

Shanda Games Ltd  
Form SC 13D/A  
September 25, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**Shanda Games Limited**

**(Name of Issuer)**

**Class A Ordinary Shares, par value US\$0.01 per share**

**(Title of Class of Securities)**

**81941U105\*\***

**(CUSIP Number)**

**Yang Yanhua**

**Shanghai Buyout Fund L.P.**

**2802, 689 Guangdong Road, Huangpu District**

**Shanghai, the People's Republic of China**

**(86) 21 2321 9721**

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

**September 23, 2014**

**(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 which is the subject of this Schedule 13D, and is filing this schedule because of §§ 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 § 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.
- \*\* This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing two Class A ordinary shares.

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).

CUSIP No. 81941U105

13D

(1) NAME OF REPORTING PERSON

Hao Ding International 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)

BK, AF, OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

The British Virgin Islands

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 107,438,129 shares <sup>(1)</sup>

(9) SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH 0 shares

(10) SHARED DISPOSITIVE POWER

107,438,129 shares <sup>(1)</sup>

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,438,129 shares <sup>(1)</sup>

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.4% <sup>(2)</sup>

(14) TYPE OF REPORTING PERSON (see instructions)

CO

- (1) representing 107,438,129 Class A Ordinary Shares held by Hao Ding International Limited, a British Virgin Islands company.
- (2) percentage calculated based on total Class A Ordinary Shares outstanding as of September 24, 2014. As of September 24, 2014, 440,055,084 Class A Ordinary Shares (including Class A Ordinary Shares represented by American Depositary Shares) ( ADSs ) and 97,518,374 Class B Ordinary Shares were outstanding.

CUSIP No. 81941U105

13D

(1) NAME OF REPORTING PERSON

Shanghai Hai Sheng Tong Investment Co., Ltd.

(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)

BK, AF, OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

The People's Republic of China

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 107,438,129 shares <sup>(1)</sup>

(9) SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH 0 shares

(10) SHARED DISPOSITIVE POWER

107,438,129 shares <sup>(1)</sup>

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,438,129 shares <sup>(1)</sup>

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.4% <sup>(2)</sup>

(14) TYPE OF REPORTING PERSON (see instructions)

CO

- (1) representing 107,438,129 Class A Ordinary Shares held by Hao Ding International Limited, a British Virgin Islands company and a direct wholly-owned subsidiary of Shanghai Hai Sheng Tong Investment Co., Ltd.
- (2) percentage calculated based on total Class A Ordinary Shares outstanding as of September 24, 2014. As of September 24, 2014, 440,055,084 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADS) and 97,518,374 Class B Ordinary Shares were outstanding.

CUSIP No. 81941U105

13D

(1) NAME OF REPORTING PERSON

Shanghai Buyout Fund L.P.

(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)

BK, AF, OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

The People's Republic of China

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 107,438,129 shares <sup>(1)</sup>

(9) SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH 0 shares

(10) SHARED DISPOSITIVE POWER

107,438,129 shares <sup>(1)</sup>

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,438,129 shares <sup>(1)</sup>

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.4% <sup>(2)</sup>

(14) TYPE OF REPORTING PERSON (see instructions)

PN

- (1) representing 107,438,129 Class A Ordinary Shares held by Hao Ding International Limited, a British Virgin Islands company and a direct wholly-owned subsidiary of Shanghai Hai Sheng Tong Investment Co., Ltd., which is in turn owned as to 99% by Shanghai Buyout Fund L.P. and as to 1% by Haitong M&A Capital Management (Shanghai) Co., Ltd.
- (2) percentage calculated based on total Class A Ordinary Shares outstanding as of September 24, 2014. As of September 24, 2014, 440,055,084 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) and 97,518,374 Class B Ordinary Shares were outstanding.



CUSIP No. 81941U105

13D

(1) NAME OF REPORTING PERSON

Haitong M&A Capital Management (Shanghai) Co., Ltd.

