

Edgar Filing: SOHU COM INC - Form SC 13D/A

SOHU COM INC
Form SC 13D/A
November 07, 2002

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Sohu.com Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

83408W 10 3

(CUSIP Number)

Scott D. Clemens
Baker & McKenzie
14th Floor, Hutchison House
10 Harcourt Road, Hong Kong

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

October 11, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of (S)240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (S)240.13d-7 for other parties to whom copies are to be sent.

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

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

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CUSIP No. 83408W 10 3

Schedule 13D/A

Page 2 of 11 pages

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only).

Hong Kong Jade Bird Science and Technology Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Hong Kong

CUSIP No. 83408W 10 3

Schedule 13D/A

Page 3 of 11 pages

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power

0

8. Shared Voting Power

0

9. Sole Dispositive Power

0

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. 83408W 10 3

Schedule 13D/A

Page 4 of 11 pages

Hong Kong Jade Bird Science and Technology Limited (the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on April 23, 2001, as amended by Amendment No. 1 to Schedule 13D filed with the Securities and Exchange Commission on May 21, 2001, with respect to the Common Stock (the "Common Stock") of Sohu.com Inc. (the "Issuer").

Item 2. Identity and Background

(a) Name of Person Filing:

Hong Kong Jade Bird Science and Technology Limited (the "Reporting Person"). The Reporting Person is a wholly-owned subsidiary of Beijing Beida Jade Bird Limited, a company organized under the laws of the People's Republic of China ("Beijing Beida").

(b) Address of Principal Business Office:

Unit 02, 7th Floor, Asia Pacific Center
8 Wyndham Street
Central, Hong Kong

(c) Principal Business:

The principal business of the Reporting Person is investment holding.

(d) Criminal Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person or Beijing Beida has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person or Beijing Beida has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Place of Organization:

Hong Kong

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Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. Attached hereto as Appendix B is information required by this Item 2 with respect to the executive officers and directors of Beijing Beida.

CUSIP No. 83408W 10 3

Schedule 13D/A

Page 5 of 11 pages

Item 5. Interest in Securities of the Issuer

(a) Amount Beneficially Owned: 0
Percent of Class: 0%

(b) Sole power to vote, direct the vote of, dispose of, or direct the disposition of shares: 0
Shared power to vote, direct the vote of, dispose of, or direct the disposition of shares: 0

(c) Recent Transactions:

The Reporting Person sold 6,720,386 shares of Common Stock at a price of \$1.65 per share on October 11, 2002, pursuant to a Prospectus forming a part of a Registration Statement on Form S-3 effective under the Securities Act of 1933.

(d) Rights with Respect to Dividends or Sales Proceeds:

Not Applicable.

(e) Date of Cessation of Five Percent Beneficial Ownership:

October 11, 2002

CUSIP No. 83408W 10 3

Schedule 13D/A

Page 6 of 11 pages

Signature

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

Dated as of November 6, 2002

HONG KONG JADE BIRD SCIENCE AND
TECHNOLOGY LIMITED

By: /s/ Zhang Wan Zhong

Zhang Wan Zhong
Director

CUSIP No. 83408W 10 3

Schedule 13D/A

Page 7 of 11 pages

APPENDIX A

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Executive Officers and Directors of Hong Kong Jade Bird Science and Technology Limited

The following is a list of all Executive Officers and Directors of Hong Kong Jade Bird Science and Technology Limited and certain other information with respect to each Executive Officer and Director. All Executive Officers and Directors are citizens of the People's Republic of China.

| Name and Title | Principal Occupation and Business Address |
|--|---|
| Xu Zhen Dong Chief Executive Officer and Director | Chief Executive Officer and Director Hong Kong Jade Bird Science and Technology Limited Unit 02, 7th Floor, Asia Pacific Center 8 Wyndham Street Central, Hong Kong President and Director Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Xu Zhi Xiang Director | Executive President Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Ni Jin Lei Director | Vice President Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Zhang Wan Zhong Director | Director Hong Kong Jade Bird Science and Technology Limited Unit 02, 7th Floor, Asia Pacific Center 8 Wyndham Street Central, Hong Kong Vice President Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Wong King King Director | Vice President Infocast Limited 20th Floor, Western Harbour Centre 181 - 183 Connaught Road West Hong Kong |

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APPENDIX B

Executive Officers and Directors of Beijing Beida Jade Bird Limited

The following is a list of all Executive Officers and Directors of Beijing Beida Jade Bird Limited and certain other information with respect to each Executive Officer and Director. All Executive Officers and Directors are citizens of the People's Republic of China.

