

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

FORM 20-F

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

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2015

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ 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 . . . . .

For the transition period from to

Commission file number: 001-37361

**SINA CORPORATION**

(Exact name of Registrant as specified in its charter)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

**37F, Jin Mao Tower  
88 Century Boulevard, Pudong  
Shanghai 200121, China**

(Address of principal executive offices)

**Bonnie Yi Zhang, Chief Financial Officer  
Phone: +8610 8262 8888  
Facsimile: +8610 8260 7166  
20/F Beijing Ideal International Plaza**

**No. 58 North 4th Ring Road West, Haidian District, Beijing, 100080, People's Republic of China**  
(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
Ordinary Shares, \$0.133 par value	The NASDAQ Stock Market LLC
Ordinary Shares Purchase Rights	(NASDAQ Global Select Market)

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

**Not Applicable**  
(Title of Class)

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

**Not Applicable**  
(Title of Class)

As of December 31, 2015, there were 69,840,751 shares of the registrant's ordinary shares outstanding (excluding 9,274,507 shares that have been repurchased but not cancelled), par value \$0.133 per share.

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 (§229.405 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 the definitions of "large accelerated filer," and "accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

(Do not check if a smaller reporting company)

Indicate by check mark which basis of accounting the registrant has used 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,” “the Company,” “our” and “SINA” refer to Sina Corporation, its subsidiaries, and, in the context of describing our operations and consolidated financial information, include our consolidated variable interest entities (“VIEs”) in China;
- “China” or “PRC” refers to the People’s Republic of China and, solely for the purpose of this annual report, do not include the Hong Kong Special Administrative Region, the Macau Special Administrative Region or Taiwan;
- “GAAP” refers to generally accepted accounting principles in the United States; “PRC GAAP” refers to generally accepted accounting principles in the PRC;
- “monthly active users” or “MAUs” refer to monthly active users, which are Weibo users who logged in and accessed Weibo through Weibo’s website, mobile website, desktop or mobile applications, SMS or connections via platform partners’ websites or applications that are integrated with Weibo, during a given calendar month. The numbers of MAUs are calculated using internal company data that has not been independently verified, and we treat each account as a separate user for purposes of calculating MAUs, although it is possible that some people and organizations may have set up more than one account and some accounts used by organizations are used by many people within the organization;
- “daily active users” or “DAUs” refer to daily active users, which are Weibo users who logged in and accessed Weibo through Weibo’s website, mobile website, desktop or mobile applications, SMS or connections via platform partners’ websites or applications that are integrated with Weibo, on a given day, and “average DAUs” for a month refers to the average of the DAUs for each day during the month. The numbers of DAUs are calculated using internal company data that has not been independently verified, and we treat each account as a separate user for purposes of calculating DAUs, although it is possible that some people and organizations may have set up more than one account and some accounts used by organizations are used by many people within the organization;
- “shares” or “common shares” refer to our ordinary shares;
- all references to “RMB” or “renminbi” are to the legal currency of China, and all references to “\$,” “dollars,” “US\$” and “U.S. dollars” are to the legal currency of the United States. RMB amounts that are not included in our financial statements in this annual report are made at a rate of RMB6.4778 to US\$1.00, the exchange rate on December 31, 2015 as set forth in the H.10 statistical release published by the Federal Reserve Board; and
- all discrepancies in any table between the amounts identified as total amounts and the sum of the amounts listed therein are due to rounding.

## INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

*This Annual Report on Form 20-F contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue,” and the negative of such terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially.*

*Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no duty to update any of the forward-looking statements after the date of this report to conform such statements to actual results or to changes in our expectations.*

*Readers are also urged to carefully review and consider the various disclosures made by us which attempt to advise interested parties of the factors which affect our business, including without limitation the disclosures made under the caption “Risk Factors” included herein.*

## 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 selected consolidated financial data present the results for the five fiscal periods ended and as of December 31, 2015. Our historical results do not necessarily indicate results expected for any future periods. The selected consolidated financial data below should be read in conjunction with our consolidated financial statements and notes thereto, “Item 5. Operating and Financial Review and Prospects” below, and other information contained in this annual report.

	For the Year Ended December 31,				
	2011 <sup>(1)</sup>	2012 <sup>(2)</sup>	2013 <sup>(3)</sup>	2014 <sup>(4)</sup>	2015 <sup>(5)</sup>
	(in thousands, except per share data)				
<b>Operations:</b>					
Net revenues	\$ 482,829	\$ 529,329	\$ 665,106	\$ 768,241	\$ 880,669
Gross profit	267,481	281,397	394,042	477,900	545,289
Income (loss) from operations	(33,662)	(8,548)	22,572	(40,914)	12,222
Income (loss) before income tax expense	(297,417)	34,585	58,432	168,741	46,143
Net income (loss)	(302,418)	31,855	43,830	161,771	35,723
Net income (loss) attributable to SINA	(302,092)	31,738	45,132	176,802	25,678
Net (loss) income per share attributable to SINA					
Basic	\$ (4.64)	\$ 0.48	\$ 0.68	\$ 2.72	\$ 0.43
Diluted	\$ (4.64)	\$ 0.47	\$ 0.66	\$ 2.63	\$ 0.40
Shares used in computing basic net income (loss) per share attributable to SINA	65,121	66,401	66,741	64,950	60,237
Shares used in computing diluted net income (loss) per share attributable to SINA	65,121	66,849	67,087	71,565	60,648

- (1) Fiscal year 2011 results included \$350.1 million in impairment charges, including other-than-temporary impairment of \$230.3 million related to our equity investment in CRIC, other-than-temporary impairment of \$50.9 million related to our equity investment in Mecox Lane Limited (“MCOX”) and goodwill impairment of \$68.9 million related to our mobile value added service (“MVAS”) business.
- (2) Fiscal year 2012 results included \$18.5 million in impairment charges of equity investments, including other-than-temporary impairment of \$8.4 million related to our equity investment in MCOX. In 2012, CRIC merged into and became a 100% subsidiary of E-House. As a result, our interest in CRIC was converted into 29.3 million ordinary shares of E-House, equivalent to a 24.9% interest of E-House, and \$85.5 million cash. We recognized an amount of \$45.3 million one-time gain as a result of the merger. We also recognized a gain of \$10.2 million resulting from sale of shares of Tudou Holdings Limited (“Tudou”) in March 2012 and the gain from Tudou’s merger with Youku Inc. (“Youku”) in August 2012.
- (3) Fiscal year 2013 results included a dilution loss of \$10.2 million in the investment in E-House (China) Holdings Limited (“E-House”), which was related to the issuance of incremental shares by E-House to its management in March 2013, whose issuance price per share was less than our average carrying value per share. We also recognized a \$6.1 million of other- than-temporary impairment loss on our investments under the cost method and a \$21.1 million gain from change in fair value of investor option liability.
- (4) Fiscal year 2014 results included: 1) a \$109.2 million gain from the sale of a portion of our investment in Alibaba Group Holding Limited (“Alibaba”) through Yunfeng E-Commerce Funds in Alibaba’s initial public offering, 2) a \$49.2 million gain as a result of the initial public offering of Tian Ge Interactive Holding Limited (“Tian Ge”), a live social video company that we invested in, 3) a gain of \$29.1 million from the acquisition by Tencent Holdings Ltd. (“Tencent”) of a 15% equity interest in Leju Holdings Limited (“Leju”), a subsidiary of E-house, on a fully diluted basis, 4) a \$19.2 million gain as a result of the initial public offering of Leju, 5) a loss of \$47.0 million in the fair value change of investor option liabilities, and 6) an impairment of \$14.5 million related to goodwill acquired from Beijing Weiyue Information Technology Co., Ltd (“Weiyue”), which is an online reading platform operator.

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(5) Fiscal year 2015 results included an \$18.9 million gain from the sale of a portion of our investment in Youku Tudou.

	As of December 31,				
	2011	2012	2013	2014	2015
	(in \$ thousands)				
<b>Financial position:</b>					
Cash, cash equivalents and short-term investments	673,475	713,598	1,868,239	2,166,538	2,209,853
Working capital <sup>(1)(2)</sup>	625,450	654,356	1,787,837	2,140,134	1,336,098
Total assets	1,391,447	1,482,906	2,897,843	3,703,328	4,361,839
Long-term liabilities <sup>(1)(2)</sup>	128,695	110,203	894,740	890,543	101,724
Total liabilities	329,098	337,033	1,222,225	1,282,058	1485,171
Total SINA shareholders' equity	1,055,670	1,136,670	1,191,210	2,145,772	2,565,272
Total shareholders' equity	1,062,349	1,145,873	1,675,618	2,421,270	2,876,668

- (1) In 2015, we early adopted the guidance of ASU 2015-17 issued by Financial Accounting Standards Board ("FASB") in November 2015, which allows to retrospectively present deferred tax assets and deferred tax liabilities as non-current in our consolidated balance sheets for all periods presented. The impact arising from adopting the guidance was immaterial for each period presented.
- (2) As of December 31, 2015, the convertible notes amounting to \$800 million have been reclassified into current liabilities since the holders may require us to repurchase their notes on December 1, 2016.

**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**

*Due to the rapidly evolving market in which we operate, we cannot predict whether we will meet internal or external expectations of future performance.*

Our primary market is in China, where the internet industry is rapidly evolving and new products, new business models and new players emerge from time to time. In addition, regulatory changes can have an unexpected and significant impact on many aspects of our business. We believe our future success depends on our ability to significantly grow our revenues from new and existing products, business models and sales channels. However, market data on our business, especially on new products, business models and sales channels, are often limited, unreliable or nonexistent. Accordingly, our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in a fast changing market where there are abundant private and public capital to support competing new product developments, new business models and new companies. These risks include our ability to:

- offer new and innovative products;
- attract and retain users and advertisers;
- react quickly and effectively to regulatory changes;
- generate revenues from our users from fee-based and other internet services, including our social media platform Weibo;

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- respond effectively to competitive pressures and address the effects of strategic relationships or corporate combinations among our competitors;
- attract buyers for our mobile value-added services;
- maintain our current, and develop new, strategic relationships;
- increase awareness of our brand and continue to build user loyalty;
- attract and retain qualified managerial and other talented employees;
- upgrade our technology to support increased traffic and expanded services;
- expand the content and services on our network, secure premium content and increase network bandwidth in a cost-effective manner; and
- develop a sufficiently large customer and user base and monetization models for our Weibo services to recover its development costs, network expenditures and marketing expenses and eventually achieve profitability.

Due to the rapidly evolving market in which we operate, our historical year-over-year and quarter-over-quarter trends may not provide a good indication of our future performance. For certain business lines, we have experienced high growth rates in the past and there may be expectations that these growth rates will continue. For other business lines, we have experienced declining trends. In the past, we have relied on the growth of our online advertising business to derive profitability, which we have used to fund new initiatives such as Weibo. Our online advertising business may suffer from price competition from other online advertising companies. We may have to lower our profitability or operate at a loss in order to adequately fund critical initiatives that we believe will create value for our company and strengthen our market position over the long run. Our operating results have in the past fallen below the expectations of industry analysts and investors and may fall again in the future. Our share price may decline significantly as a result of our failure to meet such expectations.

***You should not place undue reliance on our financial guidance, nor should you rely on our quarterly operating results as an indication of our future performance, because our results of operations are subject to significant fluctuations.***

We may experience significant fluctuations in our quarterly operating results due to a variety of factors, many of which are outside our control. Significant fluctuations in our quarterly operating results could be caused by various factors, including but not limited to, our ability to retain existing users and user activity levels, attract new users at a steady rate and maintain user satisfaction; the announcement or introduction of new or enhanced services, content and products by us or our competitors; lack of significant news events in the current period, resulting in lower website traffic; technical difficulties, system downtime or internet failures; changes in demand for advertising space, new advertising formats or new advertising products from advertisers; seasonality of the advertising market; the amount and timing of operating costs and capital expenditures relating to the expansion of our business, operations and infrastructure; mobile operators' policies; governmental regulation and potentially sudden changes in policies affecting our businesses; seasonal trends in internet use; a shortfall in our revenues relative to our forecasts and a decline in our operating results due to our inability to adjust our spending quickly; decreases in earnings from equity investments; impairment of our equity investments; lower interest income resulting from decrease in interest yield and cash balance; and general economic conditions and economic conditions specific to the internet, wireless, e-commerce, media/advertising industry and the Greater China market. As a result of these and other factors, you should not place undue reliance on our financial guidance, nor should you rely on quarter-to-quarter comparisons of our operating results as indicators of likely future performance. Our quarterly revenue guidance is our best estimate at the time we provide guidance. Our operating results may be below our expectations or the expectations of public market analysts and investors in one or more future quarters. If that occurs, the price of our ordinary shares could decline and you could lose part or all of your investment.



***We are relying on advertising and marketing as a significant part of our future revenues, but the online advertising and marketing industry is subject to many uncertainties, which could cause our advertising and marketing revenues to decline.***

The online advertising and marketing industry is rapidly evolving in China. Many of our current and potential advertisers have limited experience with the internet as an advertising and marketing medium, have not traditionally devoted a significant portion of their advertising and marketing expenditures or other available funds to web-based advertising and marketing, and may not find the internet to be effective for promoting their products and services relative to traditional print and broadcast media. We may not be successful in attracting new advertisers, convincing our current and potential advertisers to increase their budgets for online advertising and marketing or securing a significant share of those budgets. If the internet does not become more widely accepted as a medium for advertising and marketing, our ability to generate additional revenues could be negatively affected. Our ability to generate significant advertising and marketing revenues will depend on a number of factors, many of which are beyond our control, including but not limited to:

- the development and retention of a large base of users possessing demographic characteristics attractive to advertisers;
- the maintenance and enhancement of our brands in a cost-effective manner;
- increased competition and potential downward pressure on online advertising and marketing prices and limitations on web page space;
- changes in government policy that curtail or restrict our online advertising and marketing services or content offerings or increase our costs associated with policy compliance;
- the acceptance of online advertising and marketing as an effective way for advertisers to market their businesses;
- advertisers' preferences for new online advertising and marketing formats, products or business models offered by other competitors and our ability to provide similar or competing new formats, products and solutions;
- the development of independent and reliable means of verifying levels of online advertising and traffic; and
- the effectiveness of our advertising delivery, tracking and reporting systems.

