

SHANDA INTERACTIVE ENTERTAINMENT LTD

Form SC 13E3

December 05, 2011

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13E-3**

**RULE 13e-3 TRANSACTION STATEMENT**

**(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)**

**Shanda Interactive Entertainment Limited**

(Name of the Issuer)

**Shanda Interactive Entertainment Limited**

**Tianqiao Chen**

**Qian Qian Chrissy Luo**

**Danian Chen**

**Premium Lead Company Limited**

**New Era Investment Holding Ltd.**

**Shanda Media Limited**

**Shanda Investment International Ltd.**

**Silver Rose Investment Limited**

**Crystal Day Holdings Limited**

**Fortune Capital Holdings Enterprises Limited**

**First Step Services Limited**

(Names of Persons Filing Statement)

**Ordinary Shares, par value \$0.01 per share**

**American Depositary Shares, each representing two Ordinary Shares**

(Title of Class of Securities)

**81941Q203<sup>1</sup>**

(CUSIP Number)

<sup>1</sup> This CUSIP number applies to the Issuer's American Depositary Shares, each of which represents two Ordinary Shares. No CUSIP has been assigned to the Ordinary Shares.

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|  |  |
|--|--|
| Grace Wu                                 | Chunyan Ge                                   |
| Shanda Interactive Entertainment Limited | c/o: Tianqiao Chen                           |
| No. 208 Juli Road                        | Qian Qian Chrissy Luo                        |
| Pudong New Area                          | Danian Chen                                  |
| Shanghai 201203                          | Premium Lead Company Limited                 |
| People's Republic of China               | New Era Investment Holding Ltd.              |
| Telephone: +86 21 6058 8688              | Shanda Media Limited                         |
|  | Shanda Investment International Ltd.         |
|  | Silver Rose Investment Limited               |
|  | Crystal Day Holdings Limited                 |
|  | Fortune Capital Holdings Enterprises Limited |
|  | First Step Services Limited                  |
|  | Unit 403A, 4/F Golden Center                 |
|  | 188 Des Voeux Road Central                   |
|  | Hong Kong                                    |
|  | Telephone: +65 8434 2868                     |

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

***With copies to:***

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This statement is filed in connection with (check the appropriate box):

- a  The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14-C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b  The filing of a registration statement under the Securities Act of 1933.
- c  A tender offer
- d  None of the above

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

**Calculation of Filing Fee**

|                                 |                               |
|---------------------------------|-------------------------------|
| <b>Transactional Valuation*</b> | <b>Amount of Filing Fee**</b> |
| \$696,343,924                   | \$79,801.01                   |

\* Calculated solely for the purpose of determining the filing fee in accordance with Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended. The filing fee is calculated based on the sum of (a) the aggregate cash payment for the proposed per share cash payment of \$20.675 for 32,786,874 outstanding ordinary shares of the issuer subject to the transaction plus (b) the product of 1,579,896 ordinary shares issuable under all outstanding and unexercised options multiplied by \$11.694 per share (which is the difference between \$20.675 per share merger consideration and the weighted average exercise price of \$8.981 per share ((a) and (b) together, the Transaction Valuation ))

\*\* The amount of the filing fee, calculated in accordance with Exchange Act Rule 0-11(b)(1) and the Securities and Exchange Commission Fee Rate Advisory #3 for Fiscal Year 2012, was calculated by multiplying the Transaction Valuation by 0.0001146.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting of the fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Form or Registration No.:

Filing Party:

Date Filed:



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**INTRODUCTION**

This Rule 13E-3 transaction statement on Schedule 13E-3, together with the exhibits hereto (this Transaction Statement), is being filed with the Securities and Exchange Commission (the SEC) pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act), jointly by the following persons (each, a Filing Person, and collectively, the Filing Persons): (a) Shanda Interactive Entertainment Limited, a Cayman Islands company (the Company), the issuer of the ordinary shares, par value \$0.01 per share (each, a Share and collectively, the Shares), including the Shares represented by the American depositary shares (ADSs), each representing two Shares, that is subject to the transaction pursuant to Rule 13e-3 under the Exchange Act; (b) Mr. Tianqiao Chen, the chairman of the board, chief executive officer and president of the Company; (c) Ms. Qian Qian Chrissy Luo, wife of Mr. Tianqiao Chen and a non-executive director of the Company; (d) Mr. Danian Chen, brother of Mr. Tianqiao Chen and chief operating officer and a director of the Company; (e) Premium Lead Company Limited, a British Virgin Islands company (Parent); (f) New Era Investment Holding Ltd., a Cayman Islands company and a wholly owned subsidiary of Parent (Merger Sub); (g) Shanda Media Limited, a British Virgin Islands company; (h) Shanda Investment International Ltd., a British Virgin Islands company; (i) Silver Rose Investment Limited, a British Virgin Islands company; (j) Crystal Day Holdings Limited, a Hong Kong company; (k) Fortune Capital Holdings Enterprises Limited, a British Virgin Islands company; and (l) First Step Services Limited, a British Virgin Islands company.

On November 22, 2011, Parent, Merger Sub and the Company entered into an agreement and plan of merger (the merger agreement) providing for the merger of Merger Sub with and into the Company (the merger), with the Company continuing as the surviving company after the merger as a wholly owned subsidiary of Parent. Parent and Merger Sub are beneficially owned by Mr. Tianqiao Chen, Ms. Qian Qian Chrissy Luo and Mr. Danian Chen.

Under the terms of the merger agreement, at the effective time of the merger (the effective time), each outstanding Share will be cancelled in exchange for the right to receive \$20.675 and each ADS, each representing two Shares, will represent the right to receive \$41.35, in each case, in cash, without interest and net of any applicable withholding taxes, excluding (a) Shares and ADSs beneficially owned by any of the Filing Persons prior to the effective time of the merger, which will be cancelled for no consideration, and (b) Shares owned by shareholders who have validly exercised and have not effectively withdrawn or lost their appraisal rights under the Cayman Companies Law, which will be cancelled for their appraised or other agreed value.

At the effective time of the merger, each option to purchase Shares pursuant to the Company's 2003 Share Incentive Plan and 2005 Equity Compensation Plan that is then outstanding and unexercised will be cancelled and converted into the right to receive, as soon as reasonably practicable after the effective time of the merger, a cash amount equal to (a) the total number of Shares issuable under such option immediately prior to the effective time of the merger multiplied by (b) the excess of \$20.675 over the exercise price payable per Share under such option, without interest, net of any applicable withholding taxes.

The merger remains subject to the satisfaction or waiver of the conditions set forth in the merger agreement, including obtaining the requisite approval of the shareholders of the Company. The merger agreement must be approved by an affirmative vote of shareholders representing two-thirds or more of the Shares present and voting in person, by proxy or by corporate representative as a single class at the extraordinary general meeting of shareholders of the Company held in accordance with its memorandum and articles of association.

The Company will make available to its shareholders a proxy statement (the Proxy Statement, a copy of which is attached as Exhibit (a)(1) to this Transaction Statement), relating to the extraordinary general meeting of shareholders of the Company, at which the shareholders of the Company will consider and vote upon, among other proposals, a proposal to approve the merger agreement and the transactions contemplated by the merger agreement, including the merger. As of the date hereof, the Proxy Statement is in preliminary form and is subject to completion.

## **Table of Contents**

The cross-references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the Proxy Statement of the information required to be included in response to the items of Schedule 13E-3. Pursuant to General Instruction F to Schedule 13E-3, the information contained in the Proxy Statement, including all annexes thereto, is incorporated in its entirety herein by this reference, and the responses to each item in this Schedule 13E-3 are qualified in their entirety by the information contained in the Proxy Statement and the annexes thereto. As of the date hereof, the Proxy Statement is in preliminary form and is subject to completion. Capitalized terms used but not defined in this Transaction Statement shall have the meanings given to them in the Proxy Statement.

