U.S. dollar has appreciated against the Renminbi. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future.

To the extent that we need to convert U.S. dollars into RMB for our operations, appreciation of the RMB against the U.S. dollar would have an adverse effect on the RMB amount we receive from the conversion. We have not used any forward contracts or currency borrowings to hedge our exposure to foreign currency exchange risk. For the year ended December 31, 2013, we recorded RMB46.0 million (US\$7.6 million) of foreign currency translation loss in other comprehensive income.



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If the exchange rate of RMB against the U.S. dollar is 10% higher than those we used in our financial statements, our foreign currency translation loss in other comprehensive income would have been increased by approximately RMB28.3 million.

**Interest Rate Risk**

Our exposure to interest rate risk primarily relates to interest income generated by excess cash invested in demand deposits with original maturities of three months or less. We have not used any significant derivative financial instruments to manage our interest rate risk exposure. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates. However, our future interest income may be different from expectations due to changes in market interest rates.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

**A. Debt Securities**

Not applicable.

**B. Warrants and Rights**

Not applicable.

**C. Other Securities**

Not applicable.

**D. American Depositary Shares**

**Fees and Charges Our ADS holders May Have to Pay**

ADR holders will be charged a fee for each issuance of ADSs, including issuances resulting from distributions of shares, rights and other property, and for each surrender of ADSs in exchange for deposited securities. The fee in each case is \$5.00 for each 100 ADSs (or any portion thereof) issued or surrendered.

The following additional charges shall be incurred by the ADR holders, by any party depositing or withdrawing shares or by any party surrendering ADRs or to whom ADRs are issued (including, without limitation, issuance pursuant to a stock dividend or stock split declared by us or an exchange of stock regarding the ADRs or the deposited securities or a distribution of ADRs), whichever is applicable:

to the extent not prohibited by the rules of any stock exchange or interdealer quotation system upon which the ADSs are traded, a fee of US\$1.50 per ADR or ADRs for transfers of certificated or direct registration ADRs;

a fee of up to US\$0.05 or less per ADS (or portion thereof) for any cash distribution made pursuant to the deposit agreement;

a fee of up to US\$0.05 per ADS per calendar year for services performed by the depositary in administering our ADR program (which fee shall be assessed against holders of ADRs as of the record date set by the depositary not more than once each calendar year and shall be payable in the manner described in the next succeeding provision);

any other charge payable by any of the depositary, any of the depositary's agents, including, without limitation, the custodian, or the agents of the depositary's agents in connection with the servicing of our shares or other deposited securities (which charge shall be assessed against registered holders of our ADRs as of the record date or dates set by the depositary and shall be



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payable at the sole discretion of the depositary by billing such registered holders or by deducting such charge from one or more cash dividends or other cash distributions);

a fee for the distribution of securities (or the sale of securities in connection with a distribution), such fee being in an amount equal to the fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities (treating all such securities as if they were shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the depositary to those holders entitled thereto;

stock transfer or other taxes and other governmental charges;

cable, telex and facsimile transmission and delivery charges incurred at your request;

transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities;

expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars; and

such fees and expenses as are incurred by the depositary (including without limitation expenses incurred in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in delivery of deposited securities or otherwise in connection with the depositary's or its custodian's compliance with applicable laws, rules or regulations.

We will pay all other charges and expenses of the depositary and any agent of the depositary (except the custodian) pursuant to agreements from time to time between us and the depositary. The fees described above may be amended from time to time.

The depositary collects its fees for issuance and cancellation of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions, or by directly billing investors, or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide services until its fees for those services and any other unpaid fees are paid.

**Fees and Other Payments Made by the Depositary to Us**

Our depositary has agreed to reimburse us for the establishment and maintenance of the ADS program and to provide us with assistance in relation to our investor relations program, the training of staff and certain other matters. Further, the depositary has agreed to share with us certain fees payable to the depositary by holders of ADSs. As of December 31, 2013, the aggregate amount payable to us from our depositary was US\$0.8 million, which is to reimburse our investor relations activities spending and other related expenses incurred as a result of the listing of our ADSs on the NASDAQ Global Select Market.

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

None.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

Not Applicable.

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**ITEM 15. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our chief executive officer and chief financial officer have performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this annual report. Based upon that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2013.

**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 defined in Rules 13a-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of any of our 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.

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an assessment of the effectiveness of our internal control over financial reporting based upon criteria established in the "Internal Control Integrated Framework (1992)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management has concluded that our internal control over financial reporting was effective as of December 31, 2013.

PricewaterhouseCoopers Zhong Tian LLP (previously known as PricewaterhouseCoopers Zhong Tian CPAs Limited Company), our independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting as of December 31, 2013, as stated in its report, which appears on page F-2 of this annual report.