(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)

BK, AF, OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

The People's Republic of China

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 107,438,129 shares <sup>(1)</sup>

(9) SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH 0 shares

(10) SHARED DISPOSITIVE POWER

107,438,129 shares <sup>(1)</sup>

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,438,129 shares <sup>(1)</sup>

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.4% <sup>(2)</sup>

(14) TYPE OF REPORTING PERSON (see instructions)

CO

- (1) representing 107,438,129 Class A Ordinary Shares held by Hao Ding International Limited, a British Virgin Islands company and a direct wholly-owned subsidiary of Shanghai Hai Sheng Tong Investment Co., Ltd., which is in turn owned as to 99% by Shanghai Buyout Fund L.P., whose general partner is Haitong M&A Capital Management (Shanghai) Co., Ltd., and as to 1% by Haitong M&A Capital Management (Shanghai) Co., Ltd.
- (2) percentage calculated based on total Class A Ordinary Shares outstanding as of September 24, 2014. As of September 24, 2014, 440,055,084 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) and 97,518,374 Class B Ordinary Shares were outstanding.

## **Introduction.**

This statement on Schedule 13D/A (this Statement) amends the previous Schedule 13D filed by Shanghai Buyout Fund L.P. and Haitong M&A Capital Management (Shanghai) Co., Ltd. with the Securities and Exchange Commission on September 11, 2014 (the Original 13D) with respect to Shanda Games Limited (the Issuer). Except as amended and supplemented herein, the information set forth in the Original 13D remains unchanged. Capitalized terms used herein without definition have meanings assigned thereto in the Original 13D.

## **Item 2. Identity and Background.**

Item 2 is hereby amended and restated as follows:

(a)-(c) This Statement is being filed jointly by and on behalf of (a) Hao Ding International Limited, a company established under the laws of the British Virgin Islands (Hao Ding), (b) Shanghai Hai Sheng Tong Investment Co., Ltd., a company established under the laws of the People's Republic of China (Hai Sheng Tong), (c) Shanghai Buyout Fund L.P., a limited partnership organized under the laws of the People's Republic of China (Haitong LP), and (d) Haitong M&A Capital Management (Shanghai) Co., Ltd., a company established under the laws of the People's Republic of China (Haitong GP, together with Hao Ding, Hai Sheng Tong and Haitong LP, the Reporting Persons), pursuant to their agreement to the joint filing of this Statement, filed herewith as Exhibit 7.01.

Hao Ding has not engaged in any business except in connection with the transactions contemplated by the Haitong Share Purchase Agreement I (as defined below) and the Haitong Share Purchase Agreement II (as defined below). Haitong LP's principal business address, which also serves as its principal office, is 2802, 689 Guangdong Road, Huangpu District, Shanghai, the People's Republic of China.

Hai Sheng Tong has not engaged in any business except in connection with the transactions contemplated by the Haitong Share Purchase Agreement I and the Haitong Share Purchase Agreement II. Haitong LP's principal business address, which also serves as its principal office, is 2802, 689 Guangdong Road, Huangpu District, Shanghai, the People's Republic of China. Hai Sheng Tong is the sole shareholder of Hao Ding.

Haitong LP's principal business is making equity investments in private and public companies. Haitong LP's principal business address, which also serves as its principal office, is 2802, 689 Guangdong Road, Huangpu District, Shanghai, the People's Republic of China. Haitong LP is a 99% shareholder of Hai Sheng Tong.

Haitong GP's principal business is acting as the general partner of Haitong LP. Haitong GP's principal business address, which also serves as its principal office, is Room A201-1, Tower A, Building 16, No.99 Huanhuxiyi Road, Nanhuixincheng City, Pudong New Area, Shanghai, the People's Republic of China. Haitong GP, being the sole general partner of Haitong LP, is a 1% shareholder of Hai Sheng Tong.

Haitong Capital Investment Co., a company established under the laws of the People's Republic of China (Haitong Capital), is the controlling shareholder of Haitong GP. Haitong Capital's principal business is making equity investments in companies and funds and providing management and consultancy services in connection with equity investments. Haitong Capital's principal business address, which also serves as its principal office, is Room 07-12, 26F, 689 Guangdong Road, Huangpu District, Shanghai, the People's Republic of China.