In 2015, approximately 55% of our portal advertising revenues in China were derived from the automobile, fast-moving consumer goods, internet and financial services, IT and telecommunication sectors. If there is a downturn in advertising and marketing spending, especially in these sectors, our results of operations, cash flows and financial condition and our share price could suffer. Our growth in advertising and marketing revenues will also depend on our ability to increase the advertising and marketing space on our network and develop new advertising and marketing inventory offerings, such as those tied to video content, mobile environment and user-generated content in social media environments, as well as performance-based inventories. If we fail to increase our advertising and marketing space at a sufficient rate or fail to develop new advertising and marketing inventory offerings that achieve market acceptance, our growth in advertising and marketing revenues could be hampered and our share price may drop significantly. Further, the increasing usage of online advertising blocking software may result in a decrease of our advertising and marketing revenues as the advertisers may choose not to advertise on the internet if such software is widely used. Our advertising and marketing revenues may also be materially adversely impacted if we are unable to develop effective advertising and marketing offerings for our mobile traffic, as internet users in China more and more rely on mobile devices, such as smart phones and tablets, to access the internet.

In addition, another difficulty we are facing is the adaption of our advertising and marketing resources to mobile devices and platforms. An increasing portion of our users accessed our products including portal website and Weibo through mobile devices in 2015. If they access our mobile products as a substitute for access through PCs, our ability to monetize our contents and grow relevant revenues would be dependent on the successful adaption to mobile devices and platforms. As new devices and platforms are continually being released, users may consume contents in a matter that is more difficult to monetize. It is difficult to predict the problems we may encounter in adapting our products and services and developing competitive new products and services that are compatible with new mobile devices and platforms. If we are unable to adapt our products and services to new mobile devices and platforms in a timely manner, our financial condition, results of operations and prospects may be materially and adversely affected.

***If our social media platform Weibo fails to compete effectively for user traffic and user engagement and generate sustainable revenue growth and profit, our share price could suffer significantly.***

We only started to monetize Weibo traffic in the first half of 2012 through advertising and marketing services and value-added services such as game related services and VIP membership. Weibo is a form of social media featuring microblogging services and social networking services and is subject to intense competition for user traffic and user engagement. Major Chinese internet companies, including Tencent, Netease and Sohu, as well as other microblogging services and new players in China who offer online media, including content aggregation and distribution services, compete directly with Weibo for user traffic and user engagement, content, talent and marketing resources. As a media platform in nature, Weibo also competes with offline media companies for audiences and content. In addition, as a form of social media featuring social networking services and messenger features, Weibo is subject to intense competition from providers of similar services as well as potential new types of online services, including interest-based social products. These services include (i) mobile messengers and other social apps, such as Weixin/WeChat, QQ Mobile, Qzone Mobile, Yixin, Laiwang, Douban, Baidu Post and Momo; (ii) news applications, such as Jinritoutiao and news apps operated by other major internet companies, such as Sohu, NetEase, Tencent and Phoenix New Media; and (iii) multi-media apps, such as Inke, In, Nice, Paipai and Meipai. Weibo also competes with both offline and online games for the time and money of gamers. Weibo has begun to offer social commerce solutions to our customers that enable them to conduct e-commerce on its platform. Consequently, Weibo's offerings compete with e-commerce companies and online verticals that enable merchants to conduct e-commerce, including location-based services and online-to-offline services. In addition to direct competition, Weibo also faces indirect competition from companies that sponsor or maintain high traffic volume websites or provide an initial point of entry for internet users, including but not limited to providers of search services and navigation pages, such as Baidu, UCWeb and Qihoo 360. Weibo may also face increasing competition from global social media, social networking services and messengers, such as Twitter, Instagram, Facebook, WhatsApp, Line, Kakao Talk and Snapchat. Some of Weibo's competitors may have substantially more cash, traffic, technical and other resources than Weibo has. Our social media platform Weibo may be unable to compete successfully against these competitors or new market entrants, which may adversely affect our business and financial performance.

Furthermore, as monetization has been a challenge to other microblogging services and social networking services, it has been a challenge to us as well. We cannot guarantee that the monetization methods adopted by other microblogging and social networking services will work with Weibo or the current Weibo monetization methods can generate sustainable revenue growth and profit. In our efforts to build scale and increase user base and user stickiness, we have significantly increased and expect to further increase investments in Weibo in areas such as technology, infrastructure and marketing, which have caused our profitability to significantly decline and may result in further declines. In addition, we cannot assure you that the investments we make will result in increased Weibo users and traffic. If our monetization efforts are not successful, then our investments in Weibo could significantly depress our profitability, and if we are unsuccessful in growing and monetizing Weibo's user base and traffic, our share performance could be materially adversely affected, the price of our ordinary shares could decline.

***Weibo monetization may require users to accept "promoted" advertising in their feeds or private messages, which may affect user experience and cause decline in user traffic and delay in Weibo monetization.***

Weibo users typically can log into their personal accounts to view user-generated feeds and private messages from accounts that they have selected to follow. Social media companies have been subject to negative comments (and in the case of Facebook, a lawsuit) for introducing promoted advertising into their users' information feeds. We started to test promoted advertising products in Weibo at the end of December 2012 and have received user complaints. If we are unable to address user complaints to an acceptable level, Weibo's monetization may be delayed and usage activities may decline, which may adversely impact our revenues and profitability.

***We have generated a significant portion of our advertising revenues from Alibaba under the strategic collaboration agreement, there is no assurance, however, that we can generate revenues from Alibaba similar to past record after the strategic collaboration agreement expires, and if we fail to maintain our collaboration with Alibaba going forward, our results of operations and growth prospect may be adversely and materially affected.***

In April 2013, we formed a strategic collaboration with Alibaba and its affiliated entities to jointly explore social commerce and develop innovative marketing solutions to enable merchants on Alibaba e-commerce platforms to better connect and build relationships with our Weibo users. As part of the strategic collaboration, Alibaba purchased approximately RMB2.3 billion (\$381 million) in advertising and social commerce services from Weibo and us from 2013 to 2015. Although our cooperation with Alibaba continues in the ordinary course of our business after our strategic collaboration agreement with Alibaba expired in January 2016, there is no assurance that we can generate revenues from Alibaba at a level comparable to our past record, both in absolute amount and as percentage to our total advertising revenues. If we are unable to maintain a strong cooperation with Alibaba or find other customers that can bring in similar amount of revenues to offset the possible decline of revenues from Alibaba, our results of operations and growth prospects may be adversely and materially affected.

***Our MVAS revenues have experienced an overall decline and may decrease further in the future.***

In 2013, 2014 and 2015, MVAS revenues accounted for 9%, 4% and 3% of our total net revenues, respectively. Our MVAS revenues declined year over year for the past three years, and may further decline in the future. If users do not adopt our MVAS at a sufficient rate, our overall MVAS revenue could be negatively affected. Factors that may prevent us from maintaining or growing our MVAS revenues include:

- our ability to launch new popular services;
- our ability to retain existing customers of our subscription services;
- our ability to attract new subscribers in a cost-effective manner;
- our ability to provide satisfactory services to customers;
- competitors, including mobile operators, may launch competing or better products;
- changes in policy, process and/or system by China Mobile Communications Corporation (“China Mobile”), China United Network Communications Group Co., Ltd. (“China Unicom”) or other mobile operators, on whom we rely for service delivery, billing and payment collection. Examples include limiting the service offerings and partnerships allowed for each Short Messaging Service (“SMS”) service code; requiring additional notices and customer confirmations in the MVAS ordering process; complicating the product launch approval process; and shifting our products to more costly platforms. In the past, the mobile operators have made sudden changes that have significantly impacted our revenues and may do so again in the future;
- changes in government regulations, which could restrict our MVAS offerings, curtail our ability to market our services or change user adoption or usage patterns in a negative way. For example, in August 2007, the Ministry of Information Industry (“MII”) (superseded by the Ministry of Industry and Information Technology (“MIIT”) established in March 2008) tightened the regulations over direct advertising in China, which reduced the effectiveness of our direct advertising on MVAS and increased the difficulties of new user recruitment. In December 2007, the MII unified the dialing codes of each service provider (“SP”), which increased the number of digits a user must input to subscribe to an SP’s MVAS, thereby making the purchasing process more complicated. Effective as of September 1, 2013, the MIIT has required mobile users to register their real names. Implementation of these types of changes has led to in the past and may lead to in the future fewer subscriptions of MVAS and a decrease in new customers; and

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- changes in mobile subscriber base from 2G and 2.5G, from whom we derive most of our MVAS revenues, to 3G and 4G, where mobile applications are more popular.

In light of the changing operating environment and evolving, uncertain policies and regulations, our new MVAS offerings may not continue to be accepted by the market or meet mobile operators' requirements and government regulations. Neither can we assure that our new MVAS will provide meaningful margin contribution in the current competitive landscape when other MVAS providers are willing to accept lower revenue sharing to acquire marketing channels and MVAS content and mobile operators are demanding higher revenue sharing for new MVAS offerings and MVAS offerings using their newer platforms. If revenues from our MVAS services do not grow significantly or generate profits, our financial position, results of operations and cash flows may be materially and adversely affected.

***The markets for internet and social media and social networking services are highly competitive, and we may be unable to compete successfully against established industry competitors and new entrants, which could reduce our market share and adversely affect our financial performance.***

We provide online content and services for the global Chinese community, including but not limited to informational features, microblogging and social networking services as well as other fee-based services. This industry can be characterized as highly competitive and rapidly changing due to the fast growing market demand. Barriers to entry are relatively low, and current and new competitors can launch new websites or services at a relatively low cost. Many companies offer rich content and various services targeting this community and compete with our offerings.

In terms of informational features, we compete with existing or emerging PRC internet portals such as Baidu Inc. ("Baidu"), Tencent, Netease, Sohu and Phoenix New Media Limited ("iFeng.com"). In addition, we also face competition from vertical websites, which may have better focus and more resources dedicated to a specific topical area, such as automobile, finance and IT information. Our competitors in this area include Hexun, East Money, China Finance Online, Autohome, Bitauto, PCAuto, Xcar, ZOL Online, PCpop.com and PConline.

As we expand our product and services offerings into social media and social networking services, online video, WAP (mobile portal), blog, light blog and messaging services, we face competition from companies that are focused in the same space. Major Chinese internet companies, including Tencent, Netease and Sohu, as well as other microblogging services and new players in China who offer online media, including content aggregation and distribution services, compete directly with us for user traffic and user engagement, content, talent and marketing resources. In addition, as a form of social media featuring social networking services and messaging services, we are subject to intense competition from providers of similar services as well as potential new types of online services, including interest-based social products. These services include (i) mobile messengers and other social apps, such as Weixin/WeChat, QQ Mobile, Ozone Mobile, Yixin, Laiwang, Douban, Baidu Post and Momo; (ii) news applications, such as Jinritoutiao and news apps operated by other major internet companies, such as Sohu, NetEase, Tencent and Phoenix New Media; and (iii) multi-media apps, such as Inke, In, Nice, Paipai and Meipai. We also compete with both offline and online games for the time and money of gamers. We have begun to offer social commerce solutions to our customers that enable them to conduct e-commerce on our platform. Consequently, our offerings compete with e-commerce platforms that enable merchants to conduct e-commerce, including location-based services and online-to-offline services. In addition, we may also face increasing competition from global social media and social networking services, such as Twitter and Facebook.

In addition, we compete with companies who sponsor or maintain high traffic volume websites or provide an initial point of entry for internet users, including but not limited to, providers of search services, navigation pages, desktop applications, mobile applications and operating systems. Search providers include internet search companies, such as Baidu, Sogou (Sohu and Tencent), Qihoo, Netease (Youdao) and Google, Inc. ("Google"), as well as vertical search companies, such as Youku Tudou (video search), Gougou (video search), Qunar (travel search) and Kuxun.cn (travel search). Navigation page providers include Qihoo (hao.360.cn) and Baidu (hao123.com). Companies that offer desktop and/or mobile applications, such as messenger, pinyin, web browser, app download store, security software and mobile browser, include Tencent, Sogou (Sohu/Tencent), Baidu, Qihoo, Kingsoft, NQ, Microsoft (MSN), China Telecom/Netease (Yixin), Yahoo!/Alibaba (Yahoo Messenger), Alibaba (Laiwang) and UC Mobile Ltd (UC Browser) and 91 Wireless (app download store). Smart phone operating system providers such as Apple Inc. (iOS), Google (Android) and Microsoft (Windows) are also becoming a threat as mobile internet users are increasingly using the application stores as an initial entry point to various internet products and services. Online companies who can aggregate significant traffic may have the ability to direct traffic to their other internet offerings and provide competing advertising and fee-based services.

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We also compete for advertisers with traditional media companies, such as newspapers, magazines and television networks that have a longer history of operation and greater acceptance among advertisers. Although outdoor media companies more directly compete with traditional media such as television, they also indirectly compete with us to convert advertisers from traditional media to their own formats. These competitors include Focus Media, Air Media Group Inc., Vision China Media Inc. and other China-based private or public outdoor media advertising companies.