**Changes in Internal Control over Financial Reporting**

During the year ended December 31, 2013, there were no changes in our internal control over financial reporting that occurred that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Daniel Dong Yang, an independent director and member of our audit committee, is an audit committee financial expert.

Table of Contents**ITEM 16B. CODE OF ETHICS**

Our board of directors has adopted a code of business conduct and ethics that applies to our directors, officers, employees and agents, including certain provisions that specifically apply to our chief executive officer, chief financial officer, and any other persons who perform similar functions for us. We have posted a copy of our code of business conduct and ethics on our website at <http://www.pwr.com>. We hereby undertake to provide to any person without charge, a copy of our code of business conduct and ethics within ten working days after we receive such person's written request.

**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 PricewaterhouseCoopers Zhong Tian LLP, our principal external auditors, for the periods indicated.

	<b>The Year Ended December 31,</b>	
	<b>2012</b>	<b>2013</b>
Audit fees(1)	US\$1,757,596	US\$1,855,597
All other fees(2)	US\$22,231	US\$32,271

(1) "Audit fees" means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our principal auditors for the audit of our annual financial statements and the review of our comparative interim financial data.

(2) "All other fees" means the aggregate fees billed in relation to the training service in 2012 and consulting service in 2013, respectively.

The policy of our audit committee is to pre-approve all audit and non-audit services provided by PricewaterhouseCoopers Zhong Tian LLP, including audit services, audit-related services, tax services and other services as described above, other than those for *de minimis* services which are approved by the Audit Committee prior to the completion of the audit.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not Applicable.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Not Applicable.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE**

We have followed and intend to continue to follow the applicable corporate governance standards under the Nasdaq Stock Market Rules.

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.



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**PART II.**

**ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

**ITEM 18. FINANCIAL STATEMENTS**

The consolidated financial statements of Perfect World Co., Ltd. and its subsidiaries are included at the end of this annual report.

**ITEM 19. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Document</b>
1.1	Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 1.1 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on June 19, 2009).
1.2	Amendments to the Amended and Restated Memorandum and Articles of Association adopted by the shareholders of the Registrant on November 14, 2009 (incorporated by reference to Exhibit 1.2 of our annual report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on June 14, 2010).
1.3	Amendments to the Amended and Restated Memorandum and Articles of Association adopted by the shareholders of the Registrant on August 21, 2011 (incorporated by reference to Exhibit 1.3 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
2.1	Registrant's Specimen American Depositary Receipt (incorporated by reference to Exhibit A to Exhibit 4.3 from our Registration Statement on Form F-1 Amendment No. 2 (file no. 333-144282) filed with the Securities and Exchange Commission on July 23, 2007).
2.2	Registrant's Specimen Certificate for Ordinary Shares (incorporated by reference to Exhibit 4.2 from our Registration Statement on Form F-1 Amendment No. 1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 11, 2007).
2.3	Form of Amended and Restated Deposit Agreement among the Registrant, the depository and holders of the American Depositary Receipts (incorporated by reference to Exhibit 3.a (1) from our Registration Statement on Form F-6 Amendment No. 1 (file no. 333-144282) filed with the Securities and Exchange Commission on August 23, 2011).
4.1	Amended and Restated Share Incentive Plan, effective November 14, 2009 (incorporated by reference to Exhibit 4.5 of our annual report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on June 14, 2010).
4.2	2010 Share Incentive Plan, effective July 21, 2010 (incorporated by reference to Exhibit 4.4 from our Registration Statement on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on May 9, 2011).
4.3	2013 Share Incentive Plan, effective November 22, 2013 (incorporated by reference to Exhibit 99.6 of Form 6-K (file no. 001-33587) filed with the Securities and Exchange Commission on November 4, 2013).