Haitong Securities Co., Ltd., a company established under the laws of the People's Republic of China (Haitong Securities) is the sole shareholder of Haitong Capital. Haitong Securities is a financial service firm providing securities brokerage, investment consultancy, and investment banking services. Haitong Securities' principal business address, which also serves as its principal office is 689 Guangdong Road, Huangpu District, Shanghai, the People's Republic of China. The shares of Haitong Securities are listed on the Shanghai Stock Exchange.

Mr. Liu Jing is the sole director of Hao Ding and the executive director and general manager of Hai Sheng Tong. Mr. Liu Jing is a citizen of the People's Republic of China and his business address is 2802, 689 Guangdong Road, Huangpu District, Shanghai, the People's Republic of China. Certain additional information required by this Item 2(a)-(c) and (f) concerning the directors and executive officers of Haitong GP, Haitong Capital and Haitong Securities is set forth on Schedule A annexed hereto, which is incorporated herein by reference.

(d) None of the Reporting Persons has been convicted in a criminal proceeding the past five years (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### **Item 4. Purpose of Transaction.**

Item 4 is hereby amended and restated as follows:

On January 27, 2014, Shanda Interactive Entertainment Limited (Shanda Interactive) and Primavera Capital (Cayman) Fund I L.P. (Primavera) (together with Shanda Interactive, the Consortium and each member in the Consortium, a Consortium Member) entered into a consortium agreement (the Consortium Agreement). Under the Consortium Agreement, the Consortium Members agreed, among other things, (i) to jointly deliver a preliminary non-binding proposal (the Proposal) to the board of directors of the Issuer (the Board) to acquire the Issuer in a going-private transaction (the Transaction), (ii) to deal exclusively with each other with respect to the Transaction until the earlier of (x) nine months after the date thereof, and (y) termination of the Consortium Agreement by all Consortium Members, (iii) to use their reasonable efforts and cooperate in good faith to arrange debt financing to support the Transaction, and (iv) to cooperate and proceed in good faith to negotiate and consummate the Transaction.

On January 27, 2014, Shanda SDG Investment Limited (SDG), a wholly-owned subsidiary of Shanda Interactive, and Primavera entered into a share purchase agreement (the Primavera Share Purchase Agreement) pursuant to which SDG sold, and Primavera purchased, 28,959,276 Class A Ordinary Shares at US\$2.7625 per Class A Ordinary Share.

On April 18, 2014, SDG and Perfect World Co., Ltd. (Perfect World) entered into a share purchase agreement (the PW Share Purchase Agreement) pursuant to which SDG sold, and Perfect World purchased, 30,326,005 Class A Ordinary Shares at US\$3.2975 per Class A Ordinary Share.

Concurrently with the execution of the PW Share Purchase Agreement, Shanda Interactive, Primavera and Perfect World entered into an adherence agreement (the PW Adherence Agreement), pursuant to which Perfect World became a party to the Consortium Agreement and joined the Consortium.

On April 25, 2014, FV Investment Holdings ( FV Investment ), which is an affiliate of FountainVest Partners, Shanda Interactive, Primavera and Perfect World entered into an adherence agreement (the FV Adherence Agreement ), pursuant to which FV Investment became a party to the Consortium Agreement and joined the Consortium.

On May 19, 2014, CAP IV Engagement Limited ( Carlyle ), which is an affiliate of Carlyle Asia Partners IV, L.P., Shanda Interactive, Primavera, Perfect World and FV Investment entered into an adherence agreement (the Carlyle Adherence Agreement ), pursuant to which Carlyle became a party to the Consortium Agreement and joined the Consortium.

On August 31, 2014, SDG and Orient Finance Holdings (Hong Kong) Limited ( Orient HK ) entered into a share purchase agreement (the Orient Share Purchase Agreement ) pursuant to which SDG agreed to sell, and Orient HK agreed to purchase, 123,552,669 Class A Ordinary Shares (the Orient Purchase Shares ) at US\$3.45 per Class A Ordinary Share subject to the terms and conditions thereof. The purchase and sale of the Orient Purchase Shares was completed on September 23, 2014.