Many of our competitors have greater financial resources, a longer history of providing online services, a larger and more active user base, more established brand names and currently offer a greater breadth of products that may be more popular than our online offerings. Many of our competitors are focused solely on one area of our business and are able to devote all of their resources to that business line and can more quickly adapt to changing technology and market conditions. As internet usage in Greater China increases and the Greater China market becomes more attractive to advertisers and for conducting fee-based services, large global competitors, such as Facebook, LinkedIn, Google, Twitter, Line, Kakao and WhatsApp, may increasingly focus their resources on the Greater China market. We cannot assure you that we will succeed in competing against the established and emerging competitors in the market. The increased competition could result in reduced traffic, loss of market share and revenues, and lower profit margins.

***Our business is highly sensitive to the strength of our brands in the marketplace, and we may not be able to maintain current or attract new users, customers and strategic partners for our products and offerings if we do not continue to increase the strength of our brands and develop new brands successfully in the marketplace.***

Our operational and financial performance is highly dependent on our strong brands in the marketplace. Such dependency will increase further as the number of internet and mobile users as well as the number of market entrants in China grows. In order to retain existing and attract new internet users, advertisers, mobile customers and strategic partners, we may need to substantially increase our expenditures to create and maintain brand awareness and brand loyalty. Consequently, we will need to grow our revenues at least in the same proportion as any increase in brand spending to maintain our current levels of profitability.

We receive a high degree of media coverage in Chinese communities around the world. There has in the past been various negative press coverage about our company based on untrue or unsubstantiated rumors and, as a result, the perception of our brands as well as the price of our ordinary shares has at times been negatively affected. For example, there was broad media coverage about the talk between the State Internet Information Office, which regulates the dissemination of information over internet in China, and us regarding its concerns about the spread of illegal information in our portal website sina.com.cn. Although no penalty was affirmative yet, the negative media coverage still might have jeopardized our brand and our users' willingness to use our services. We have in some cases taken affirmative steps to address such coverage. However, we cannot assure you that we will be able to diffuse negative press coverage about our company to the satisfaction of our investors, users, advertisers, customers and strategic partners. If we are unable to diffuse negative press coverage about our company, our brands may suffer in the marketplace, our operational and financial performance may be negatively impacted and the price of our ordinary shares may decline.

***We rely in part on application marketplaces, internet search engines, navigation sites and web browsers to drive traffic to our platform and website, and if we fail to appear high up in the search results or rankings, traffic to our platform and website could decline and our business and operating results could be adversely affected***

We rely on application marketplaces, such as Apple's App Store, Baidu Mobile Assistant, 360 Mobile Assistant and Wandoujia, to drive downloads of the mobile applications of our products, including Weibo, Sina News and Sina Finance. In the future, Apple, Android stores or other operators of application marketplaces may make changes to their marketplaces which make access to our products and services more difficult. We also depend in part on internet search engines, navigation sites and web browsers, such as Baidu, Sogou, Google, Hao123, Hao360, UC Browser and 360 Browser, to drive traffic to our website. For example, when a user types an inquiry into a search engine, we rely on a high organic search result ranking of our webpages in these search results to refer the user to our website. However, our ability to maintain high organic search result rankings is not totally within our control. Our competitors' search engine optimization, or SEO, efforts may result in their websites receiving a higher search result page ranking than ours, or internet search engines could revise their methodologies in a way that would adversely affect our search result rankings. If Internet search engines modify their search algorithms in ways that are detrimental to us, or if our competitors' SEO efforts are more successful than ours, the growth in our user base could be adversely affected. In addition, navigation websites or web browsers might reduce the recommendation of our products for various reasons occasionally. Any reduction in the number of users directed to our mobile applications or website through application marketplaces, internet search engines, navigation sites and web browsers could harm our business and operating results.

***We have incurred and may continue to incur substantial stock-based compensation expenses.***

We adopted our 2007 share incentive plan in June 2007 and 2015 share incentive plan in July 2015. Our subsidiary Weibo adopted a 2010 share incentive plan in August 2010 and a 2014 share incentive plan in March 2014. See “Item 6. Directors, Senior Management and Employees—B. Compensation” for a detailed discussion. For the years ended December 31, 2013, 2014 and 2015, we recorded \$47.1 million, \$32.5 million and \$56.1 million, respectively, in stock-based compensation expenses. We will continue to grant stock-based compensation in the future in order to attract and retain key personnel and employees. Consequently, our stock-based compensation expenses may be recurring and even significantly increase in absolute amount, which may have a material adverse effect on our results of operations.

***Our financial results could be adversely affected by our long-term investments.***

We periodically review our long-term investments in publicly traded companies, privately held companies and limited partnerships for impairment. If we conclude that any of these investments are impaired and that such impairment is other-than-temporary, we will write down the asset to its fair value and take a corresponding charge to our consolidated statements of comprehensive income. As of December 31, 2015, our long-term investments included \$599.0 million in privately held companies and limited partnerships, which may not have the resources nor level of controls in place like public companies to timely and accurately provide updates about their company to us. Furthermore, many of our investments are at an early, pre-revenue stage of development, and their impairment may be difficult to assess as market information on internet-related startups is not readily available. Determination of estimated fair value of these investments require complex and subjective judgments due to their limited financial and operating history, unique business risks and limited public information. Consequently, we may not receive information about our investments on a timely basis to properly account for them. We are unable to control these factors and an impairment charge recognized by us, especially untimely recorded, may adversely impact our financial results and share price. We recognized an impairment charge of \$6.1 million, \$18.0 million and \$6.6 million on our long-term investments in 2013, 2014 and 2015 respectively. We may continue to incur impairment charges, which could depress our profitability or subject us to incur a net loss.

We reported our ownership in CRIC, which merged into E-House in 2012, using the equity method of accounting starting from October 1, 2009 and, as such, our net income was impacted by E-house’s performance. Historically, we recorded \$16.7 million in loss from equity investment in E-House in 2012. Although we recorded a gain of \$2.3 million, \$10.1 million and \$1.9 million from our equity investment in E-house in 2013, 2014 and 2015, respectively, due to the recovery of real estate market in China, we may incur loss from such investment again in the future.

Our future financial results may be also adversely affected by the performance of E-House and other equity investments accounted for under the equity method. If the financial results of E-House and other equity investments accounted for under the equity method decline, it will negatively impact our financial results. Furthermore, we will not be able to report our quarterly and annual results until we have obtained the result of the E-House and other equity investments accounted for under the equity method, which we have reported a quarter in arrears. A delay in the reporting by E-House and other equity investments accounted for under the equity method could adversely affect our reporting schedule and cause the market to react negatively to our share price. E-House’s business is subject to risks that may be different than those that affect our business. Potential risks and uncertainties include, but are not limited to:

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- E-House may not be able to successfully execute its strategy of expanding into new geographical markets in China;
- E-House may not be able to successfully execute its growth strategy to maintain and enhance its brands and image;
- E-House's business is susceptible to fluctuations in the real estate market in China;
- E-House's business may be materially and adversely affected by government measures aimed at China's real estate industry; and
- a severe or prolonged downturn in the global or Chinese economy could materially and adversely affect E-House's business and its financial condition.

Further information regarding these and other risks can be found in E-House's filings with the SEC. SINA assumes no obligation to update E-House's risks factors.

### ***If we cannot obtain sufficient cash when we need it, we may not be able to meet our payment obligations under our convertible notes.***

In November 2013 we issued \$800,000,000 principal amount of convertible senior notes due 2018. The notes will bear interest at a rate of 1.00% per year, payable semiannually in arrears on June 1 and December 1 of each year, beginning on June 1, 2014. On December 1, 2016, holders may require us to repurchase their notes at a price equal to 100% of the principal amount of the notes plus accrued and unpaid interest to but excluding the repurchase date. The notes will mature on December 1, 2018. We may not have sufficient funds to pay the interest or repurchase price or fulfill other obligations under the notes.

We derive most of our revenues from, and hold most of our assets through, our subsidiaries. As a result, we may rely in part upon distributions and advances from our subsidiaries in order to help us meet our payment obligations under the notes and our other obligations. Our subsidiaries are distinct legal entities and do not have any obligation (legal or otherwise) to provide us with distributions or advances. We may face tax or other adverse consequences, or legal limitations, on our ability to obtain funds from these entities. In addition, our ability to obtain external financing in the future is subject to a variety of uncertainties, including:

- our financial condition, results of operations and cash flows;
- general market conditions for financing activities by internet companies; and
- economic, political and other conditions in the PRC and elsewhere.

If we are unable to obtain funding in a timely manner or on commercially acceptable terms, we may not be able to meet our payment obligations under our convertible notes. If we fail to pay interest on the notes, we will be in default under the indenture governing the notes, which in turn may constitute a default under existing and future agreements governing our indebtedness.

### ***If we are unable to keep up with the rapid technological changes of the internet industry, our business may suffer.***

The internet industry is experiencing rapid technological changes. For example, with the advances of search engines, internet users may choose to access information through search engines instead of our web portal and other web properties. With the advent of Web 2.0, the interests and preferences of internet users may shift to user-generated content, such as social media services, social networking services and other online communities. As broadband becomes more accessible, internet users may demand content in pictorial, audio-rich and video-rich formats. With the development of 2.5G, 3G and 4G networks in China and the growing availability of Wi-Fi connections, mobile users have been shifting from the predominant text messaging services to newer applications, such as social networking, location-based services, messengers with free texting, voicemail and internet conferencing, mobile commerce, music, photo and video download sites, applications and sharing platforms, and mobile games. In addition, with the proportion of internet usage shifting from personal computers to mobile phones, handheld computers and other mobile devices in China, mobile operating systems, browsers and application-based platforms may redefine the way internet companies operate, impacting our competitiveness and hindering our ability to shift our personal-computer-based offerings into the mobile environment. Our future success will depend on our ability to anticipate, adapt and support new technologies and industry standards. If we fail to anticipate and adapt to these and other technological changes, our market share, profitability and share price could suffer.



***If we fail to successfully develop and introduce new products and services, our competitive position and ability to generate revenues could be harmed.***

We continuously develop new products and services. The planned timing or introduction of new products and services is subject to risks and uncertainties. Actual timing may differ materially from original plans. Unexpected technical, operational, distribution or other problems could delay or prevent the introduction of one or more of our new products or services. Moreover, we cannot be sure that any of our new products and services will achieve widespread market acceptance or generate incremental revenue. If our efforts to develop, market and sell new products and services to the market are not successful, our financial position, results of operations and cash flows could be materially adversely affected, the price of our ordinary shares could decline and you could lose part or all of your investment.

***Traffic growth and user engagement depend upon effective interoperation with operating systems, networks, devices, web browsers and standards that we do not control.***

We make our products and services available across a variety of operating systems and through websites. We are dependent on the interoperability of our products and services with popular devices, desktop and mobile operating systems and web browsers that we do not control, such as Windows, Mac OS, Android, iOS, and others. Any changes in such systems, devices or web browsers that degrade the functionality of our products and services or give preferential treatment to competitive products or services could adversely affect usage of our products and services. Further, if the number of platforms for which we develop our products increases, it will result in an increase in our costs and expenses. In order to deliver high quality products and services, it is important that our products and services work well with a range of operating systems, networks, devices, web browsers and standards that we do not control. In addition, because a large number of our users access our products and services through mobile devices, we are particularly dependent on the interoperability of our products and services with mobile devices and operating systems. We may not be successful in developing relationships with key participants in the mobile industry or in developing products or services that operate effectively with these operating systems, networks, devices, web browsers and standards. In the event that it is difficult for our users to access and use our products and services, particularly on their mobile devices, our user growth and user engagement could be harmed, and our business and operating results could be adversely affected.

***New technologies could block our advertisements, desktop clients and mobile applications and may enable technical measures that could limit our traffic growth and new monetization opportunities.***

Technologies have been developed that can disable the display of our advertisements and that provide tools to users to opt out of our advertising products. Most of our revenues are derived from fees paid to us by advertisers in connection with the display of advertisements on webpages to our users. In addition, our traffic growth is significantly dependent on content viewing via mobile devices, such as smart phones and tablets. Technologies and tools for PCs and mobile devices, such as operating systems, internet browsers, anti-virus software and other applications, as well as mobile application download stores could set up technical measures to direct away internet traffic, require a fee for the download of our products or block our products all together, which could adversely affect our overall traffic and ability to monetize our services.

***Our business and growth could suffer if we are unable to hire and retain key personnel.***

We depend on the continued contributions of our senior management and other key employees, many of whom are difficult to replace. The loss of the services of any of our executive officers or other key employees could harm our business. Competition for qualified talent in China is intense. Our future success is dependent on our ability to attract a significant number of qualified employees and retain existing key employees. If we are unable to do so, our business and growth, including that of Weibo, may be materially and adversely affected and our share price could suffer. Our need to significantly increase the number of our qualified employees and retain key employees may cause us to materially increase compensation-related costs, including stock-based compensation.



***We may not be able to manage our expanding operations effectively, which could harm our business.***

We have expanded rapidly by acquiring companies, entering into joint ventures and forming strategic partnerships. These new businesses, joint ventures and strategic partnerships provide various services, such as instant messaging and application development. We anticipate continuous expansion in our business, both through further acquisitions and internal growth. In addition, the geographic dispersion of our operations as a result of acquisitions and internal growth requires significant management resources that our locally based competitors do not need to devote to their operations. In order to manage the planned growth of our operations and personnel, we will be required to improve and implement operational and financial systems, procedures and controls, and expand, train and manage our growing employee base. Further, our management will be required to maintain and expand our relationships with various other websites, internet and other online service providers and other third parties necessary to our business. We cannot assure you that our current and planned personnel, systems, procedures and controls will be adequate to support our future operations. If we are not successful in establishing, maintaining and managing our personnel, systems, procedures and controls, our business will be materially and adversely affected.