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<b>Exhibit Number</b>	<b>Description of Document</b>
4.4	Form of Indemnification Agreement with the Registrant's directors (incorporated by reference to Exhibit 10.2 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.5	English Translation of Form of Employment Contract between the Registrant and a Senior Executive Officer of the Registrant (incorporated by reference to Exhibit 10.3 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.6	English Translation of Form of Intellectual Property Right Transfer, Non-Competition and Confidentiality Agreement between PW Network and its Founders (incorporated by reference to Exhibit 10.4 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.7	English Translation of Form of Intellectual Property Right Transfer, Non-Competition and Confidentiality Agreement between PW Software and a Senior Executive Officer (incorporated by reference to Exhibit 10.5 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.8	English Translation of Exclusive Technology Support and Service Agreement between PW Software and PW Network dated as of April 4, 2007 (incorporated by reference to Exhibit 10.6 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.9	English Translation of Development Cooperation Agreement between PW Network and PW Software dated as of April 4, 2007 (incorporated by reference to Exhibit 10.7 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.10	English Translation of Business Operation Agreement among PW Software, PW Network, Beijing Shiji Xiangshu Technology Co., Ltd. and Beijing Jiuzhou Tianyuan Investment Management Co., Ltd. dated as of April 4, 2007 (incorporated by reference to Exhibit 10.8 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.11	English Translation of Call Option Agreement among PW Software, PW Network, Beijing Shiji Xiangshu Technology Co., Ltd. and Beijing Jiuzhou Tianyuan Investment Management Co., Ltd. dated as of April 4, 2007 (incorporated by reference to Exhibit 10.9 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.12	English Translation of Equity Pledge Agreement among PW Software, PW Network, Beijing Shiji Xiangshu Technology Co., Ltd. and Beijing Jiuzhou Tianyuan Investment Management Co., Ltd. dated as of April 4, 2007 (incorporated by reference to Exhibit 10.10 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).
4.13	English Translation of Power of Attorney signed by Beijing Shiji Xiangshu Technology Co., Ltd. and Beijing Jiuzhou Tianyuan Investment Management Co., Ltd. dated as of April 4, 2007 (incorporated by reference to Exhibit 10.11 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 2007).



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<b>Exhibit Number</b>	<b>Description of Document</b>
4.14	English Translation of Supplementary Agreement to the Development Cooperation Agreement between PW Network and PW Software dated as of April 1, 2008 (incorporated by reference to Exhibit 4.31 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on May 16, 2008).
4.15	English Translation of Loan Agreement between PW Software and Mr. Michael Yufeng Chi dated as of May 20, 2008, including a Commitment Letter issued by Mr. Michael Yufeng Chi dated as of April 10, 2009 (incorporated by reference to Exhibit 4.37 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on June 19, 2009).
4.16	English Translation of Loan Agreement between PW Software and Mr. Qi Zhu dated as of May 20, 2008, including a Commitment Letter issued by Mr. Qi Zhu dated as of April 10, 2009 (incorporated by reference to Exhibit 4.38 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on June 19, 2009).
4.17	English Translation of Exclusive Technology Support and Service Agreement between PW Software and PW Literature dated as of June 25, 2008 (incorporated by reference to Exhibit 4.39 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on June 19, 2009).
4.18	English Translation of Development Cooperation Agreement between PW Software and PW Literature dated as of June 25, 2008 (incorporated by reference to Exhibit 4.40 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on June 19, 2009).
4.19	English Translation of Business Operation Agreement among PW Software, PW Literature, Mr. Michael Yufeng Chi and Mr. Qi Zhu dated as of June 25, 2008 (incorporated by reference to Exhibit 4.41 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on June 19, 2009).
4.20	English Translation of Call Option Agreement among PW Software, PW Literature, Mr. Michael Yufeng Chi and Mr. Qi Zhu dated as of June 25, 2008 (incorporated by reference to Exhibit 4.42 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on June 19, 2009).
4.21	English Translation of Equity Transfer Agreement among Mr. Michael Yufeng Chi, Mr. Qi Zhu and Mr. Yunfan Zhang dated as of July 25, 2011 (incorporated by reference to Exhibit 4.22 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.22	English Translation of the Equity Pledge Agreement among PW Software, PW Literature and shareholders of PW Literature effective as of July 25, 2011 (incorporated by reference to Exhibit 4.23 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.23	English Translation of Power of Attorney signed by Mr. Michael Yufeng Chi, Mr. Qi Zhu and Mr. Yunfan Zhang effective as of July 25, 2011 (incorporated by reference to Exhibit 4.24 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).