All information contained in this Transaction Statement concerning each Filing Person has been supplied by such Filing Person. No Filing Person, including the Company, is responsible for the accuracy of any information supplied by any other Filing Person.

### **Item 1 Summary of Term Sheet**

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Extraordinary General Meeting and the Merger

### **Item 2 Subject Company Information**

- (a) Name and Address. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Summary Term Sheet The Parties Involved in the Merger

- (b) Securities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

The Extraordinary General Meeting Record Date; Shares and ADSs Entitled to Vote

Security Ownership of Certain Beneficial Owners and Management of the Company

- (c) Trading Market and Price. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Market Price of the Company's ADSs, Dividends and Other Matters

- (d) Dividends. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Market Price of the Company's ADSs, Dividends and Other Matters



- (e) Prior Public Offerings. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Transactions in the Shares and ADSs

- (f) Prior Stock Purchases. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Transactions in the Shares and ADSs

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**Item 3 Identity and Background of Filing Persons**

- (a) Name and Address. Shanda Interactive Entertainment Limited is the subject company. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Parties Involved in the Merger

Annex D Directors and Executive Officers of the Company and Each Entity in the Buyer Group

- (b) Business and Background of Entities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Parties Involved in the Merger

Annex D Directors and Executive Officers of the Company and Each Entity in the Buyer Group

- (c) Business and Background of Natural Persons. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Parties Involved in the Merger

Annex D Directors and Executive Officers of the Company and Each Entity in the Buyer Group

**Item 4 Terms of the Transaction**

- (a)-(1) Material Terms Tender Offers. Not applicable.

- (a)-(2) Material Terms Merger or Similar Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Purposes of and Reasons for the Merger

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Special Factors Interests of Certain Persons in the Merger

The Extraordinary General Meeting

The Merger Agreement

Material U.S. Federal Income Tax Considerations

Material PRC Income Tax Considerations

Material Cayman Islands Tax Considerations

Annex A Agreement and Plan of Merger

(c) Different Terms. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Interests of Certain Persons in the Merger

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The Extraordinary General Meeting Proposals to be Considered at the Extraordinary General Meeting

The Merger Agreement

Annex A Agreement and Plan of Merger

- (d) Appraisal Rights. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Dissenters Rights

Annex C Cayman Islands Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) Section 238

- (e) Provisions for Unaffiliated Security Holders. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Provisions for Unaffiliated Security Holders

- (f) Eligibility of Listing or Trading. Not applicable.

**Item 5 Past Contracts, Transactions, Negotiations and Agreements**

- (a) Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Interests of Certain Persons in the Merger

Special Factors Related Party Transactions

Transactions in the Shares and ADSs

- (b) Significant Corporate Events. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Purposes of and Reasons for the Merger

Special Factors Interests of Certain Persons in the Merger

The Merger Agreement

Annex A Agreement and Plan of Merger

- (c) Negotiations or Contacts. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Interests of Certain Persons in the Merger

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The Merger Agreement

Annex A Agreement and Plan of Merger

- (e) Agreements Involving the Subject Company's Securities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Financing of the Merger

Special Factors Background of the Merger

Special Factors Plans for the Company after the Merger

Special Factors Financing

Special Factors Interests of Certain Persons in the Merger

Special Factors Voting by the Buyer Group at the Extraordinary General Meeting

The Merger Agreement

Transactions in the Shares and ADSs

Annex A Agreement and Plan of Merger

**Item 6 Purposes of the Transaction and Plans or Proposals**

- (b) Use of Securities Acquired. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Extraordinary General Meeting and the Merger