***Our strategy of acquiring complementary assets, technologies and businesses may fail and may result in equity or earnings dilution.***

As part of our business strategy, we have acquired and intend to continue to identify and acquire assets, technologies and businesses that are complementary to our existing business. Acquired businesses or assets may not yield the results we expect. In addition, acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, significant amortization expenses related to intangible assets and exposure to potential unknown liabilities of the acquired business. Moreover, the cost of identifying and consummating acquisitions, and integrating the acquired businesses into ours, may be significant, and the integration of acquired businesses may be disruptive to our existing business operations. In addition, we may have to obtain approval from the relevant PRC governmental authorities for the acquisitions and comply with any applicable PRC rules and regulations, which may be costly. The PRC government recently established additional procedures and requirements that could make merger and acquisition activities by us more time-consuming and complex. For instance, as of September 1, 2011, the PRC Ministry of Commerce (“MOFCOM”) adopted a national security review rule which requires acquisitions by foreign investors of PRC companies engaged in military-related or certain other industries that are crucial to national security to be subject to security review before consummation of any such acquisition. In the event that our acquisitions are not successful, our financial condition and results of operations may be materially and adversely affected.

***We may not be able to adequately protect our intellectual properties, which could cause us to be less competitive.***

We rely on a combination of copyright, trademark and trade secret laws and restrictions on disclosure to protect our intellectual property rights. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our intellectual properties. Monitoring unauthorized use of our products is difficult and costly, and we cannot be certain that the steps we have taken will prevent misappropriation of our intellectual properties, particularly in countries where the laws may not protect our proprietary rights as fully as in the United States. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources.

***Many of our products and services contain open source software, and we license some of our software through open source projects, which may pose particular risks to our proprietary software, products and services in a manner that could have a negative effect on our business.***

We use open source software in our products and services and will use open source software in the future. In addition, from time to time, we contribute software source code to open source projects under open source licenses or release internal software projects under open source licenses, and anticipate doing so in the future. The terms of many open source licenses to which we are subject have not been interpreted by domestic or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to provide or distribute our products or services. Additionally, we may from time to time face claims from third parties claiming ownership of, or demanding release of, the open source software or derivative works that we developed using such software, which could include our proprietary source code, or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation and could require us to make our software source code freely available, purchase a costly license or cease offering the implicated products or services unless and until we can re-engineer them to avoid infringement. This re-engineering process could require significant additional research and development resources, and we may not be able to complete it successfully. In addition to risks related to license requirements, use of certain open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on the origin of software. Additionally, because any software source code we contribute to open source projects is publicly available, our ability to protect our intellectual property rights with respect to such software source code may be limited or lost entirely, and we are unable to prevent our competitors or others from using such contributed software source code. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a negative effect on our business, financial condition and operating results.

***We may be subject to intellectual property infringement claims or other allegations by third parties for services we provide or for information or content displayed on, retrieved from or linked to our websites, or distributed to our users, which may materially and adversely affect our business, financial condition and prospects.***

Companies in the internet, technology, and media industries are frequently involved in litigation based on allegations of infringement of intellectual property rights, unfair competition, invasion of privacy, defamation and other violations of other parties' rights. The validity, enforceability and scope of protection of intellectual property rights in internet-related industries, particularly in China, are uncertain and still evolving. As we face increasing competition and as litigation becomes more common in China in resolving commercial disputes, we face a higher risk of being the subject of intellectual property infringement claims.

We allow users to upload written materials, images, pictures and other content on our platform and download, share, link to and otherwise access games and applications (some of which are developed by third parties) as well as audio, video and other content either on our platform or from other websites through our platform. We have procedures designed to reduce the likelihood that content might be used without proper licenses or third-party consents. However, these procedures may not be effective in preventing the unauthorized posting of copyrighted content.

With respect to games and applications developed by third parties displayed on our platform, we have procedures designed to reduce the likelihood of infringement. However, such procedures might not be effective in preventing third-party games and applications from infringing other parties' rights. We may face liability for copyright or trademark infringement, defamation, unfair competition, libel, negligence, and other claims based on the nature and content of the materials that are delivered, shared or otherwise accessed through our services or published on our websites.

Defending patent and other intellectual property litigation is costly and can impose a significant burden on management and employees, and there can be no assurances that favorable final outcomes will be obtained in all cases. Such claims, even if they do not result in liability, may harm our reputation. Any resulting liability or expenses, or changes required to our websites to reduce the risk of future liability, may have a material adverse effect on our business, financial condition and prospects.

***Our business and operations results may be harmed by service disruptions, or by our failure to timely and effectively scale and adapt our existing technology and infrastructure.***

The continual accessibility of our websites and the performance and reliability of our network infrastructure are critical to our reputation and our ability to attract and retain users, advertisers and merchants. Any system failure or performance inadequacy that causes interruptions in the availability of our services or increases the response time of our services could reduce our appeal to users and consumers. Factors that could significantly disrupt our operations include system failures and outages caused by fire, floods, earthquakes, power loss, telecommunications failures and similar events; software errors; computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems; and security breaches related to the storage and transmission of proprietary information, such as credit card numbers or other personal information.

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As the number of our users increases and our users generate more content, including photos and videos on our platform, we may be required to expand and adapt our technology and infrastructure to continue to reliably store and analyze this content. It may become increasingly difficult to maintain and improve the performance of our products and services, especially during peak usage times, as our products and services become more complex and our user traffic increases. We have limited backup systems and redundancy. In the past, we experienced an unauthorized tampering of the mail server of our China websites which briefly disrupted our operations. Future disruptions or any of the foregoing factors could damage our reputation, require us to expend significant capital and other resources and expose us to a risk of loss or litigation and possible liability. We do not carry sufficient business interruption insurance to compensate for losses that may occur as a result of any of these events. Accordingly, our revenues and results of operations may be adversely affected if any of the above disruptions should occur.

***We have contracted with third parties to provide content and services for our portal network and MVAS and we may lose users and revenues if these arrangements are terminated.***

We have arrangements with a number of third parties to provide content and services to our websites. In the area of content, we have relied and will continue to rely on third parties for the majority of the content that we publish under the SINA brand. Although no single third-party content provider is critical to our operations, if these parties fail to develop and maintain high-quality and successful media properties, or if a large number of our existing relationships are terminated, we could lose users and advertisers and our brand could be harmed.

In addition, the PRC government has the ability to restrict or prevent state-owned media from cooperating with us in providing certain content to us, which will result in a significant decrease of the amount of content we can publish on our websites. We may lose users if the PRC government chooses to restrict or prevent state-owned media from cooperating with us, in which case our revenues will be impacted negatively. Certain state-owned media companies, from whom we currently procure content, have built their own portal websites and may decide to not cooperate with us in the future.

In the area of web-based services, we have contracted with various third-party providers for our principal internet connections. If we experience significant interruptions or delays in service, or if these agreements terminate or expire, we may incur additional costs to develop or secure replacement services and our relationship with our users could be harmed.

A major part of our non-advertising revenues is generated through MVAS where we depend on mobile network operators for services delivery and payment collection. If we are unable to continue these arrangements, our MVAS could be severely disrupted or discontinued. Furthermore, we are highly dependent on these mobile service providers for our profitability in that they can choose to increase their service fees at will.

We depend on a third party's proprietary and licensed advertising serving technology to deliver advertisements to our network. If the third party fails to continue to support its technology or if its services fail to meet the advertising needs of our customers and we cannot find an alternative solution on a timely basis, our advertising revenues could decline.

***Our future performance depends in part on support from platform and data partners.***

We have made and are continuing to make investments to enable developers to build, grow, and monetize mobile and web applications that integrate with our products like Weibo. Such existing and prospective developers may not be successful in building, growing, or monetizing mobile and/or web applications that create, maintain and enhance user engagement. Additionally, developers may choose to build on other platforms, including mobile platforms controlled by third parties instead of ours. We are continuously seeking to balance the distribution objectives of our developers with our desire to provide an optimal user experience, and we may not be successful in achieving a balance that continues to attract and retain such developers. For example, from time to time, we have taken actions to reduce the volume of communications from these developers to users with the goal to enhance user experience. In some instances, these actions, as well as other actions to enforce our policies applicable to developers, have adversely affected our relationships with such developers. If we are not successful in our efforts to continue to grow the number of developers that choose to build products that integrate with our products or if we are unable to continue to build and maintain good relationships with such developers, our user growth and user engagement and our financial results may be adversely affected.

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In addition, we generate a portion of revenues from licensing our historical and real-time data to third parties. If any of these relationships are terminated or not renewed, or if we are unable to enter into similar relationships in the future, our operating results could be adversely affected.

### ***Increases in competition and market prices for professionally produced content may have an adverse impact on our financial condition and results of operations.***

We have recently experienced significant fee increases from some of our content providers in the areas of video content and other premium content. Competition for quality content for online advertising is intense in China. Our competitors include well-capitalized companies, both private and newly listed companies, many of whom operate on a net-loss basis, as well as well-established companies that have user traffic greater than ours. If we are unable to secure a large portfolio of professionally produced quality content due to prohibitive cost, or if we are unable to manage our content acquisition costs effectively and generate sufficient revenues to outpace the increase in content spending, our website traffic, financial condition and results of operations may be adversely affected.

### ***Concerns about the security of transactions and communications on the internet may reduce our user traffic and impede our growth.***

A significant barrier to transactions and communications over the internet in general has been a public concern over security and privacy, especially the transmission of confidential information. If these concerns are not adequately addressed, they may inhibit the growth of the internet and other online services generally, especially as a means of conducting commercial transactions. If a well-publicized internet breach of security were to occur, general internet usage could decline, which could harm our brand, reduce our user traffic and adversely impact our growth and results of operations.

### ***Security breaches or computer virus attacks could have a material adverse effect on our business prospects and results of operations.***

Any significant breach of security of our products could significantly harm our business, reputation and results of operations and could expose us to lawsuits brought by our users and partners and to sanctions by governmental authorities in the jurisdictions in which we operate. We have in the past experienced security breaches by third parties, including hacking into our user accounts and redirecting our user traffic to other websites, and we were able to rectify the security breaches without significant impact to our operations. However, we cannot assure you that our IT systems will be completely secure from future security breaches or computer virus attacks. Anyone who is able to circumvent our security measures could misappropriate proprietary information, including the personal information of our users, obtaining users' names and passwords and enabling the hackers to access users' other online accounts, if those users use identical user names and passwords. They could also misappropriate other information, including financial information, uploaded by our users in a secure environment, such as Weibo, Weibo Wallet, SINA email, weiDisk and other applications requiring user log-in that were internally developed or developed by third parties for use on Weibo's open application platform. Functions that facilitate interactivity with other websites, such as our Weibo Connect, that allows users to log onto partner websites using their Weibo identity, could increase the scope of access of hackers to other user accounts. These circumventions may cause interruptions in our operations or damage our brand image and reputation. Our servers may be vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could cause system interruptions, website slowdown or unavailability, delays in communication or transactions, or loss of data. We may be required to incur significant additional costs to protect against security breaches or to alleviate problems caused by such breaches. In addition, a significant security breach or virus attack on our system could result in a material adverse impact on our business and results of operations.

### ***Spam could diminish the user experience on Weibo platform, which could damage our reputation and deter our current and potential users from using Weibo.***

"Spam" on Weibo refers to a range of abusive activities that are prohibited by Weibo's terms of service and is generally defined as unsolicited, repeated actions that negatively impact other users with the general goal of drawing user attention to a given account, site, product or idea. This includes posting large numbers of unsolicited mentions of a user, duplicate feeds, misleading links (e.g., to malware or click-jacking pages) or other false or misleading content, and aggressively following and un-following accounts, sending invitations and feeds to inappropriately attract attention. Although we continue to invest resources to reduce spam on Weibo, we expect spammers will continue to seek ways to act inappropriately on Weibo. In addition, we expect that increased number of users on Weibo will result in increased efforts by spammers to misuse the platform. We continuously combat spam, including by suspending or terminating accounts we believe to be spammers and launching algorithmic changes focused on curbing abusive activities. Our actions to combat spam require the diversion of significant time and focus of our engineering team for improving our products and services. If spam increases on Weibo, this could hurt our reputation for delivering relevant content or reduce user growth and user engagement, which may deter our existing and potential users from using our products and services.

***We prioritize product innovation and user experience over short-term operating results, which may harm our revenue and operating results.***

We encourage employees to quickly develop and help us launch new and innovative features. We focus on improving the user experience for our products and services and on developing new and improved products and services for the advertisers on our platform. We prioritize innovation and the experience for users and advertisers on Weibo over short-term operating results. We frequently make product and service decisions that may reduce our short-term operating results if we believe that the decisions are consistent with our goals to improve the user experience and performance for advertisers, which we believe will improve our operating results over the long term. These decisions may not be consistent with the short-term expectations of investors and may not produce the long-term benefits that we expect, in which cause our user growth and user engagement, our relationships with advertisers and our business and operating results could be harmed. In addition, our focus on the user experience may negatively impact our relationships with our existing or prospective customers. This could result in a loss of customers and platform partners, which would harm our revenue and operating results.