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<b>Exhibit Number</b>	<b>Description of Document</b>
4.24	English Translation of Exclusive Technology Support and Service Agreement between PW Software and PW Pictures dated as of February 12, 2011 (incorporated by reference to Exhibit 4.26 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on May 9, 2011).
4.25	English Translation of Development Cooperation Agreement between PW Software and PW Pictures dated as of February 12, 2011 (incorporated by reference to Exhibit 4.27 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on May 9, 2011).
4.26	English Translation of Business Operation Agreement among PW Software, Beijing Perfect Moment Pictures Co. Ltd., and shareholders of Beijing Perfect Moment Pictures Co. Ltd., dated as of February 12, 2011 (incorporated by reference to Exhibit 4.28 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on May 9, 2011).
4.27	English Translation of Call Option Agreement among PW Software, Beijing Perfect Moment Pictures Co. Ltd., and shareholders of Beijing Perfect Moment Pictures Co. Ltd. dated as of February 12, 2011 (incorporated by reference to Exhibit 4.29 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on May 9, 2011).
4.28	English Translation of Equity Pledge Agreement among PW Software, Beijing Perfect Moment Pictures Co. Ltd., and shareholders of Beijing Perfect Moment Pictures Co. Ltd. dated as of February 12, 2011 (incorporated by reference to Exhibit 4.30 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on May 9, 2011).
4.29	English Translation of Power of Attorney signed by Mr. Michael Yufeng Chi and Mr. Tian Liang dated as of February 12, 2011 (incorporated by reference to Exhibit 4.31 from our Annual Report on Form 20-F (file no. 001-33587) filed with the Securities and Exchange Commission on May 9, 2011).
4.30	English Translation of Exclusive Technology Support and Service Agreement between PW Software and Perfect Moment dated as of August 1, 2011 (incorporated by reference to Exhibit 4.31 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.31	English Translation of Development Cooperation Agreement between PW Software and Perfect Moment dated as of August 1, 2011 (incorporated by reference to Exhibit 4.32 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.32	English Translation of Business Operation Agreement among PW Software, Perfect Moment and shareholders of Perfect Moment, dated as of December 2, 2011 (incorporated by reference to Exhibit 4.33 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.33	English Translation of Call Option Agreement among PW Software, Perfect Moment and shareholders of Perfect Moment dated as of December 2, 2011 (incorporated by reference to Exhibit 4.34 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).

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<b>Exhibit Number</b>	<b>Description of Document</b>
4.34	English Translation of Equity Pledge Agreement among PW Software, Perfect Moment and shareholders of Perfect Moment dated as of December 3, 2011 (incorporated by reference to Exhibit 4.35 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.35	English Translation of Power of Attorney signed by Mr. Michael Yufeng Chi and Mr. Qi Zhu dated as of December 2, 2011 (incorporated by reference to Exhibit 4.36 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.36	English Translation of Exclusive Technology Support and Service Agreement between PW Software and Trendsters Investment dated as of November 4, 2011 (incorporated by reference to Exhibit 4.37 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.37	English Translation of Development Cooperation Agreement between PW Software and Trendsters Investment dated as of November 4, 2011 (incorporated by reference to Exhibit 4.38 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.38	English Translation of Business Operation Agreement among PW Software, Trendsters Investment and shareholders of Trendsters Investment, dated as of November 4, 2011 (incorporated by reference to Exhibit 4.39 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.39	English Translation of Call Option Agreement among PW Software, Trendsters Investment and shareholders of Trendsters Investment dated as of November 4, 2011 (incorporated by reference to Exhibit 4.40 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.40	English Translation of Equity Pledge Agreement among PW Software, Trendsters Investment and shareholders of Trendsters Investment dated as of November 4, 2011 (incorporated by reference to Exhibit 4.41 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.41	English Translation of Power of Attorney signed by Mr. Qing Li and Mr. Qi Zhu dated as of November 4, 2011 (incorporated by reference to Exhibit 4.42 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.42	English Translation of Loan Agreement between PW Software and Mr. Qing Li and Mr. Qi Zhu dated as of November 4, 2011 (incorporated by reference to Exhibit 4.43 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on May 11, 2012).
4.43	English Translation of Limited Partnership Agreement for Tianjin Trendsters Venture Capital Limited Partnership dated as of December 2, 2011 (incorporated by reference to Exhibit 4.42 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on April 26, 2013).
4.44	English Translation of Amendment to Limited Partnership Agreement for Tianjin Trendsters Venture Capital Limited Partnership dated as of March 5, 2013 (incorporated by reference to Exhibit 4.43 of our annual report on Form 20-F (file no. 001-33587) filed with the SEC on April 26, 2013).
4.45*	English Translation of Exclusive Technology Support and Service Agreement between PW Game Software and PW Digital Technology dated as of December 10, 2013.