Special Factors Purposes of and Reasons for the Merger

Special Factors Effects of the Merger on the Company

The Merger Agreement

Annex A Agreement and Plan of Merger

(c)(1)-(8) Plans. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Merger

Summary Term Sheet Purposes and Effects of the Merger

Summary Term Sheet Plans for the Company after the Merger

Summary Term Sheet Financing of the Merger

Summary Term Sheet Interests of the Company's Executive Officers and Directors in the Merger

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Special Factors Background of the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Purposes of and Reasons for the Merger

Special Factors Effects of the Merger on the Company

Special Factors Plans for the Company after the Merger

Special Factors Financing

Special Factors Interests of Certain Persons in the Merger

The Merger Agreement

Annex A Agreement and Plan of Merger

**Item 7 Purposes, Alternatives, Reasons and Effects**

- (a) Purposes. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Purposes and Effects of the Merger

Summary Term Sheet Plans for the Company after the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Purposes of and Reasons for the Merger

- (b) Alternatives. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger



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Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Position of the Buyer Group as to the Fairness of the Merger

Special Factors Purposes of and Reasons for the Merger

Special Factors Alternatives to the Merger

Special Factors Effects on the Company if the Merger is not Completed

(c) Reasons. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Purposes and Effects of the Merger

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Special Factors Background of the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Position of the Buyer Group as to the Fairness of the Merger

Special Factors Purposes of and Reasons for the Merger

Special Factors Effects of the Merger on the Company

(d) Effects. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Purposes and Effects of the Merger

Special Factors Background of the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Effects of the Merger on the Company

Special Factors Plans for the Company after the Merger

Special Factors Effects on the Company if the Merger is not Completed

Special Factors Interests of Certain Persons in the Merger

The Merger Agreement

Material U.S. Federal Income Tax Consequences

Material PRC Income Tax Consequences

Material Cayman Islands Tax Consequences

**Item 8 Fairness of the Transaction**

- (a)-(b) Fairness; Factors Considered in Determining Fairness. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Recommendations of the Special Committee and the Board of Directors

Summary Term Sheet Position of the Buyer Group as to Fairness

Summary Term Sheet Interests of the Company's Executive Officers and Directors in the Merger

Special Factors Background of the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

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Special Factors Position of the Buyer Group as to the Fairness of the Merger

Special Factors Opinion of the Special Committee s Financial Advisor

Special Factors Interests of Certain Persons in the Merger

Annex B Opinion of Merrill Lynch (Asia Pacific) Limited as the Special Committee s Financial Advisor

- (c) Approval of Security Holders. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Shareholder Vote Required to Approve the Merger Agreement

Questions and Answers about the Extraordinary General Meeting and the Merger

The Extraordinary General Meeting Vote Required

- (d) Unaffiliated Representative. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Opinion of the Special Committee s Financial Advisor

Annex B Opinion of Merrill Lynch (Asia Pacific) Limited as the Special Committee s Financial Advisor

- (e) Approval of Directors. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Recommendations of the Special Committee and the Board of Directors

Special Factors Background of the Merger

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Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

- (f) Other Offers. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

### **Item 9 Reports, Opinions, Appraisals and Negotiations**

- (a) Report, Opinion or Appraisal. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Opinion of the Special Committee s Financial Advisor

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Special Factors Background of the Merger

Special Factors Opinion of the Special Committee s Financial Advisor

Annex B Opinion of Merrill Lynch (Asia Pacific) Limited as the Special Committee s Financial Advisor

- (b) Preparer and Summary of the Report, Opinion or Appraisal. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Opinion of the Special Committee s Financial Advisor

Annex B Opinion of Merrill Lynch (Asia Pacific) Limited as the Special Committee s Financial Advisor

- (c) Availability of Documents. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

**Where You Can Find More Information**

The reports, opinions or appraisals referenced in this Item 9 will be made available for inspection and copying at the principal executive offices of the Company during its regular business hours by any interested holder of the Shares and ADSs or his, her or its representative who has been so designated in writing.