***We rely on assumptions and estimates to calculate certain of our key operating metrics, and real or perceived inaccuracies in such metrics may harm our reputation and negatively affect our business.***

The number of Weibo active users is calculated using internal company data that has not been independently verified. While this number is based on what we believe to be reasonable calculations for the applicable period of measurement, there are inherent challenges in measuring usage and user engagement across Weibo's large user base of Chinese communities around the world. For example, there are a number of false or spam accounts in existence on Weibo. Although we continuously combat spam by suspending or terminating these accounts, our active user number may include a number of false or spam accounts and may not accurately represent the actual number of active accounts. We treat multiple accounts held by a single person or organization as multiple users for purposes of calculating our active users, because we permit people and organizations to have more than one account. Additionally, some accounts used by organizations are used by many people within the organization. As such, the calculations of Weibo active users may not accurately reflect the actual number of people or organizations using Weibo.

We regularly review and may adjust our processes for calculating Weibo internal metrics to improve their accuracy. Weibo's measures of user growth and user engagement may differ from estimates published by third parties or from similarly-titled metrics of our competitors due to differences in methodology. If advertisers, platform partners or investors do not perceive our user metrics to be accurate representations of our user base or user engagement, or if we discover material inaccuracies in Weibo's user metrics, our reputation may be harmed and advertisers and platform partners may be less willing to allocate their budgets or resources to Weibo, which could negatively affect our business and operating results.

***The law of the internet remains largely unsettled, which subjects our business to legal uncertainties that could harm our business.***

Due to the increasing popularity and use of the internet and other online services, it is possible that a number of laws and regulations may be adopted with respect to the internet or other online services covering issues such as user privacy, pricing, content, copyrights, distribution, antitrust and characteristics and quality of products and services. Furthermore, the growth and development of the market for e-commerce may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies conducting business online. The adoption of additional laws or regulations may decrease the growth of the internet or other online services, which could, in turn, decrease the demand for our products and services and increase our cost of doing business.

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Moreover, the applicability to the internet and other online services of existing laws in various jurisdictions governing issues such as property ownership, sales and other taxes, libel and personal privacy is uncertain and may take years to resolve. For example, new tax regulations may subject us or our customers to additional sales and income taxes. Any new legislation or regulation, the application of laws and regulations from jurisdictions whose laws do not currently apply to our business, or the application of existing laws and regulations to the internet and other online services could significantly disrupt our operations or subject us to penalties.

***We may be subject to claims based on the content we provide over our websites and platforms and the products and services sold on our websites and platforms, which, if successful, could cause us to pay significant damage awards.***

As a publisher and distributor of content and a provider of services over the internet, we face potential liability for defamation, negligence, copyright, patent or trademark infringement and other claims based on the nature and content of the materials that we publish or distribute; the selection of listings that are accessible through our branded products and media properties, or through content and materials that may be posted by users in our classifieds, message boards, chat room services, social media, light blog, blog, online video and other areas on our websites; losses incurred in reliance on any erroneous information published by us, such as stock quotes, analyst estimates or other trading information; unsolicited emails, lost or misdirected messages, illegal or fraudulent use of email or interruptions or delays in email service; and product liability, warranty and similar claims to be asserted against us by end users who purchase goods and services through SINA Mall and any future e-commerce services we may offer.

We may incur significant costs in investigating and defending any potential claims, even if they do not result in liability. Although we carry general liability insurance, our insurance may not cover potential claims of this type and may not be adequate to indemnify us against all potential liabilities.

***We may be subject to litigation for user-generated content provided on our websites and platforms, which may be time-consuming to defend.***

User-generated content, or UGC, has become an important source of content to draw traffic to our website and platforms. Our UGC websites and platforms, including social media, light blog, blog, online video, audio streaming and photo gallery, are open to the public for posting. Although we have required our users to post only decent and unobtrusive materials and have set up screening procedures, our screening procedures may fail to screen out all potentially offensive or non-compliant UGC and, even if properly screened, a third party may still find UGC postings on our website offensive and take action against us in connection with the posting of such information. As with other companies who provide UGC on their websites, we have had to deal with such claims in the past and anticipate that such claims will increase as UGC becomes more popular in China. Any such claim, with or without merit, could be time-consuming and costly to defend, and may result in litigation and divert management's attention and resources.

***Privacy concerns may prevent us from selling demographically targeted advertising in the future and make us less attractive to advertisers.***

We collect personal data from our user base in order to better understand our users and their needs and to help our advertisers target specific demographic groups. If privacy concerns or regulatory restrictions prevent us from selling demographically targeted advertising, we may become less attractive to advertisers. For example, as part of our future advertisement delivery system, we may integrate user information such as advertisement response rate, name, address, age or email address, with third-party databases to generate comprehensive demographic profiles for individual users. In Hong Kong, however, the *Hong Kong Personal Data Ordinance* provides that an internet company may not collect information about its users, analyze the information for a profile of the user's interests and sell or transmit the profiles to third parties for direct marketing purposes without the user's consent. If we are unable to construct demographic profiles of internet users because they refuse to give consent, we will be less attractive to advertisers and our business could suffer.

***Our board members or executive officers may have conflicts of interest.***

Two executive officers of our company, namely Mr. Charles Chao and Ms. Hong Du, are also directors of Weibo. In addition, Weibo may continue to grant share incentive compensation to our directors, officers, employees and consultants from time to time. These relationships could create, or appear to create, conflicts of interest when these persons are faced with decisions with potentially different implications for Weibo and us. Should such conflicts of interest arise, we cannot assure you that our directors and officers will act in the best interest of our company.

In addition, a director and an executive officer of our company are also the nominee shareholders of our VIEs and may have potential conflicts of interests arisen from their different roles. See “—Risks Related to Our Business—The shareholders of our VIEs may have potential conflicts of interest with us, which may adversely affect our business. We do not have any arrangements in place to address such potential conflicts.”

***Future outbreaks of Severe Acute Respiratory Syndrome (“SARS”), H1N1 flu, H7N9 flu, Avian flu or other widespread public health problems could adversely affect our business.***

Future outbreaks of SARS, H1N1 flu, H7N9 flu, Avian flu, Ebola virus disease or other widespread public health problems in China and surrounding areas, where most of our employees work, could negatively impact our business in ways that are hard to predict. Prior experience with the SARS virus suggests that a future outbreak of SARS, H1N1 flu, H7N9 flu, Avian flu, Ebola virus disease or other widespread public health problems may lead public health authorities to enforce quarantines, which could result in closures of some of our offices and other disruptions of our operations. A future outbreak of SARS, H1N1 flu, H7N9 flu, Avian flu, Ebola virus disease or other widespread public health problems could result in the reduction of our advertising and fee-based revenues.

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

The insurance industry in China is still developing and the business insurance products offered in China are limited. We do not have any business liability or disruption insurance coverage for our operations. Any business disruption, litigation or natural disaster may cause us to incur substantial costs and divert our resources.

**Risks Related to Our Corporate Structure**

***In order to comply with PRC regulatory requirements, we operate our main businesses through companies with which we have contractual relationships but in which we do not have controlling ownership. If the PRC government determines that our agreements with these companies are not in compliance with applicable regulations, our business in the PRC could be adversely affected.***

The Chinese government restricts foreign investment in internet-related and MVAS businesses, including internet access, distribution of content over the internet and MVAS. Accordingly, we operate our internet-related and MVAS businesses in China through several VIEs that are PRC domestic companies owned principally or completely by certain of our PRC employees or PRC employees of our directly-owned subsidiaries. We control these companies and operate these businesses through contractual arrangements with the respective companies and their individual owners, but we have no equity control over these companies. Such restrictions and arrangements also apply to some of the China-based companies we have acquired or in which we have invested.

We cannot be sure that the PRC government would view our contractual arrangements to be in compliance with PRC licensing, registration or other regulatory requirements, including the requirements under the MII Circular 2006, with existing policies or with requirements or policies that may be adopted in the future. On September 28, 2009, the General Administration of Press and Publication (“GAPP,” formerly the State Press and Publications Administration (“SPPA”)), the National Copyright Administration and the National Office of Combating Pornography and Illegal Publications jointly published a notice prohibiting foreign investors from participating in the operation of online games via wholly owned, equity joint venture or cooperative joint venture investments in China, and from controlling and participating in such businesses directly or indirectly through contractual or technical support arrangements (“Circular 13”). It is not clear yet as to whether other PRC government authorities, such as the MOFCOM and the MIIT, will support GAPP to enforce the prohibition of the VIE model that Circular 13 contemplates.



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It is uncertain whether any new PRC laws, rules or regulations relating to variable interest entity structures will be adopted or if adopted, what they would provide. In particular, in January 2015, the Ministry of Commerce published a discussion draft of the proposed Foreign Investment Law for public review and comments. Among other things, the draft Foreign Investment Law expands the definition of foreign investment and introduces the principle of “actual control” in determining whether a company is considered a foreign-invested enterprise. Under the draft Foreign Investment Law, variable interest entities would also be deemed as foreign-invested enterprises if they are ultimately “controlled” by foreign investors, and be subject to restrictions on foreign investments. However, the draft law has not taken a position on what actions will be taken with respect to the existing companies with the “variable interest entity” structure, whether or not these companies are controlled by Chinese parties. It is uncertain when the draft would be signed into law and whether the final version would have any substantial changes from the draft. See “—Risks Related to Doing Business in China—Substantial uncertainties exist with respect to the enactment timetable, final content, interpretation and implementation of draft PRC Foreign Investment Law published for public comments and how it may impact the viability of our current corporate structure, corporate governance and business operations.”

If we are deemed to be in violation of any existing laws or regulations, the PRC government could levy fines, revoke our business and operating licenses, require us to discontinue or restrict our operations, restrict our ability to collect payments, block our website, require us to restructure our business, corporate structure or operations, impose restrictions on our business operations or on our customers, impose additional conditions or requirements with which we may not be able to comply, or take other regulatory or enforcement actions against us. The imposition of any of these penalties could result in a material and adverse effect on our ability to conduct our business and on our results of operations. If any of these penalties results in our inability to direct the activities of our VIEs that most significantly impact their economic performance, and/or our failure to receive the economic benefits from our VIEs, we may not be able to consolidate the VIEs in our consolidated financial statements in accordance with U.S. GAAP.

We may also encounter difficulties in obtaining performance under or enforcement of related contracts. For example, as part of the contractual arrangements described above, our relevant subsidiaries and the employee shareholders of the VIEs entered into equity pledge agreements pursuant to which the employee shareholders of the VIEs pledged their respective equity interests in the VIEs to our respective subsidiaries. We believe that the equity pledge agreements between our subsidiaries and the shareholders of the relevant VIEs as contracts between the parties thereto became effective and valid on the date when the agreements were duly executed. Therefore, lack of registration does not limit the ability of our subsidiaries to enforce their contractual rights against the equity holders of the VIEs under the equity pledge agreements, such as the rights to ask the equity holders to register the equity pledge and demand the equity holders to transfer the equity interests being pledged in the event of default under contracts secured by the equity pledge. However, according to the PRC Property Rights Law, such pledges can only be perfected upon their registration with the relevant local office for the administration for industry and commerce. Before a successful registration of the equity pledges, we cannot assure you that our subsidiaries’ interests as pledgee will prevail over those of third parties who acquired the equities in the VIEs in good faith. As of the date of this annual report, we have registered the equity pledge on the shares of all our significant VIEs, except for Beijing Sina Internet Information Service Co., Ltd., or the ICP Company, Beijing Star-Village Online Cultural Development Co., Ltd., or Star VI, and Beijing Weimeng Technology Co., Ltd., or Weimeng, in which cases registrations of certain equity pledges are still in the process.

***We rely on contractual arrangements with our VIEs for our China operations, which may not be as effective in providing control over these entities as direct ownership. Any failure by our VIEs or their respective shareholders to perform their obligations under the contractual arrangements could have a material adverse effect on our business and financial condition.***

Because PRC regulations restrict our ability to provide internet content and MVAS directly in China, we are dependent on our VIEs, in which we have little or no equity ownership interest, and must rely on contractual arrangements to control and operate the businesses and assets held by our VIEs, such as the Internet Content Provision License, the Value-Added Telecommunication Services Operating License, the Online Culture Operating Permit and certain trademarks, patents, copy rights and domain names. These contractual arrangements may not be as effective in providing control over these entities as direct ownership. If our VIEs or their respective shareholders fail to perform their respective obligations under the contractual arrangements of which they are a party, we may have to incur substantial costs and resources to enforce our rights under the contracts, and rely on legal remedies under PRC law, including seeking specific performance or injunctive relief and claiming damages, which may not be effective. In addition, we cannot be certain that the individual equity owners of the VIEs will always act in the best interests of our company, especially after they have left our company. For example, if the shareholders of our VIEs were to refuse to transfer their equity interests in our consolidated affiliated entities to us or our designee when we exercise the option to purchase their equity interests pursuant to these contractual arrangements, or if they were otherwise to act in bad faith toward us, then we may have to take legal actions to compel them to perform their respective contractual obligations.



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All of these contractual arrangements are governed by PRC law and provide for the resolution of disputes through arbitration in the PRC. Accordingly, these contracts would be interpreted in accordance with PRC law and any disputes would be resolved in accordance with PRC legal procedures. The legal system in the PRC is not as developed as in other jurisdictions, such as the United States. As a result, uncertainties in the PRC legal system could limit our ability to enforce these contractual arrangements. Under PRC law, rulings by arbitrators are final, parties cannot appeal the arbitration results in courts, and the prevailing parties may only enforce the arbitration awards in PRC courts through arbitration award recognition proceedings, which would incur additional expenses and delay. In the event we are unable to enforce these contractual arrangements, we may not be able to exert effective control over our affiliated entities, and our ability to conduct our business may be negatively affected.