On September 1, 2014, Perfect World, FV Investment and Carlyle withdrew from the Consortium pursuant to a withdrawal notice (the Withdrawal Notice ). References to Consortium or Consortium Members after September 1, 2014 shall not include Perfect World, FV Investment and Carlyle.

On September 1, 2014, Shanda Interactive, Primavera and Orient HK entered into an adherence agreement (the Orient Adherence Agreement ), pursuant to which Orient HK became a party to the Consortium Agreement and joined the Consortium. References to Consortium or Consortium Members after September 1, 2014 shall include Orient HK.

On September 1, 2014, SDG and Haitong LP entered into a share purchase agreement (the Haitong Share Purchase Agreement I ) pursuant to which SDG agreed to sell, and Haitong LP agreed to purchase, 48,152,848 Class A Ordinary Shares (the Haitong Purchase Shares ) at US\$3.45 per Class A Ordinary Share (the Haitong Purchase Price ) subject to the terms and conditions thereof. Pursuant to the Haitong Share Purchase Agreement I, if (i) a going-private transaction occurs within one year of the closing date of the sale of the Haitong Purchase Shares where Haitong LP is part of the buyer consortium and the going-private price is higher than the Haitong Purchase Price, or (ii) a going-private transaction occurs within one year of the closing date of the sale of the Haitong Purchase Shares where Haitong is not part of the buyer consortium due to its own decision or election without SDG's written consent and the going-private price is higher than the Haitong Purchase Price, Haitong LP shall pay SDG the difference between the Haitong Purchase Price and the going-private price with respect to all the Haitong Purchase Shares. Pursuant to the Haitong Share Purchase Agreement I, if a going-private transaction is not consummated within one year of the closing date of the sale of the Haitong Purchase Shares solely due to SDG's failure to vote in favor of such going-private transaction, SDG shall repurchase the Haitong Purchase Shares at a per share price equal to the Haitong Purchase Price. The purchase and sale of the Haitong Purchase Shares was completed on September 23, 2014.

Concurrently with the execution of the Haitong Share Purchase Agreement I, Primavera, Perfect World and Haitong LP entered into a share purchase agreement (the Haitong Share Purchase Agreement II ), pursuant to which Haitong LP agreed to purchase 28,959,276 and 30,326,005 Class A Ordinary Shares (collectively, the Haitong Secondary Purchase Shares ) from Primavera and Perfect World, respectively. The purchase and sale of the Haitong Secondary Purchase Shares was completed on September 23, 2014. In connection with the transaction, SDG, Primavera and Perfect World entered into a consent and release dated as of September 1, 2014 (the Consent and Release ), pursuant to which all remaining obligations of Primavera and its affiliates and SDG and its affiliates under the Primavera Share Purchase Agreement, and all remaining obligations of Perfect World and its affiliates and SDG and its affiliates under the PW Share Purchase Agreement, as applicable, automatically terminated upon consummation of the transaction.



On September 1, 2014, Shanda Interactive, Primavera and Haitong LP entered into an adherence agreement (the Haitong Adherence Agreement ), pursuant to which Haitong LP became a party to the Consortium Agreement and joined the Consortium. References to Consortium or Consortium Members after September 1, 2014 shall include Haitong LP.

On September 1, 2014, SDG and Ningxia Zhongyincashmere International Group Co., Ltd., a company formed under the laws of the People's Republic of China ( Ningxia ), entered into a share purchase agreement (the Ningxia Share Purchase Agreement ) pursuant to which SDG agreed to sell, and Ningxia agreed to purchase, 80,577,828 Class A Ordinary Shares (the Ningxia Purchase Shares ) at US\$3.45 per Class A Ordinary Share subject to the terms and conditions thereof. The purchase and sale of the Ningxia Purchase Shares was completed on September 23, 2014.

On September 1, 2014, Shanda Interactive, Primavera and Ningxia entered into an adherence agreement (the Ningxia Adherence Agreement ), pursuant to which Ningxia became a party to the Consortium Agreement and joined the Consortium. References to Consortium or Consortium Members after September 1, 2014 shall include Ningxia.