**Item 10 Source and Amount of Funds or Other Consideration**

- (a) Source of Funds. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Financing of the Merger

Special Factors Financing

The Merger Agreement

Annex A Agreement and Plan of Merger

- (b) Conditions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

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Summary Term Sheet Financing of the Merger

Special Factors Financing

- (c) Expenses. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Special Factors Fees and Expenses

- (d) Borrowed Funds. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Summary Term Sheet Financing of the Merger

Special Factors Financing

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**Item 11 Interest in Securities of the Subject Company**

- (a) Securities Ownership. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Share Ownership of the Company Directors and Officers and Voting Commitments

Special Factors Interests of Certain Persons in the Merger

Security Ownership of Certain Beneficial Owners and Management of the Company

- (b) Securities Transactions. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Transactions in the Shares and ADSs

**Item 12 The Solicitation or Recommendation**

- (d) Intent to Tender or Vote in a Going-Private Transaction. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Share Ownership of the Company Directors and Officers and Voting Commitments

Questions and Answers about the Extraordinary General Meeting and the Merger

Special Factors Voting by the Buyer Group at the Extraordinary General Meeting

The Extraordinary General Meeting Vote Required

Security Ownership of Certain Beneficial Owners and Management of the Company

- (e) Recommendations of Others. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Recommendations of the Special Committee and the Board of Directors



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Summary Term Sheet Position of the Buyer Group as to Fairness

Summary Term Sheet Share Ownership of the Company Directors and Officers and Voting Commitments

Special Factors Reasons for the Merger and Recommendation of the Special Committee and Our Board of Directors

Special Factors Position of the Buyer Group as to the Fairness of the Merger

The Extraordinary General Meeting Our Board's Recommendation

### **Item 13 Financial Statements**

- (a) Financial Information. The audited financial statements of the Company for the two years ended December 31, 2009 and 2010 are incorporated herein by reference to the Company's Form 20-F for the year ended December 31, 2010, as amended, originally filed on June 30, 2010 (see page F-1 and following pages).

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

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Financial Information

Where You Can Find More Information

- (b) Pro Forma Information. Not applicable.

**Item 14 Persons/Assets, Retained, Employed, Compensated or Used**

- (a) Solicitation or Recommendations. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

The Extraordinary General Meeting Solicitation of Proxies

- (b) Employees and Corporate Assets. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Parties Involved in the Merger

Special Factors Interests of Certain Persons in the Merger

Annex D Directors and Executive Officers of the Company and Each Entity in the Buyer Group

**Item 15 Additional Information**

- (b) Other Material Information. The information contained in the Proxy Statement, including all annexes thereto, is incorporated herein by reference.

**Item 16 Exhibits**

- (a)-(1) Preliminary Proxy Statement of the Company dated \_\_\_\_\_, 20\_\_ (the Proxy Statement ).

- (a)-(2) Notice of Extraordinary General Meeting of Shareholders of the Company, incorporated herein by reference to the Proxy Statement.

- (a)-(3) Proxy Card.

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- (a)-(4) ADS Voting Instruction Card.
  
- (a)-(5) Press Release issued by the Company, dated November 22, 2011, incorporated herein by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Company to the SEC on November 22, 2011.
  
- (b)-(1) Facility Agreement, dated November 22, 2011, incorporated herein by reference to Exhibit 99.7 to Schedule 13D, as amended, filed with the SEC on November 23, 2011.
  
- (b)-(2) Voting and Support Undertaking Letter, dated November 22, 2011, incorporated herein by reference to Exhibit 99.8 to Schedule 13D, as amended, filed with the SEC on November 23, 2011.
  
- (c)-(1) Opinion of Merrill Lynch (Asia Pacific) Limited, dated November 22, 2011, incorporated herein by reference to Annex B to the Proxy Statement.
  
- (c)-(2) Discussion Materials prepared by Merrill Lynch (Asia Pacific) Limited for discussion with the special committee of the board of directors of the Company, dated November 22, 2011.
  