Substantially all economic benefits generated from our VIEs are paid to our subsidiaries in China through related party transactions under contractual agreements. We believe that the terms of these contractual agreements are in compliance with the laws in China. Due to the uncertainties surrounding the interpretation of the transfer pricing rules relating to related party transactions in China, it is possible that in the future tax authorities in China may challenge the prices that we have used for related party transactions among our entities in China. In that case, we may be forced to restructure our business operation, which could have a material adverse effect on our business.

***If the chops of our subsidiaries in China and VIEs are not kept safely, are stolen or are used by unauthorized persons or for unauthorized purposes, the corporate governance of those entities could be severely and adversely compromised.***

In China, a company chop or seal serves as the legal representation of the company towards third parties even when unaccompanied by a signature. Each legally registered company in China is required to have a company chop, which must be registered with the local Public Security Bureau. In addition to this mandatory chop, companies may have several other chops which can be used for specific purposes. The chops of our subsidiaries in China and VIEs are generally held securely by personnel designated or approved by us in accordance with our internal control procedures. To the extent those chops are not kept safely, are stolen or are used by unauthorized persons or for unauthorized purposes, the corporate governance of these entities could be severely and adversely compromised and those corporate entities may be bound to abide by the terms of any documents so chopped, even if they were chopped by an individual who lacked the requisite power and authority to do so. In addition, if the holders of such chops at our VIEs failed to employ them in accordance with the terms of the various VIE-related agreements or removed them from the premises, the operation of the VIEs could be significantly and adversely impacted.

***The shareholders of our VIEs may have potential conflicts of interest with us, which may adversely affect our business. We do not have any arrangements in place to address such potential conflicts.***

We have designated individuals who are PRC citizens to be nominee shareholders of our VIEs in China. Among all shareholders of our VIEs, Mr. Yan Wang currently serves as our director and Ms. Hong Du currently serves as our president and chief operating officer. None of the VIEs' shareholders beneficially owns more than one percent of the total outstanding ordinary shares of our company.

Although the VIEs' shareholders are contractually obligated to act in good faith and in our best interest, we cannot assure you that when conflicts of interest arise, any or all of these individuals will act in the best interest of our company. If these individuals were to act in bad faith towards us, they may breach, cause our VIEs to breach or refuse to renew the existing contractual arrangements with us. Currently, we do not have any arrangements to address such potential conflicts of interest between these individuals and our company, except that we could exercise our transfer option under the share transfer agreements with the relevant individual nominee shareholder to request him/her to transfer all of his/her equity ownership in the relevant VIE to a PRC entity or individual designated by us. In addition, we also rely on those VIEs' shareholders, who are also directors or officers of our company or our subsidiaries, to discharge their fiduciary duties owed to our company or our subsidiaries. Such fiduciary duties require directors and officers to act in good faith and in the best interest of the company and not to use their positions for personal gains. There are, however, no specific provisions under the Cayman Islands or PRC law on how to address potential conflicts of interest. If we cannot resolve any conflict of interest or dispute between us and the shareholders of our VIEs, we would have to rely on legal proceedings, which could distract management's attention and subject us to substantial uncertainty as to the outcome of any such legal proceedings. As there remain significant uncertainties regarding the ultimate outcome of a legal action due to the limited number of precedents and lack of official guidance as to how contractual arrangements in the context of a variable interest entity should be interpreted or enforced under PRC law, we cannot assure you that conflicts will be resolved in our favor. If we are unable to resolve any such conflicts, or if we suffer significant delays or other obstacles as a result of such conflicts, our business and operations could be severely disrupted, which could materially and adversely affect our results of operations and financial condition.

***The Chinese legal system has inherent uncertainties that could limit the legal protections available to you.***

Our contractual arrangements with our VIEs in China are governed by the laws of the PRC. China's legal system is based upon written statutes. Unlike the common law system, prior court decisions may be cited for reference but are not binding on subsequent cases and have limited value as precedents. Since 1979, the PRC legislative bodies have promulgated laws and regulations dealing with economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade. The overall effect of legislation over the past three decades has significantly enhanced the protections afforded to various forms of foreign investments in China. However, China has not developed a fully integrated legal system, and recently enacted laws and regulations may not sufficiently cover all aspects of economic activities in China. In particular, the interpretation and enforcement of these laws and regulations involve uncertainties. Since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection available to you and us.

Furthermore, the PRC legal system is based in part on government policies and internal rules, some of which are not published on a timely basis or at all, and which may have a retroactive effect. As a result, we may not be aware of our violation of any of these policies and rules until sometime after the violation. Such uncertainties, including uncertainty over the scope and effect of our contractual, property (including intellectual property) and procedural rights, and any failure to respond to changes in the regulatory environment in China could materially and adversely affect our business and impede our ability to continue our operations.

***Anti-takeover provisions in our charter documents and our shareholder rights plan may discourage our acquisition by a third party, which could limit our shareholders' opportunity to sell their shares at a premium.***

Our Amended and Restated Memorandum and Articles of Association include provisions that could limit the ability of others to acquire control of us, modify our structure or cause us to engage in change in control transactions. These provisions could have the effect of depriving shareholders of an opportunity to sell their shares at a premium over prevailing market prices by discouraging third parties from seeking to obtain control of us in a tender offer or from otherwise engaging in a merger or similar transaction with us.

For example, our board of directors has the authority, without further action by our shareholders, to issue up to 3,750,000 preference shares in one or more series and to fix the powers and rights of these shares, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights associated with our ordinary shares. Preference shares could thus be issued quickly with terms calculated to delay or prevent a change in control or make removal of management more difficult. In addition, if the board of directors issues preference shares, the market price of our ordinary shares may fall and the voting and other rights of the holders of our ordinary shares may be adversely affected. Similarly, the board of directors may approve the issuance of debentures convertible into voting shares, which may limit the ability of others to acquire control of us.

In addition, we have adopted and renewed a shareholder rights plan pursuant to which our existing shareholders would have the right to purchase ordinary shares from us at a substantial discount from those securities' fair market value in the event a person or group acquires more than 10% of our outstanding ordinary shares on terms our board of directors does not approve. As a result, such rights could cause substantial dilution to the holdings of the person or group which acquires more than 10%. Accordingly, the shareholder rights plan may inhibit a change in control or acquisition and could adversely affect a shareholder's ability to realize a premium over the then prevailing market price for our ordinary shares in connection with such a transaction.

## Risks Related to Doing Business in China

*We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of internet business and companies, including limitations on our ability to own key assets, such as our website.*

The PRC government heavily regulates the internet sector, including the legality of foreign investment in this sector, the existence and enforcement of content restrictions on the internet and the licensing and permit requirements for companies in the internet industry. Because some of the laws, regulations and legal requirements with regard to the internet sector are relatively new and evolving, their interpretation and enforcement involve significant uncertainties. In addition, the PRC legal system is based on written statutes and prior court decisions have limited precedential value. As a result, in many cases it is difficult to determine what actions or omissions may result in liability. Issues, risks and uncertainties relating to the PRC government's regulation of the Chinese internet sector include the following:

- We only have contractual control over our website [www.sina.com.cn](http://www.sina.com.cn) in China. We do not own it due to the restriction of foreign investment in businesses providing value-added telecommunication services, including computer information services, MVAS or email services.
- Uncertainties relating to the regulation of the internet industry in China, including evolving licensing practices, give rise to the risk that permits, licenses or operations at some of our companies may be subject to challenge, which may be disruptive to our business, or subject us to sanctions, requirements to increase capital or other conditions or enforcement, compromise enforceability of related contractual arrangements, or have other harmful effects on us.
- The numerous and often vague restrictions on acceptable content in China subject us to potential civil and criminal liabilities, temporary blockage of our website or complete shutdown of our website. For example, the amended Law on Preservation of State Secrets which became effective on October 1, 2010 provides that whenever an internet service provider detects any leak of state secrets in the distribution of online information, it should stop the distribution of such information and report to the state secrecy and public security authorities. Failure to do so on a timely and adequate basis may subject us to liabilities and penalties and may even result in the temporary blockage or complete shutdown of our website. In addition, the Judicial Interpretation on the Application of Law in Trial of Online Defamation and Other Online Crimes jointly promulgated by the PRC Supreme People's Court and Supreme People's Procuratorate, which became effective on September 10, 2013, imposes up to three-year prison on internet users who fabricate or knowingly share defamatory false information online, which leads to serious consequence. The implementation of this newly promulgated judicial interpretation may have a significant and adverse effect on the traffic of our websites, particularly those with user generated contents, and in turn may impact the results of our operations and ultimately the valuation of our stock.
- Because the definition and interpretation of prohibited content are in many cases vague and subjective, it is not always possible to determine or predict what content might be prohibited under existing restrictions or restrictions that might be imposed in the future or how such restrictions will apply. The General Administration of Press and Publication, Radio, Film and Television (the "GAPPRFT," formerly known as the State Administration of Radio, Film and Television, or SARFT) or other Chinese governmental authorities may prohibit the marketing of other MVAS via a channel we depend on to generate revenues, which could also have a material adverse effect on our financial position, results of operations and cash flows.
- New laws and regulations may be promulgated to regulate internet activities, including, without limitation, online advertising, online news reporting, online publishing, online education, online gaming, online transmission of audio-visual programs, online health diagnosis and treatment, and the provision of industry-specific information over the internet. If these new laws and regulations are promulgated, additional licenses may be required for our operations. If our operations do not comply with these new regulations when they become effective, or if we fail to obtain any licenses required under these new laws and regulations, we could be subject to penalties. Our operations may not be consistent with these new regulations when they are put into effect. As a result, we could be subject to severe penalties, which could have a material adverse effect on our financial position, results of operations and cash flows.

- In 2013, the GAPPRT released a Supplemental Notice on Improving the Administration of Online Audio/Video Content Including Internet Dramas and Micro Films, which requires that (i) all the internet content, such as internet dramas and micro films, must obtain a permit for radio and television program production and operation, (ii) online audio/video service providers transmitting internet dramas or micro films produced and uploaded by individual users will be deemed responsible as producers for such content, (iii) under this notice, online audio/video service providers may only transmit content uploaded by individuals whose identity has been verified and which content complies with the relevant content management rules and (iv) online audio/video content, include internet dramas and micro films, must be filed with the relevant authorities before release. This supplementary notice is very new, and thus far no relevant implementation rules or interpretations have been issued. On February 27, 2016, the GAPPRT clarified that online series should be held to the same standards as those aired on TV and it will issue new rules on online series. It remains unclear what, if any, potential liabilities our ICP Company could face in respect of the online audio/video content available on our website. See also “— We may not be able to continue offering online reading services or video services if we cannot find business partners with the required licenses.”
- The governing bodies of China’s mobile industry from time to time issue policies that regulate the business practices relating to MVAS. We cannot predict the timing or substance of such new regulations, which may have a negative impact on our business.
- In 2014, our Internet Publication License and License for Online Transmission of Audio-Visual Programs were revoked by the State Administration of Press, Publication, Radio, Film and Television for violations related to the distribution of certain literary and video content on our reading channel, book.sina.com.cn and our video sharing service channel, video.sina.com.cn. We also received a notice from the Beijing Municipal Cultural Market Administrative Law Enforcement Unit, which imposed an administrative fine of RMB5,085,183 (\$819,583) on our company in connection with the content referred to above. There is no assurance that similar penalties will not be imposed on us again in the future.

The interpretation and application of existing Chinese laws, regulations and policies, the stated positions of relevant PRC authorities and possible new laws, regulations or policies have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, internet businesses in China, including our business.

**We may not be able to continue offering online reading services or video services if we cannot find business partners with the required licenses.**

Our Internet Publication License and License for Online Transmission of Audio-Visual Programs were revoked by State Administration of Press, Publication, Radio, Film and Television in 2014 for violations related to the distribution of certain literary and video content on our reading channel, book.sina.com.cn, and our video sharing service channel, video.sina.com.cn. Consequently, we may have to cease offering online reading services or video services altogether or find business partners with the proper licenses to offer such services through cooperation arrangements. Our online game services may also be affected as the Internet Publication License governs the application for standard publication codes for the publishing of self-developed games. There is no assurance that we will be able to find suitable third parties under commercially reasonable terms to continue these services, and even if we do enter into such cooperation arrangements to continue the services, the arrangements will increase our operational costs for delivering these services. In addition, the revocation of the relevant licenses may harm our ability to obtain licenses and permits or similar permits in the near future and harm our reputation, which may have a material adverse impact on our ability to attract business partners and customers and on our revenues and results of operations.

**We are required to, but have not been able to, verify the identities of all of our users who post on Weibo, and our noncompliance exposes us to potentially severe penalty by the Chinese government.**

On December 16, 2011, the Beijing Municipal Government issued the Rules on the Administration of Microblog Development, or the “Microblog Rules,” which became effective on the same day. Under the Microblog Rules, users who post publicly on microblogs are required to disclose their real identity information to the microblogging service provider and may still use pen names to reflect their account names on the front end. Microblogging service providers are required to verify the identities of their users. In addition, microblogging service providers based in Beijing are required to verify the identities of all of their users by March 16, 2012, including existing users who post publicly on their websites. The user identity verification requirements have deterred new users from completing their registrations on Weibo, and a significant portion of registrations with user identity information provided were rejected because they do not match the Chinese government database.

We have made significant efforts to comply with the verification requirements. However, for reasons including existing user behaviors, the nature of the microblogging product and the lack of clarity on specific implementation procedures, we have not been able to verify the identities of all of the users who post content publicly on Weibo. While the Microblog Rules are not clear regarding the type and extent of penalty that may be imposed on non-compliant microblogging service providers, we are potentially liable for our noncompliance and may be subject to penalties including the deactivation of certain features on Weibo, termination of Weibo operations or other penalties imposed by the Chinese government. Any of the above actions may have a material and adverse impact on our share price.