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<b>Exhibit Number</b>	<b>Description of Document</b>
4.46*	English Translation of Development Cooperation Agreement between PW Game Software and PW Digital Technology dated as of December 10, 2013.
4.47*	English Translation of Business Operation Agreement among PW Game Software, PW Digital Technology and shareholders of PW Digital Technology dated as of December 10, 2013.
4.48*	English Translation of Call Option Agreement among PW Game Software, PW Digital Technology and shareholders of PW Digital Technology dated as of December 10, 2013.
4.49*	English Translation of Equity Pledge Agreement among PW Game Software, PW Digital Technology and shareholders of PW Digital Technology dated as of December 10, 2013.
4.50*	English Translation of Power of Attorney signed by Mr. Michael Yufeng Chi and Mr. Xiaoxi Yang dated as of December 10, 2013.
4.51*	English Translation of Loan Agreement, dated as of July 30, 2013 between PW Game Software and Mr. Yufeng Chi, and Loan Agreement, dated December 10, 2013, between PW Game Software and Mr. Xiaoxi Yang.
4.52*	Share Purchase Agreement between Shanda SDG Investment Limited and Perfect World Co., Ltd. dated as of April 18, 2014.
4.53*	Adherence Agreement among Perfect World Co., Ltd., Shanda Interactive Entertainment Limited and Primavera Capital (Cayman) Fund I L.P. dated as of April 18, 2014.
8.1*	Subsidiaries of the Registrant.
11.1	Code of Business Conduct and Ethics of the Registrant (incorporated by reference to Exhibit 99.1 from our Registration Statement on Form F-1 (file no. 333-144282) filed with the Securities and Exchange Commission on July 2, 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.
15.1*	Consent of Maples and Calder.
15.2*	Consent of King & Wood Mallesons.
15.3*	Consent of PricewaterhouseCoopers Zhong Tian LLP.
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 herewith.

\*\*  
Furnished herewith.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing its annual report on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

PERFECT WORLD CO., LTD.

By: /s/ ROBERT HONG XIAO

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Name: Robert Hong Xiao  
Title: Chief Executive Officer

Date: April 29, 2014

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders  
of Perfect World Co., Ltd.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income and comprehensive income, changes in shareholders' equity and cash flows present fairly, in all material respects, the financial position of Perfect World Co., Ltd. and its subsidiaries at December 31, 2013 and December 31, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 15 of the accompanying Form 20-F. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) 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.

/s/ PricewaterhouseCoopers Zhong Tian LLP  
Beijing, the People's Republic of China  
April 29, 2014



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## Perfect World Co., Ltd.

## Consolidated Balance Sheets as of December 31, 2012 and December 31, 2013

	Notes	December 31, 2012 RMB	December 31, 2013 RMB	December 31, 2013 US\$ (Note 3-(5))
<b>Assets</b>				
<b>Current assets</b>				
Cash and cash equivalents	3(6),6	799,632,647	1,212,157,293	200,234,120
Restricted cash and time deposits	3(6),5,6	891,462,180	226,100,000	37,349,059
Short-term investments	3(7),6	1,508,884,886	1,307,892,890	216,048,514
Accounts receivable, net	3(9),7	110,286,428	197,715,605	32,660,291
Due from related parties	25	7,542,600	3,393,089	560,498
Prepayments and other assets	8	156,083,903	424,839,088	70,178,418
Deferred tax assets	20(e)	41,585,847	40,387,485	6,671,537
<b>Total current assets</b>		<b>3,515,478,491</b>	<b>3,412,485,450</b>	<b>563,702,437</b>
<b>Non current assets</b>				
Equity investments	3(10),9	227,832,057	470,018,715	77,641,561
Time deposits	6	51,465,395	108,135,489	17,862,710
Restricted time deposits	3(6),5,6	7,814,450	7,597,873	1,255,079
Property, equipment and software, net	3(12),10	1,206,485,419	1,353,740,512	223,622,002
Construction in progress	3(13)	20,326,428	14,051,462	2,321,136
Intangible assets, net	3(14),13	229,013,555	330,718,241	54,630,762
Goodwill	3(16),14	408,829,417	511,270,880	84,455,933
Prepayments and other assets		87,332,624	86,177,977	14,235,588
Deferred tax assets	20(e)	42,427,797	50,830,484	8,396,598
<b>Total assets</b>		<b>5,797,005,633</b>	<b>6,345,027,083</b>	<b>1,048,123,806</b>
<b>Liabilities and Shareholders' Equity</b>				
<b>Current liabilities</b>				
Accounts payable (including amounts of the consolidated variable interest entities ("VIEs") without recourse to the primary beneficiaries of RMB29,885,740 and RMB67,041,366 (US\$11,074,445) as of December 31, 2012 and 2013, respectively.)		70,696,803	95,908,036	15,842,878
Short-term bank loans (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of Nil as of December 31, 2012 and 2013, respectively.)	15	747,974,500	213,391,500	35,249,765
Advances from customers (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB132,509,317 and RMB98,095,951 (US\$16,204,297) as of December 31, 2012 and 2013, respectively.)	3(17)	133,949,512	102,469,102	16,926,690
Salary and welfare payable (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB35,655,483 and RMB46,858,285 (US\$7,740,437) as of December 31, 2012 and 2013, respectively.)		232,137,936	287,057,153	47,418,464
Taxes payable (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB9,865,285 and RMB24,364,827 (US\$4,024,783) as of December 31, 2012 and 2013, respectively.)		49,898,625	59,756,556	9,871,080
Accrued expenses and other liabilities (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB21,732,459 and RMB142,668,385 (US\$23,567,138) as of December 31, 2012 and 2013, respectively.)	16	58,016,741	188,939,187	31,210,530
Due to related parties (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of Nil and RMB41,750 (US\$6,897) as of December 31, 2012	25	150,000	91,750	15,156