On September 1, 2014, Primavera withdrew from the Consortium pursuant to a withdrawal notice (the Primavera Withdrawal Notice ). References to Consortium or Consortium Members after September 1, 2014 shall not include Primavera.

If the Transaction is completed, the ADSs would be delisted from the NASDAQ Global Select Market and the Issuer's obligations to file periodic reports under the Act would be terminated.

Descriptions of the Consortium Agreement, the Primavera Share Purchase Agreement, the PW Share Purchase Agreement, the PW Adherence Agreement, the FV Adherence Agreement, the Carlyle Adherence Agreement, the Orient Share Purchase Agreement, the Haitong Share Purchase Agreement I, the Ningxia Share Purchase Agreement, the Orient Adherence Agreement, the Haitong Adherence Agreement, the Ningxia Adherence Agreement, the Withdrawal Notice, the Primavera Withdrawal Notice, the Haitong Share Purchase Agreement II, and the Consent and Release in this Statement are qualified in their entirety by reference to the Consortium Agreement, the Primavera Share Purchase Agreement, the PW Share Purchase Agreement, the PW Adherence Agreement, the FV Adherence Agreement, the Carlyle Adherence Agreement, the Orient Share Purchase Agreement, the Haitong Share Purchase Agreement I, the Ningxia Share Purchase Agreement, the Orient Adherence Agreement, the Haitong Adherence Agreement, the Ningxia Adherence Agreement, the Withdrawal Notice, the Primavera Withdrawal Notice, the Haitong Share Purchase Agreement II, and the Consent and Release, copies of which are filed as Exhibits 7.03, 7.04, 7.05, 7.06, 7.07, 7.08, 7.09, 7.10, 7.11, 7.12, 7.13, 7.14, 7.15, 7.16, 7.17 and 7.18 hereto and incorporated herein by reference in their entirety.

**Item 5. Interest in Securities of the Issuer.**

Item 5(a) (b) is hereby amended and restated as follows:

(a)-(b) The following disclosure assumes that there were a total of 440,055,084 Class A Ordinary Shares and 97,518,374 Class B Ordinary Shares outstanding as of September 24, 2014. Each Class A Ordinary Share is entitled to one vote per share and is not convertible into Class B Ordinary Shares. Each Class B Ordinary Share is entitled to 10 votes per share and is convertible at any time into one Class A Ordinary Share at the election of its holder.

As of the date hereof, Shanda Interactive, through its wholly-owned subsidiary SDG, beneficially owns 97,518,374 Class B Ordinary Shares, representing 100% of the Class B Ordinary Shares of the Issuer outstanding as of September 24, 2014, or approximately 18.1% of the combined total outstanding shares (including Class A Ordinary Shares and Class B Ordinary Shares) of the Issuer, and representing approximately 68.9% of the total number of votes represented by such combined total outstanding shares of the Issuer as of September 24, 2014.

Under the Haitong Share Purchase Agreement I, 48,152,848 Class B Ordinary Shares held by SDG were converted into Class A Ordinary Shares on a one-to-one basis and sold to Hao Ding, and under the Haitong Share Purchase Agreement II, 28,959,276 and 30,326,005 Class A Ordinary Shares from Primavera and Perfect World, respectively, were sold to Hao Ding, collectively representing approximately 20.0% of the combined total outstanding shares (including Class A Ordinary Shares and Class B Ordinary Shares) of the Issuer as of September 24, 2014.

Pursuant to Section 13(d)(3) of the Act, Shanda Interactive, Orient HK, Ningxia and the Reporting Persons may, as a result of entering into the Consortium Agreement and the submission of the Proposal, be considered to be a group. Neither the filing of this Statement nor any of its contents shall be deemed to constitute an admission by the Reporting Persons that they are the beneficial owner of any shares as may be beneficially owned by Shanda Interactive, Orient HK or Ningxia for purposes of Section 13(d) of the Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