**The Chinese government may prevent us from advertising or distributing content that it believes is inappropriate and we may be liable for such content or we may have to stop profiting from such content.**

The Chinese government has enacted regulations governing internet access and the distribution of news and other information. In the past, the Chinese government has stopped the distribution of information over the internet or through MVAS that it believes to violate Chinese law, including content that it believes is obscene, incites violence, endangers national security, is contrary to the national interest or is defamatory. In addition, we may not publish certain news items, such as news relating to national security, without permission from the Chinese government. Furthermore, the Ministry of Public Security has the authority to cause any local internet service provider to block any websites maintained outside China at its sole discretion. Even if we are in compliance with PRC governmental regulations relating to licensing and foreign investment prohibitions, if the Chinese government were to take any action to limit or prohibit the distribution of information through our network, via our MVAS or over the other platforms we use, or to limit or regulate any current or future content or services available to users on our network, our business could be significantly harmed.

Because the definition and interpretation of prohibited content is in many cases vague and subjective, it is not always possible to determine or predict what content might be prohibited under existing restrictions or restrictions that might be imposed in the future or how such restrictions will apply. In January 2005, the GAPPRFT, which regulates radio and television stations in China, issued a notice prohibiting commercials for MVAS related to “fortune-telling” from airing on radio and television stations. In April 2015, the State Internet Information Office, which regulates the dissemination of information over internet, informed us of its concerns about the spread of illegal information in our portal website sina.com.cn related to rumors, violence, terrorism, advocating of heresies and distorted news facts. We were further informed that CAC might impose punishment including fine, suspension of our internet news service and even shutdown of our portal website unless we improved censorship and control over contents in our websites. Since the standard of “illegal information” is far from clear, there is no assurance that our efforts to improve the censorship and control will be satisfactory to the State Internet Information Office, and we will be subject to the penalties listed above if the State Internet Information Office finds our improvement not sufficient. In addition, the GAPPRFT and other Chinese government authorities may prohibit the marketing of other MVAS via a channel we depend on to generate revenues, which could have a material adverse effect on our financial position, results of operations or cash flows. We are not sure whether mobile operators, including China Mobile and China Unicom, or the Chinese government will find our other online content inappropriate and therefore prevent us from monetizing the contents in our SINA portal and Weibo, or operating the MVAS relating to such content in the future. If they prevent us from offering such services, our profit will suffer.

In addition, the MIIT has published regulations that subject website operators to potential liability for content displayed on their websites and for the actions of users and others using their systems, 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 at its sole discretion. From time to time, the Ministry of Public Security has stopped the dissemination over the internet of information which it believes to be socially destabilizing. The State Administration for the Protection of State Secrets is also 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.

We are also subject to potential liability for user generated content on our websites that is deemed inappropriate or unlawful. Although we attempt to monitor the user generated content on our online properties including Weibo, we may not always be able to effectively control or restrict the content generated or placed by our users. On March 31, 2012, we had to disable the comment feature of Weibo for three days to clean up Weibo postings related to certain rumors. The Chinese government may choose to tighten its internet censorship. If the Chinese government decides to restrict the dissemination of information via microblogging services or online postings in general, Weibo and our other online products could be impaired or even ordered to shut down, which may adversely impact our website traffic, our ability to monetize our services and our brand equity.

Furthermore, we may be required to delete content that violates Chinese law and report content that we suspect may violate Chinese law. It is difficult to determine the type of content that may result in liability for us, and if we are wrong, we may be prevented from operating our websites, which may adversely impact our website traffic, brand and financial condition and results of operations.

***Substantial uncertainties exist with respect to the enactment timetable, final content, interpretation and implementation of draft Cyber Security Law published for public comment on July 1, 2015, as well as any impact it may have on our business operations.***

On July 1, 2015, the Standing Committee of the National People's Congress issued the National Security Law, which came into effect on the same day. The National Security Law provides that the state shall safeguard the sovereignty, security and cybersecurity development interests of the state, and that the state shall establish a national security review and supervision system to review, among other things, foreign investment, key technologies, internet and information technology products and services, and other important activities that are likely to impact the national security of China.

On July 6, 2015, the Standing Committee of the National People's Congress released a Draft Cyber Security Law to solicit public comments. Once adopted, this will be the first Chinese law that focuses exclusively on cyber security. The Draft sets high requirements for the operational security of facilities deemed to be part of the PRC's "key information infrastructure facilities," and includes national security examinations under certain circumstances. Among other factors, "key information infrastructure facilities" include networks and systems owned or managed by network service providers with a significant number of users. The Draft provides that key information infrastructure facilities operators must set up specialized internal security management divisions and assign appropriate persons to be responsible for security management. Additionally, these operators must conduct background checks on the persons responsible for security management and on personnel in other critical positions. The Draft provides that when operators of key information infrastructure facilities purchase network products or services that may affect or involve national security, the operator must pass a security examination jointly arranged by the national network and information authority and the relevant government departments, in addition to which a national security examination process under the National Security Law will be triggered. In addition, the Draft provides that the operators of key information infrastructure facilities must store important data collected and generated through their operations, including citizens' personal information, exclusively within the territory of the People's Republic of China. The Draft also establishes more stringent requirements for network operators. The Draft establishes censorship duties for network operators, including digital information distribution service providers and application software download service providers, such that when these operators become aware of a prohibited publication, or the transmission of illicit information, they must promptly stop transmitting the information and take measures to prevent the spread of that information. Operators must maintain a record of these incidents when they occur and report them to the competent authorities. The relevant authorities may also order such actions if the authorities themselves become aware of any prohibited information. Where any prohibited information comes from outside the territory of China, the authorities may additionally request that all relevant institutions take measures to stop the flow of such prohibited information.

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As this law is only in draft form, there are substantial uncertainties as to its enactment timetable, final content, likely interpretation and ultimate implementation of the Cyber Security Law. The draft Cyber Security Law, if enacted as proposed, could cause us to incur substantial costs or require us to change our business practices in a manner materially adverse to our business.

### ***Substantial uncertainties exist with respect to the enactment timetable, final content, interpretation and implementation of draft PRC Foreign Investment Law published for public comments and how it may impact the viability of our current corporate structure, corporate governance and business operations.***

The Ministry of Commerce published a discussion draft of the proposed Foreign Investment Law in January 2015 aiming to, upon its enactment, replace the trio of existing laws regulating foreign investment in China, namely, the Sino-foreign Equity Joint Venture Enterprise Law, the Sino-foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-invested Enterprise Law, together with their implementation rules and ancillary regulations. The draft Foreign Investment Law embodies an expected PRC regulatory trend to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments. The Ministry of Commerce solicited comments on this draft in 2015, however, no new draft has been published since then. As such, substantial uncertainties exist with respect to its enactment timetable, final content, interpretation and implementation.

Among other things, the draft Foreign Investment Law expands the definition of foreign investment and introduces the principle of “actual control” in determining whether a company is considered a foreign-invested enterprise. The draft Foreign Investment Law specifically provides that entities established in China but “controlled” by foreign investors will be treated as foreign-invested enterprises, whereas an entity established in China by an investor from a foreign jurisdiction would nonetheless be, upon market entry clearance by the Ministry of Commerce, treated as a PRC domestic investor in a restricted industry as indicated in the “negative list,” provided that the entity is “controlled” by PRC entities and/or citizens. In this connection, “control” is broadly defined in the draft law to cover the following summarized categories: (i) holding 50% or more of the shares, voting rights or other similar rights of the subject entity; (ii) holding less than 50% of the shares, voting rights or other similar rights of the subject entity but having the power to secure at least 50% of the seats on the board or other equivalent decision making bodies, or having the voting power to exert material influence on the board, the shareholders’ meeting or other equivalent decision making bodies; or (iii) having the power to exert decisive influence, via contractual or trust arrangements, over the subject entity’s operations, financial matters or other key aspects of business operations. Once an entity is determined to be a foreign-invested enterprise, it will be subject to the foreign investment restrictions or prohibitions set forth in a “negative list,” to be separately issued by the State Council at a later date. Unless the underlying business of the foreign-invested enterprise falls within the negative list, which calls for market entry clearance by the Ministry of Commerce, prior approval from the government authorities as mandated by the existing foreign investment legal regime would no longer be required for establishment of the foreign-invested enterprise.

The “variable interest entity” structure, or VIE structure, has been adopted by many PRC-based companies, including us, to obtain necessary licenses and permits in the industries that are currently subject to foreign investment restrictions in China. See “Item 3 Key Information—D. Risk Factors—Risks Related to Our Corporate Structure” and “Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements with VIEs and Their Respective Shareholders.” Under the draft Foreign Investment Law, variable interest entities that are controlled via contractual arrangement would also be deemed as foreign-invested enterprises, if they are ultimately “controlled” by foreign investors. Therefore, for any companies with a VIE structure in an industry category that is included in the “negative list” as restricted industry, the VIE structure may be deemed legitimate if the ultimate controlling person(s) is/are of PRC nationality (either PRC companies or PRC citizens) or the foreign investment obtains market entry clearance from the Ministry of Commerce. Conversely, if the actual controlling person(s) is/are of foreign nationalities, then the variable interest entities will be treated as foreign-invested enterprises and any operation in the industry category on the “negative list” without market entry clearance may be considered as illegal. There are uncertainties as to whether the Foreign Investment Law, once it is enacted, will have retrospective effect on existing VIE structures such as ours, or will grant real and full grandfathering and grace periods for such existing VIE structures.



It is likely that we would not be considered as ultimately controlled by Chinese parties, as our record shareholders in the U.S. hold approximately 84.2% of our total voting power. The draft Foreign Investment Law has not taken a position on what actions will be taken with respect to the existing companies with a VIE structure, whether or not these companies are controlled by Chinese parties, while it is soliciting comments from the public on this point. In addition, it is uncertain whether the online industries of lottery, insurance and other virtual products, in which our variable interest entities operate, will be subject to the foreign investment restrictions or prohibitions set forth in the “negative list” that is to be issued. If the enacted version of the Foreign Investment Law and the final “negative list” mandate further actions, such as market entry clearance or certain restructuring of our corporate structure and operations, to be completed by companies with existing VIE structure like us, there may be substantial uncertainties as to whether we can complete these actions in a timely manner, or at all, and our business and financial condition may be materially and adversely affected.

The draft Foreign Investment Law, if enacted as proposed, may also materially impact our corporate governance practice and increase our compliance costs. For instance, the draft Foreign Investment Law imposes stringent ad hoc and periodic information reporting requirements on foreign investors and the applicable foreign-invested enterprises. Aside from an investment implementation report and an investment amendment report that are required for each investment and alteration of investment specifics, an annual report is mandatory, and large foreign-invested enterprises meeting certain criteria are required to report on a quarterly basis. Also, the Ministry of Commerce may supervise and examine the foreign investors and the FIEs regularly or irregularly on their compliance with the Foreign Investment Law. Any company found to be non-compliant with these information reporting obligations may potentially be subject to fines and/or administrative or criminal liabilities, and the persons directly responsible may be subject to criminal liabilities.

***Changes in political and economic conditions in Greater China and the rest of the Asia may disrupt our operations if the changes result in unfavorable political and economic conditions to our business.***

We expect to continue to derive a substantial percentage of our revenues from the Greater China market. Changes in political or economic conditions in the region are difficult to predict and could adversely affect our operations or cause the Greater China market to become less attractive to advertisers, which could reduce our revenues. We maintain a strong local identity and presence in each of the regions in the Greater China market and we cannot be sure that we will be able to effectively maintain this local identity if political conditions were to change. Economic reforms in the region could also affect our business in ways that are difficult to predict. For example, since the late 1970s, the PRC government has been reforming the Chinese economic system to emphasize enterprise autonomy and the utilization of market mechanisms. Although we believe that these reform measures have had a positive effect on the economic development in China, we cannot be sure that they will continue to be effective and benefit our business.

***Our operations depend on the performance of the internet infrastructure and fixed telecommunications networks in China.***

Almost all access to the internet in China is maintained through state-owned telecommunication operators under the administrative control and regulatory supervision of the MIIT. Moreover, we primarily rely on a limited number of telecommunication service providers to provide us with data communications capacity through local telecommunications lines and internet data centers to host our servers. We have limited access to alternative networks or services in the event of disruptions, failures or other problems with China’s internet infrastructure or the fixed telecommunications networks provided by telecommunication service providers. The web traffic in China has experienced significant growth during the past few years. Effective bandwidth and server storage at internet data centers in large cities such as Beijing are scarce. With the expansion of our business, we may be required to upgrade our technology and infrastructure to keep up with the increasing traffic on our websites. We cannot assure you that the internet infrastructure and the fixed telecommunications networks in China will be able to support the demands associated with the continued growth in internet usage. If we were unable to increase our online content and service delivering capacity accordingly, we may not be able to continuously grow our website traffic and the adoption of our products and services may be hindered, which could adversely impact our business and our share price.



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In addition, we have no control over the costs of the services provided by telecommunication service providers. If the prices we pay for telecommunications and internet services rise significantly, our results of operations may be materially and adversely affected. Furthermore, if internet access fees or other charges to internet users increase, some users may be prevented from accessing the internet and thus cause the growth of internet users to decelerate. Such deceleration may adversely affect our ability to continue to expand our user base and increase our attractiveness to online advertisers.