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and 2013, respectively.)				
Deferred revenues (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB238,713,834 and RMB577,673,767 (US\$95,424,908) as of December 31, 2012 and 2013, respectively.)	3(18)	365,705,044	742,171,227	122,597,953
Deferred tax liabilities (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB962,240 and RMB262,000 (US\$43,279) as of December 31, 2012 and 2013, respectively.)	20(e)	61,219,290	87,173,299	14,400,003
Deferred government grants (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB458,288 and RMB5,000,000 (US\$825,941) as of December 31, 2012 and 2013, respectively.)		458,287	5,000,000	825,941
<b>Total current liabilities</b>		<b>1,720,206,738</b>	<b>1,781,957,810</b>	<b>294,358,460</b>
<b>Non current liabilities</b>				
Deferred revenues (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB27,581,730 and RMB11,709,845 (US\$1,934,329) as of December 31, 2012 and 2013, respectively.)	3(18)	56,503,584	38,655,431	6,385,422
Deferred tax liabilities (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of Nil and RMB9,087,650 (US\$1,501,173) as of December 31, 2012 and 2013, respectively.)	20(e)	6,875,864	13,408,787	2,214,974
Other long-term liabilities (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of RMB1,630,000 and RMB1,000,000 (US\$165,188) as of December 31, 2012 and 2013, respectively.)		1,619,438	2,800,000	462,527
<b>Total liabilities</b>		<b>1,785,205,624</b>	<b>1,836,822,028</b>	<b>303,421,383</b>
<b>Commitments and contingencies</b>	26			
<b>Shareholders' Equity</b>				
Ordinary shares (US\$0.0001 par value, 10,000,000,000 shares authorized, 29,671,195 Class A ordinary shares issued and outstanding, 212,376,660 Class B ordinary shares issued and outstanding as of December 31, 2012; 29,671,195 Class A ordinary shares issued and outstanding, 217,308,865 Class B ordinary shares issued and outstanding as of December 31, 2013)	18	193,960	197,003	32,543
Additional paid-in capital	18	329,804,508	452,966,738	74,824,775
Statutory reserves	3(23)	272,938,726	312,339,625	51,594,830
Accumulated other comprehensive loss	3(4)	(80,543,186)	(126,536,702)	(20,902,374)
Retained earnings		3,466,189,747	3,832,064,435	633,011,949
<b>Total Perfect World Shareholders' Equity</b>		<b>3,988,583,755</b>	<b>4,471,031,099</b>	<b>738,561,723</b>
Non-controlling interests		23,216,254	37,173,956	6,140,700
<b>Total Shareholders' Equity</b>		<b>4,011,800,009</b>	<b>4,508,205,055</b>	<b>744,702,423</b>
<b>Total Liabilities and Shareholders' Equity</b>		<b>5,797,005,633</b>	<b>6,345,027,083</b>	<b>1,048,123,806</b>

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

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## Perfect World Co., Ltd.