**Item 7. Material to Be Filed as Exhibits.**

- Exhibit 7.01: Joint Filing Agreement by and between the Reporting Persons dated September 25, 2014.
- Exhibit 7.02: Proposal dated January 27, 2014 (incorporated herein by reference to Exhibit 7.02 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on January 30, 2014).
- Exhibit 7.03: Consortium Agreement dated January 27, 2014 (incorporated herein by reference to Exhibit 7.03 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on January 30, 2014).
- Exhibit 7.04: Primavera Share Purchase Agreement dated January 27, 2014 (incorporated herein by reference to Exhibit 7.04 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on January 30, 2014).
- Exhibit 7.05: PW Share Purchase Agreement dated April 18, 2014 (incorporated herein by reference to Exhibit 7.05 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on April 21, 2014).
- Exhibit 7.06: PW Adherence Agreement dated April 18, 2014 (incorporated herein by reference to Exhibit 7.06 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on April 21, 2014).



Commission on April 21, 2014).

Exhibit 7.07

FV Adherence Agreement dated April 25, 2014 (incorporated herein by reference to Exhibit 7.07 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on April 28, 2014).

- Exhibit 7.08 Carlyle Adherence Agreement dated May 19, 2014 (incorporated herein by reference to Exhibit 7.08 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on May 19, 2014).
- Exhibit 7.09: Orient Share Purchase Agreement dated August 31, 2014 (incorporated herein by reference to Exhibit 7.09 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 7.10: Haitong Share Purchase Agreement I dated September 1, 2014 (incorporated herein by reference to Exhibit 7.10 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 7.11: Ningxia Share Purchase Agreement dated September 1, 2014 (incorporated herein by reference to Exhibit 7.11 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 7.12: Orient Adherence Agreement dated September 1, 2014 (incorporated herein by reference to Exhibit 7.12 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 7.13: Haitong Adherence Agreement dated September 1, 2014 (incorporated herein by reference to Exhibit 7.13 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 7.14: Ningxia Adherence Agreement dated September 1, 2014 (incorporated herein by reference to Exhibit 7.14 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 7.15: Withdrawal Notice dated September 1, 2014 (incorporated herein by reference to Exhibit 7.15 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 7.16: Primavera Withdrawal Notice dated September 1, 2014 (incorporated herein by reference to Exhibit 7.16 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 7.17: Haitong Share Purchase Agreement II dated September 1, 2014 (incorporated herein by reference to Exhibit 7.05 to Schedule 13D filed by Perfect World Co., Ltd. with the Securities and Exchange Commission on September 2, 2014).
- Exhibit 7.18: Consent and Release dated September 1, 2014 (incorporated herein by reference to Exhibit 7.17 to Schedule 13D filed by Shanda Interactive Entertainment Limited with the Securities and Exchange Commission on September 3, 2014)

**SIGNATURES**

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: September 25, 2014

Hao Ding International Limited

By: /s/ Liu Jing  
Name: Liu Jing  
Title: Sole Director

Shanghai Hai Sheng Tong Investment Co.,  
Ltd.

By: /s/ Liu Jing  
Name: Liu Jing  
Title: Executive Director

Shanghai Buyout Fund L.P.  
By Haitong M&A Capital Management

(Shanghai) Co., Ltd., its general partner

By: /s/ Yang Yanhua  
Name: Yang Yanhua  
Title: Chairwoman of the Board

Haitong M&A Capital Management  
(Shanghai)

Co., Ltd.

By: /s/ Yang Yanhua  
Name: Yang Yanhua  
Title: Chairwoman of the Board

Schedule AHaitong GP

Set forth below is certain additional information concerning the directors and executive officers of Haitong GP. The business address of each of such persons is Room A201-1, Tower A, Building 16, No.99 Huanhuxiyi Road, Nanhuixincheng City, Pudong New Area, Shanghai, the People's Republic of China, and each of such persons is a citizen of the People's Republic of China.

| <b>NAME</b>     | <b>PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT</b>  |
|-----------------|--|
| Yang Yanhua     | Chairwoman of the board of directors   |
| Zhang Xiangyang | Director; chairman of the board of directors of Haitong Capital  |
| Wang Yiming     | Director; director and general manager of Haitong Capital  |
| Liao Rongyao    | Director; deputy general manager in the strategic development department of Haitong Securities   |
| Zhou Daohong    | Director; chairman of the board of directors of SIIC Investment (Shanghai) Co., Ltd., a PRC-based investment company with a focus on sectors including resources, environmental protection and modern services |
| Qu Kunzhang     | Director; chairman of the board of directors of Shanghai Yiliu Energy (Group) Co., Ltd., a PRC-based fuel gas provider   |
| Pei Xuelong     | Director; president of Gan Shang United Co., Ltd., a PRC-based investment company with a focus on infrastructure investment  |