- (d)-(1) Agreement and Plan of Merger dated as November 22, 2011, by and among the Company, Parent and Merger Sub incorporated herein by reference to Annex A to the Proxy Statement.

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- (f)-(1) Dissenters' Rights, incorporated herein by reference to the section entitled "Dissenters' Rights" in the Proxy Statement.
- (f)-(2) Section 238 of the Cayman Islands Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised), incorporated herein by reference to Annex C to the Proxy Statement.
- (g) Not applicable.

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**SIGNATURES**

After due 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.

Date: December 5, 2011

**Shanda Interactive Entertainment Limited**

By: /s/ Grace Wu  
Name: Grace Wu  
Title: Director and Chief Financial Officer

**Tianqiao Chen**

/s/ Tianqiao Chen  
Tianqiao Chen

**Qian Qian Chrissy Luo**

/s/ Qian Qian Chrissy Luo  
Qian Qian Chrissy Luo

**Danian Chen**

/s/ Danian Chen  
Danian Chen

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**Premium Lead Company Limited**

By: /s/ Tianqiao Chen  
Name: Tianqiao Chen  
Title: Director

**New Era Investment Holding Ltd.**

By: /s/ Qian Qian Chrissy Luo  
Name: Qian Qian Chrissy Luo  
Title: Director

**Shanda Media Limited**

By: /s/ Tianqiao Chen  
Name: Tianqiao Chen  
Title: Director

**Shanda Investment International Ltd.**

By: /s/ Danian Chen  
Name: Danian Chen  
Title: Director

**Silver Rose Investment Limited**

By: /s/ Qian Qian Chrissy Luo  
Name: Qian Qian Chrissy Luo  
Title: Director

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**Crystal Day Holdings Limited**

By: /s/ Qian Qian Chrissy Luo  
Name: Qian Qian Chrissy Luo  
Title: Director

**Fortune Capital Holdings Enterprises Limited**

By: /s/ Qian Qian Chrissy Luo  
Name: Qian Qian Chrissy Luo  
Title: Director

**First Step Services Limited**

By: /s/ Tianqiao Chen  
Name: Tianqiao Chen  
Title: Director

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**EXHIBIT INDEX**

- (a)-(1) Preliminary Proxy Statement of the Company dated \_\_\_\_\_, 201\_\_.
- (a)-(2) Notice of Extraordinary General Meeting of Shareholders of the Company, incorporated herein by reference to the Proxy Statement.
- (a)-(3) Proxy Card.
- (a)-(4) ADS Voting Instruction Card.
- (a)-(5) Press Release issued by the Company, dated November 22, 2011, incorporated herein by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Company to the SEC on November 22, 2011.
- (b)-(1) Facility Agreement, dated November 22, 2011, incorporated herein by reference to Exhibit 99.7 to Schedule 13D, as amended, filed with the SEC on November 23, 2011.
- (b)-(2) Voting and Support Undertaking Letter, dated November 22, 2011, incorporated herein by reference to Exhibit 99.8 to Schedule 13D, as amended, filed with the SEC on November 23, 2011.
- (c)-(1) Opinion of Merrill Lynch (Asia Pacific) Limited, dated November 22, 2011, incorporated herein by reference to Annex B to the Proxy Statement.
- (c)-(2) Discussion Materials prepared by Merrill Lynch (Asia Pacific) Limited for discussion with the special committee of the board of directors of the Company, dated November 22, 2011.
- (d)-(1) Agreement and Plan of Merger dated as November 22, 2011, by and among the Company, Parent and Merger Sub incorporated herein by reference to Annex A to the Proxy Statement.
- (f)-(1) Dissenters' Rights, incorporated herein by reference to the section entitled 'Dissenters' Rights' in the Proxy Statement.
- (f)-(2) Section 238 of the Cayman Islands Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised), incorporated herein by reference to Annex C to the Proxy Statement.
- (g) Not applicable.