## Consolidated Statements of Income and Comprehensive Income for the years ended December 31, 2011, 2012 and 2013

	Notes	For the years ended December 31,			
		2011 RMB	2012 RMB	2013 RMB	2013 US\$(Note 3-(5))
<b>Revenues</b>					
Online game operation revenues		2,708,506,602	2,499,418,794	2,800,321,186	462,580,106
Licensing revenues		246,823,270	171,563,574	149,317,502	24,665,494
Other revenues		28,106,785	99,603,687	103,024,305	17,018,403
<b>Total Revenues</b>	3(17)	2,983,436,657	2,770,586,055	3,052,662,993	504,264,003
<b>Cost of revenues</b>	3(19)	(479,877,083)	(539,935,810)	(711,648,433)	(117,555,947)
<b>Gross profit</b>		2,503,559,574	2,230,650,245	2,341,014,560	386,708,056
<b>Operating expenses</b>					
Research and development expenses	3(20)	(664,354,758)	(797,067,359)	(886,083,719)	(146,370,603)
Sales and marketing expenses	3(24)	(492,313,417)	(520,619,687)	(729,657,246)	(120,530,790)
General and administrative expenses		(292,622,061)	(306,255,965)	(310,043,825)	(51,215,591)
Goodwill impairment			(40,769,946)	(77,290,117)	(12,767,418)
Total operating expenses		(1,449,290,236)	(1,664,712,957)	(2,003,074,907)	(330,884,402)
<b>Operating profit</b>		1,054,269,338	565,937,288	337,939,653	55,823,654
<b>Other income / (expenses)</b>					
Share of loss from equity investments		(1,574,506)	(5,334,495)	(15,198,149)	(2,510,555)
Interest income		72,522,104	94,565,745	93,212,910	15,397,676
Interest expense		(6,606,336)	(21,866,732)	(7,674,899)	(1,267,803)
Others, net	17	45,499,424	60,276,060	83,680,334	13,823,006
Total other income		109,840,686	127,640,578	154,020,196	25,442,324
<b>Income before tax</b>		1,164,110,024	693,577,866	491,959,849	81,265,978
Income tax expense	3(22),20(d)	(161,704,455)	(116,119,365)	(69,997,794)	(11,562,812)
<b>Income from continuing operations, net of tax</b>		1,002,405,569	577,458,501	421,962,055	69,703,166
<b>Discontinued operations</b>					
Loss from discontinued operations, net of tax	3(30),12	(22,342,889)	(30,214,733)	(44,322,061)	(7,321,483)
Gain from disposal of discontinued operations, net of tax				166,288,268	27,468,865
(Loss) / income from discontinued operations, net of tax		(22,342,889)	(30,214,733)	121,966,207	20,147,382

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<b>Net Income</b>		980,062,680	547,243,768	543,928,262	89,850,548
Net loss / (income) attributable to the non-controlling interests		3,923,735	(6,593,580)	(1,514,629)	(250,199)
<b>Net income attributable to the Company's shareholders</b>		983,986,415	540,650,188	542,413,633	89,600,349
<b>Net Income</b>		980,062,680	547,243,768	543,928,262	89,850,548
Other comprehensive income / (loss): Foreign currency translation adjustment	3(4)	5,525,927	(20,112,491)	(45,993,516)	(7,597,588)
<b>Comprehensive income</b>	3(29)	985,588,607	527,131,277	497,934,746	82,252,960
Comprehensive loss / (income) attributable to non-controlling interests		3,923,735	(6,593,580)	(1,514,629)	(250,199)
<b>Comprehensive income attributable to the Company's shareholders</b>		989,512,342	520,537,697	496,420,117	82,002,761
<b>Net earnings per share, basic</b>					
Continuing operations		4.13	2.39	1.72	0.28
Discontinued operations		(0.09)	(0.13)	0.50	0.08
Total earnings per share, basic		4.04	2.26	2.22	0.36
<b>Net earnings per share, diluted</b>					
Continuing operations		3.94	2.35	1.70	0.28
Discontinued operations		(0.09)	(0.12)	0.49	0.08
Total earnings per share, diluted		3.85	2.23	2.19	0.36
<b>Net earnings per ADS, basic</b>					
Continuing operations		20.63	11.94	8.62	1.42
Discontinued operations		(0.45)	(0.63)	2.50	0.41
Total earnings per ADS, basic		20.18	11.31	11.12	1.83

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<b>Net earnings per ADS, diluted</b>				
Continuing operations	19.70	11.77	8.49	1.40
Discontinued operations	(0.43)	(0.62)	2.46	0.41
<b>Total earnings per ADS, diluted</b>				
	19.27	11.15	10.95	1.81
<b>Shares used in calculating basic net earnings per share</b>				
	243,765,093	239,119,233	243,958,465	243,958,465
<b>Shares used in calculating diluted net earnings per share</b>				
	255,380,327	242,495,660	247,712,898	247,712,898
<b>Amount attributable to the Company's shareholders:</b>				
Income from continuing operations, net of tax	1,005,977,648	570,864,921	420,447,426	69,452,967
(Loss) / income from discontinued operations, net of tax	(21,991,233)	(30,214,733)	121,966,207	20,147,382
<b>Net income</b>				
	983,986,415	540,650,188	542,413,633	89,600,349

<b>Total share-based compensation cost included in:</b>		3(21),19		
Cost of revenues	(6,362,169)	(4,570,357)	(3,671,402)	(606,472)
Research and development expenses	(47,533,344)	(34,818,684)	(34,243,440)	(5,656,613)
Sales and marketing expenses	(15,228,350)	(10,111,863)	(12,351,112)	(2,040,258)
General and administrative expenses	(35,612,664)	(21,643,688)	(25,627,116)	(4,233,298)
(Loss) / income from discontinued operations, net of tax			(21,450,000)	(3,543,288)

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

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**Perfect World Co., Ltd.**  
**Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2011, 2012 and 2013**