| Name and Title | Principal Occupation and Business Address |
|---|---|
| Xu Zhen Dong President and Director | President and Director Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| | Chief Executive Officer and Director Hong Kong Jade Bird Science and Technology Limited Unit 02, 7th Floor, Asia Pacific Center 8 Wyndham Street Central, Hong Kong |
| Xu Zhi Xiang Executive President | Executive President Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Chen Zhong Chief Technology Officer and Director | Chief Technology Officer and Director Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Fan Yi Min Chief Operating Officer | Chief Operating Officer Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Liu Yong Jin Senior Vice President | Senior Vice President Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |

CUSIP No. 83408W 10 3

Schedule 13D/A

Page 9 of 11 pages

| Name and Title | Principal Occupation and Business Address |
|--|---|
| Zhang Yong Li Senior Vice President | Senior Vice President Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center |

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Haidian District, Beijing 100080
People's Republic of China

Zhou Yan Jun
Senior Vice President

Senior Vice President
Beijing Beida Jade Bird Limited
14th Floor, Beida Pacific Science and Technology Center
Haidian District, Beijing 100080
People's Republic of China

Xu Er Hui
Senior Vice President

Senior Vice President
Beijing Beida Jade Bird Limited
14th Floor, Beida Pacific Science and Technology Center
Haidian District, Beijing 100080
People's Republic of China

Hou Qi
Vice President

Vice President
Beijing Beida Jade Bird Limited
14th Floor, Beida Pacific Science and Technology Center
Haidian District, Beijing 100080
People's Republic of China

Zhang Wan Zhong
Vice President

Vice President
Beijing Beida Jade Bird Limited
14th Floor, Beida Pacific Science and Technology Center
Haidian District, Beijing 100080
People's Republic of China

Director
Hong Kong Jade Bird Science and Technology Limited
Unit 02, 7th Floor, Asia Pacific Center
8 Wyndham Street
Central, Hong Kong

Miao Li
Vice President

Vice President
Beijing Beida Jade Bird Limited
14th Floor, Beida Pacific Science and Technology Center
Haidian District, Beijing 100080
People's Republic of China

Liu Yue
Vice President

Vice President
Beijing Beida Jade Bird Limited
14th Floor, Beida Pacific Science and Technology Center
Haidian District, Beijing 100080
People's Republic of China

CUSIP No. 83408W 10 3

Schedule 13D/A

Page 10 of 11 pages

Name and Title

Principal Occupation and Business Address

Ni Jin Lei
Vice President

Vice President
Beijing Beida Jade Bird Limited
14th Floor, Beida Pacific Science and Technology Center
Haidian District, Beijing 100080
People's Republic of China

Chen Shu Xin
Vice President

Vice President
Beijing Beida Jade Bird Limited

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| | |
|---|---|
| | 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Xiang Lei Vice President | Vice President Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Zhang Jian Buo Vice President | Vice President Beijing Beida Jade Bird Limited 14th Floor, Beida Pacific Science and Technology Center Haidian District, Beijing 100080 People's Republic of China |
| Yang Fu Qing Chairman of the Board | Professor Beijing University Haidian District, Beijing 100080 People's Republic of China |
| Xing Huan Lou Vice Chairman of the Board | Chief Executive Officer and Director Beijing International Electricity Development Investment Tianyin Plaza, A2 South Fuxingmen Street Xicheng District, Beijing People's Republic of China |
| Peng Xi Zhong Vice Chairman of the Board | Chairman of the Board Beijing Da Xing Industrial Development Zone Development Management Company East Kangzhuang Crossing Daxing County, Beijing People's Republic of China |
| Wang Yang Yuan Director | Professor Beijing University Haidian District, Beijing 100080 People's Republic of China |

CUSIP No. 83408W 10 3

Schedule 13D/A

Page 11 of 11 pages

| Name and Title | Principal Occupation and Business Address |
|--------------------------|---|
| Yang Yu Lu Director | Vice President Beijing Integrated Investment Company 44 Exhibition Center Road Xicheng District, Beijing People's Republic of China |
| Li Ping Fang Director | Office of Commercial Operations Beijing University Haidian District, Beijing 100080 People's Republic of China |
| Cai Lian Jun Director | President Beijing Da Xing Industrial Development Zone Development Management Company |

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East Kangzhuang Crossing
Daxing County, Beijing
People's Republic of China

Wang Jian Hua
Director

President
Beijing Zhong Xie Tian Di Investment Company Limited
21 Andingmenwai Street
Dongcheng District, Beijing
People's Republic of China

Zhang Li
Director

Manager, Division of Investments
Beijing Integrated Investment Company
44 Exhibition Center Road
Xicheng District, Beijing
People's Republic of China

Wei Dong
Director

Chairman of the Board
Yong Jin Group
Fujia Economic Development Zone
Xiaozheng Town, Qingpu County, Shanghai
People's Republic of China