Haitong Capital

Set forth below is certain additional information concerning the directors and executive officers of Haitong Capital. Except as otherwise indicated, the business address of each of such persons is Room 07-12, 26F, 689 Guangdong Road, Huangpu District, Shanghai, the People's Republic of China, and each of such persons is a citizen of the People's Republic of China.

| <b>NAME</b>     | <b>PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT</b>  |
|-----------------|--|
| Zhang Xiangyang | See description above  |
| Wang Yiming     | See description above  |
| Wang Meijuan    | Director; general manager in the audit department of Haitong Securities                        |
| Qiu Xiaping     | Director; deputy general manager in the financing plan department of Haitong Securities        |
| Liao Rongyao    | Director; deputy general manager in the strategic development department of Haitong Securities |
| Xia Qing        | Deputy general manager   |
| Xiong Xumin     | Chief investment officer   |

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| <b>NAME</b>    | <b>PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT</b>  |
|----------------|--|
| Wang Kaiguo    | Executive director   |
| Qu Qiuping     | Executive director; general manager  |
| Zhuang Guowei  | Non-executive director; vice president of Bright Food (Group) Co., Ltd., a PRC-based food company; chairman of the board of directors of Bright Dairy Co., Ltd., a PRC-based dairy company   |
| Zhou Donghui   | Non-executive director; deputy head in the finance management department of Shanghai Tobacco (Group) Co., Ltd., a PRC-based tobacco company  |
| He Jianyong    | Non-executive director; chairman of the board of directors of Liaoning Energy Investment (Group) Co., Ltd., a PRC-based investment company with a focus on infrastructure investment   |
| Zhang Jianwei  | Non-executive director; deputy general manager of Shanghai Jiushi Corporation, a PRC-based investment company with a focus on infrastructure investment  |
| Xu Chao        | Non-executive director; vice president of Shanghai Electrical Assets Management Co., Ltd.  |
| Wang Hongxiang | Non-executive director; deputy chief accountant of Shenergy (Group) Company Limited, a PRC-based investment holding company investing principally in power, energy, natural gas and high-tech industries   |
| Li Gewei       | Non-executive director; executive director of New World Strategic Investment Limited, a PRC-based investment company   |
| Feng Huang     | Non-executive director; director and president of SIIC Investment and Management Co., Ltd.   |
| Xia Bin        | Independent non-executive director   |
| Chen Qiwei     | Independent non-executive director; professor and doctoral supervisor in Antai College of Economics & Management, Shanghai Jiao Tong University; chairman of the board of directors of Asia Business Corporation, a PRC-based investment company |
| Zhang Huiquan  | Independent non-executive director; attorney at Beijing Jiacheng Taihe Law Firm, a PRC-based law firm  |
| Zhang Ming     | Independent non-executive director; also holds directorship in various other PRC companies   |
| Dai Gen        | Independent non-executive director; also holds directorship in various other PRC companies   |
| Liu Zhimin     | Independent non-executive director; also holds directorship in various other PRC companies   |
| Xiao Suining   | Independent non-executive director   |
| Ji Yuguang     | Deputy general manager   |
| Ren Peng       | Deputy general manager   |
| Li Xunlei      | Deputy general manager; chief economist  |

|                 |   |
|-----------------|---|
| Hiroki Miyazato | Deputy general manager  |
| (Japanese)      |   |
| Pei Changjiang  | Deputy general manager  |
| Jin Xiaobin     | Board secretary   |
| Wang Jianye     | Chief compliance officer; chief risk management officer                   |
| Li Chuqian      | Chief financial officer; general manager in the financing plan department |
| Li Jianguo      | Assistant general manager   |
| Chen Chunqian   | Assistant general manager   |