	Class A and Class B ordinary shares		Treasury stock		Additional paid-in capital	Statutory reserve	Accumulated other comprehensive (loss)/income	Retained earnings	Non- controlling interest	Total shareholders' equity
	Shares	Amount RMB	Shares	Amount RMB						
<b>Balance as of January 1, 2011</b>	251,011,080	199,791			493,089,324	239,264,390	(65,956,622)	2,582,851,059	110,140,050	3,359,587,992
Net profit								983,986,415	(3,923,735)	980,062,680
Foreign currency translation gain							5,525,927			5,525,927
Share-based compensation cost					105,298,256					105,298,256
Appropriation to statutory reserves						31,541,131		(31,541,131)		
Ordinary shares issued upon exercise of employee stock options	1,730,880	1,104			8,989,416					8,990,520
Repurchase of shares			(21,832,745)	(444,283,323)						(444,283,323)
Cancellation of repurchased shares	(21,832,745)	(13,947)	21,832,745	444,283,323	(444,269,376)					
Change in the Company's economic interests in an affiliate (Note 11-(3))									8,090,000	8,090,000
Disposal of film and television business (Note 12-(1))					48,813,417	(2,790,728)		2,790,728	(92,860,964)	(44,047,547)
Capital contribution from non-controlling interest and VIE shareholders					500,000				5,684,165	6,184,165
<b>Balance as of December 31, 2011</b>	230,909,215	186,948			212,421,037	268,014,793	(60,430,695)	3,538,087,071	27,129,516	3,985,408,670
Net profit								540,650,188	6,593,580	547,243,768
Foreign currency translation loss							(20,112,491)			(20,112,491)
Share-based compensation cost					71,144,592					71,144,592

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Appropriation to statutory reserves			4,923,933		(4,923,933)				
Ordinary shares issued upon exercise of employee stock options	11,138,640	7,012	45,849,541						45,856,553
Dividends to shareholders (Note 24)					(607,623,579)				(607,623,579)
Change in the Company's economic interests in an affiliate (Note 1, Note 11-(3))			389,338			(10,509,842)			(10,120,504)
Capital contribution from VIE shareholders						3,000			3,000
<b>Balance as of December 31, 2012</b>	<b>242,047,855</b>	<b>193,960</b>	<b>329,804,508</b>	<b>272,938,726</b>	<b>(80,543,186)</b>	<b>3,466,189,747</b>	<b>23,216,254</b>		<b>4,011,800,009</b>
Net profit						542,413,633	1,514,629		543,928,262
Foreign currency translation loss					(45,993,516)				(45,993,516)
Share-based compensation cost			75,893,070				21,450,000		97,343,070
Appropriation to statutory reserves				39,400,899		(39,400,899)			
Ordinary shares issued upon exercise of employee stock options	4,932,205	3,043	47,269,160						47,272,203
Dividends to shareholders (Note 24)						(137,138,046)			(137,138,046)
Change in the Company's economic interests in affiliates (Note 1, Note 11-(5), Note 12-(2))							(9,006,927)		(9,006,927)
<b>Balance as of December 31, 2013</b>	<b>246,980,060</b>	<b>197,003</b>	<b>452,966,738</b>	<b>312,339,625</b>	<b>(126,536,702)</b>	<b>3,832,064,435</b>	<b>37,173,956</b>		<b>4,508,205,055</b>

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





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	For the years ended December 31,			
	2011 RMB	2012 RMB	2013 RMB	2013 US\$ (Note 3-(5))
<b>Cash flows from operating activities:</b>				
Net income	980,062,680	547,243,768	543,928,262	89,850,548
Adjustments for:				
Share-based compensation cost	104,736,527	71,144,592	97,343,070	16,079,930
Depreciation and amortization expense	170,029,747	183,116,153	200,173,823	33,066,360
Exchange loss / (gain)	7,994,077	(3,334,352)	(6,677,643)	(1,103,068)
Share of loss from equity investments	1,574,506	5,334,495	15,198,149	2,510,555
Goodwill impairment		40,769,946	77,290,117	12,767,418
Impairment of intangible assets and other long-lived assets		20,969,607	23,898,022	3,947,672
Loss from disposal of property, equipment and software	2,037,189	1,717,286	625,332	103,297
Deferred income tax	57,648,595	(11,042,445)	17,461,751	2,884,476
Gain from disposal of discontinued operations, net of tax			(166,288,268)	(27,468,865)
Changes in assets and liabilities:				
Accounts receivable	(832,797)	32,371,438	(80,989,868)	(13,378,573)
Current prepayments and other assets	(115,445,371)	(51,451,855)	(126,121,310)	(20,833,756)
Film and television cost	(28,837,856)			

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