***Our significant amount of deposits in certain banks in China may be at risk if these banks go bankrupt or otherwise do not have the liquidity to pay us during our deposit period.***

As of December 31, 2015, we had approximately \$2.1 billion in cash and bank deposits, such as time deposits with large domestic banks in China. The remaining cash, cash equivalents and short-term investments were held by financial institutions in Hong Kong, Taiwan, Singapore and the United States. The terms of these deposits are, in general, up to twelve months. Historically, deposits in Chinese banks are secure due to the state policy on protecting depositors' interests. However, China promulgated a new Bankruptcy Law in August 2006, which came into effect on June 1, 2007 and contains a separate article expressly stating that the State Council may promulgate implementation measures for the bankruptcy of Chinese banks based on the Bankruptcy Law. Under the new Bankruptcy Law, a Chinese bank may go bankrupt. In addition, since China's accession to the World Trade Organization ("WTO"), foreign banks have been gradually permitted to operate in China and have been strong competitors against Chinese banks in many aspects, especially since the opening of RMB business to foreign banks in late 2006. Therefore, the risk of bankruptcy or illiquidity of those Chinese banks in which we have deposits has increased. In the event of bankruptcy or illiquidity of any one of the banks which holds our deposits, we are unlikely to claim our deposits back in full since we are unlikely to be classified as a secured creditor based on PRC laws.

On May 1, 2015, China's new Deposit Insurance Regulation came into effect, pursuant to which banking financial institutions, such as commercial banks, established in China are required to purchase deposit insurance for deposits in RMB and in foreign currency. Under this regulation, depositors will be fully indemnified for their deposits and interests in an aggregate amount up to a limit of RMB500,000. Deposits or interests over such limit will only be covered by the bank's liquidation assets. Therefore, although this requirement to purchase deposit insurance may help, to a certain extent, prevent Chinese banks from going bankrupt, it would not be effective in providing effective protection for our accounts, as our aggregate deposits are much higher than the compensation limit.

***Discontinuation of preferential tax treatment, changes to the interpretation or enforcement of tax regulations or imposition of any additional taxes could adversely affect our financial condition and results of operations.***

The Enterprise Income Tax Law and its implementing rules have adopted a uniform statutory enterprise income tax rate of 25% to all enterprises in China. The Enterprise Income Tax Law and its implementing rules also permit qualified "software enterprises" to enjoy a two-year income tax exemption starting from the first profit making year, followed by a reduced tax rate of 12.5% for the subsequent three years. SINA (Shanghai) Management Co., Ltd., was qualified a software enterprise in 2010, and the qualification of which was renewed in 2014. Accordingly, SINA (Shanghai) Management Co., Ltd. is exempted from income tax for the first two years and is entitled to a preferential tax rate of 12.5% for the three years from thereafter. Each of Beijing New Media Information Technology Co., Ltd., SINA.com Technology (China) Co., Ltd. and SINA Technology (China) Co., Ltd. ("SNTC") was qualified a software enterprise in 2013 and is exempted from income tax for the first two years and is entitled to a preferential tax rate of 12.5% for the three years from thereafter. Weibo Internet Technology (China) Co., Ltd. (Weibo Technology), our PRC subsidiary, was qualified as a "software enterprise" on December 19, 2011, and the qualification of which was renewed on December 3, 2013. Accordingly, Weibo Technology is eligible for the relevant preferential tax treatment upon filing with the relevant tax authorities. Each of the qualification as a "software enterprise" is subject to annual evaluation and a two-year review by the relevant authorities in China. If any of these entities fails to maintain its "software enterprise" qualification, its applicable corporate income tax rate would increase to 25%, which could have an adverse effect on our financial condition and results of operations.

Due to our operation and tax structures in China, our PRC subsidiaries have entered into technical and other service agreements with our VIEs. The Enterprise Income Tax Law and its implementing rules emphasize the arm's length basis for transactions between related entities. If PRC tax authorities were to determine that our transfer pricing structure was not on an arm's length basis and therefore constitutes a favorable transfer pricing, they could request our VIEs to adjust their taxable income upward for PRC tax purposes. Such a pricing adjustment could adversely affect us by increasing our VIEs' tax expenses, which could subject our VIEs to late payment fees and other penalties for underpayment of taxes, and/or could result in the loss of tax benefits available to our subsidiaries in China.

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The Enterprise Income Tax Law treats a foreign enterprise whose “de facto management body” is located in China as a resident enterprise for PRC tax purposes and subjects such enterprise to the PRC income tax at the rate of 25% for its global income. The Implementing Rules of the Enterprise Income Tax Law merely define the location of the “de facto management body” as “the place where the exercising, in substance, of the overall management and control of the production and business operation, personnel, accounting, properties, etc., of a non-PRC company is located.” Based on a review of surrounding facts and circumstances, we do not believe that our operations outside the PRC are likely to be considered a resident enterprise for PRC tax purposes. However, due to limited guidance and implementation history of the Enterprise Income Tax Law, if we are treated as a resident enterprise for PRC tax purposes, we will be subject to PRC tax on worldwide income at a uniform tax rate of 25%.

Further, as tax laws, regulations and policies are continuously evolving, the interpretation and enforcement of these laws and regulations involves uncertainties. PRC tax authorities have significant discretion in interpreting and implementing statutory and contractual terms related to tax filings. Certain tax policies and internal rules are not published on a timely basis or at all, and may have a retroactive effect. As such, we may not always be able to record our income tax fully in consistency with the requirements of the tax authorities. Tax authorities in China have the power and authority to initiate tax audits against any company to check its income tax filings from time to time. If the relevant tax authorities believe that there are deficiencies as to our tax filings and initiate a tax audit against us, this could result in substantial costs and diversion of our resources, sanctions, including payment of delinquent taxes and fines, and could adversely affect our financial condition and results of operations.

***Dividends payable to us by our PRC subsidiaries may be subject to PRC withholding taxes and interest payments on the notes, dividends distributed to our non-PRC investors and gains realized by our non-PRC noteholders and shareholders from the transfer of our notes or shares may be subject to PRC withholding taxes under the EIT Law.***

The EIT Law imposes a 10% withholding income tax on dividends generated on or after January 1, 2008 and distributed by a resident enterprise to its foreign investors, if such foreign investors are considered as non-resident enterprises without any establishment or place of business within China or if the received dividends have no connection with such foreign investors’ establishment or place of business within China, unless such foreign investors’ jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. The Cayman Islands, where we are incorporated, does not have such tax treaty with China. According to the Arrangement between Mainland of China and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income in August 2006, dividends paid by a foreign invested enterprise, or FIE, to its foreign investors in Hong Kong will be subject to withholding tax at a preferential rate of no more than 5% (if the foreign investor owns directly at least 25% of the shares of the FIE). The State Administration of Taxation further promulgated a circular, or Circular 601, on October 27, 2009, which provides that tax treaty benefits will be denied to “conduit” or shell companies without business substance and that a beneficial ownership analysis will be used based on a “substance-over-form” principle to determine whether or not to grant the tax treaty benefits. A majority of our subsidiaries in China are directly invested in and held by Hong Kong registered entities. If we are regarded as a non-resident enterprise and our Hong Kong entities are regarded as resident enterprises, then our Hong Kong entities may be required to pay a 10% withholding tax on any dividends payable to us. If our Hong Kong entities are regarded as non-resident enterprises, then our subsidiaries in China will be required to pay a 5% withholding tax for any dividends payable to our Hong Kong entities provided that specific conditions are met. However, it is still unclear at this stage whether Circular 601 applies to dividends from our PRC subsidiaries paid to our Hong Kong subsidiaries and if our Hong Kong subsidiaries were not considered as “beneficial owners” of any dividends from their PRC subsidiaries, the dividends payable to our Hong Kong subsidiaries would be subject to withholding tax at a rate of 10%. In either case, the amount of funds available to us, including the payment of dividends to our shareholders, could be materially reduced. In addition, because there remains uncertainty regarding the concept of “the place of de facto management body,” if we are regarded as a resident enterprise, under the EIT Law, interest payments on the notes and any dividends to be distributed by us to our non-PRC shareholders will be subject to PRC withholding tax. We also cannot guarantee that any gains realized by such non-PRC noteholders or shareholders from the transfer of our notes or shares will not be subject to PRC withholding tax. If we are required under the EIT Law to withhold PRC income tax on interest payments on the notes payable to our non-PRC noteholders, our dividends payable to our non-PRC shareholders or any gains realized by our non-PRC noteholders and shareholders from transfer of our notes or shares, their investment in our notes or shares may be materially and adversely affected. The current policy approved by our board of directors allows us to distribute PRC earnings offshore only if we do not have to pay a dividend tax. Such policy may require us to reinvest all earnings made since 2008 onshore indefinitely or be subject to a significant withholding tax should our policy change to allow for earnings distribution offshore.

***The heightened scrutiny over acquisition transactions by the PRC tax authorities may have a negative impact on our business operations, our acquisition or restructuring strategy or the value of your investment in us.***

The State Administration of Taxation has issued several rules and notices to tighten the scrutiny over acquisition transactions in recent years, including the Notice on Strengthening Administration of Enterprise Income Tax for Share Transfers by Non-PRC Resident Enterprises issued in December 2009, or SAT Circular 698, and the Notice on Certain Corporate Income Tax Matters Related to Indirect Transfer of Properties by Non-PRC Resident Enterprises issued in February 2015, or SAT Circular 7. Pursuant to these rules and notices, except for a few circumstances falling into the scope of the safe harbor provided by SAT Circular 7, such as open market trading of stocks in public companies listed overseas, if a non-PRC resident enterprise indirectly transfers PRC taxable properties (i.e. properties of an establishment or a place in the PRC, real estate properties in the PRC or equity investments in a PRC tax resident enterprise) by disposing of equity interest or other similar rights in an overseas holding company, without a reasonable commercial purpose and resulting in the avoidance of PRC enterprise income tax, such indirect transfer should be deemed as a direct transfer of PRC taxable properties and gains derived from such indirect transfer may be subject to the PRC withholding tax at a rate of up to 10%. SAT Circular 7 sets out several factors to be taken into consideration by tax authorities in determining whether an indirect transfer has a reasonable commercial purpose, such as whether the main value of equity interest in an overseas holding company is derived directly or indirectly from PRC taxable properties. An indirect transfer satisfying all the following criteria will be deemed to lack reasonable commercial purpose and be taxable under PRC law without considering other factors set out by SAT Circular 7: (i) 75% or more of the equity value of the intermediary enterprise being transferred is derived directly or indirectly from the PRC taxable properties; (ii) at any time during the one-year period before the indirect transfer, 90% or more of the asset value of the intermediary enterprise (excluding cash) is comprised directly or indirectly of investments in the PRC, or 90% or more of its income is derived directly or indirectly from the PRC; (iii) the functions performed and risks assumed by the intermediary enterprise and any of its subsidiaries that directly or indirectly hold the PRC taxable properties are limited and are insufficient to prove their economic substance; and (iv) the foreign tax payable on the gain derived from the indirect transfer of the PRC taxable properties is lower than the potential PRC income tax on the direct transfer of such assets. SAT Circular 7 also introduces an interest regime by providing that where a transferor fails to file and pay tax on time, and where a withholding agent fails to withhold the tax, interest will be charged on a daily basis. If the transferor has provided the required documents and information or has filed and paid the tax within 30 days from the date that the share transfer contract or agreement is signed, then interest shall be calculated based on the benchmark interest rate; otherwise, the benchmark interest rate plus 5% will apply. Further, SAT Circular 7 replaces the compulsory reporting requirement in SAT Circular 698 with a voluntary reporting regime, and the criteria set forth in Circular 698 for indirect transfer reporting have been abolished. Both the foreign transferor and the transferee, and the PRC tax resident enterprise whose equity interests are being transferred may voluntarily report the transfer by submitting the documents required in SAT Circular 7.

Although SAT Circular 7 provides clarity in many important areas, such as reasonable commercial purpose, there are still uncertainties on the tax reporting and payment obligations with respect to future private equity financing transactions, share exchange or other transactions involving the transfer of shares in non-PRC resident companies. Our company and other non-resident enterprises in our group may be subject to filing obligations or being taxed if our company and other non-resident enterprises in our group are transferors in such transactions, and may be subject to withholding obligations if our company and other non-resident enterprises in our group are transferees in such transactions. For the transfer of shares in our company by investors who are non-PRC resident enterprises, our PRC subsidiaries may be requested to assist in the filing under the rules and notices. As a result, we may be required to expend valuable resources to comply with these rules and notices or to request the relevant transferors from whom we purchase taxable assets to comply, or to establish that our company and other non-resident enterprises in our group should not be taxed under these rules and notices, which may have a material adverse effect on our financial condition and results of operations.

We cannot assure you that the PRC tax authorities will not, at their discretion, adjust any capital gains and impose tax return filing obligations on us or require us to provide assistance for the investigation of PRC tax authorities with respect thereto. For example, in June 2015, according to communication with local tax authority in China, our sale of shares in Weibo during its initial public offering was categorized as an indirect transfer of taxable assets in China, and as such our capital gain from this transaction is subject to PRC withholding tax at rate of 10%. We have paid such tax in full in 2015. In the future, we may conduct acquisitions or disposals of properties that may involve complex corporate structures. If the PRC tax authorities make adjustments to the taxable income of these transactions under SAT Circular 698 and SAT Circular 7, our income tax expenses associated with such potential transactions may be increased, which may have a material adverse effect on our financial condition and results of operations.

***PRC regulation of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the proceeds from the offerings of any securities to make loans or additional capital contributions to our PRC operating subsidiaries.***

As an offshore holding company, our ability to make loans or additional capital contributions to our PRC operating subsidiaries is subject to PRC regulations and approvals. These regulations and approvals may delay or prevent us from using the proceeds we received in the past or will receive in the future from the offerings of securities to make loans or additional capital contributions to our PRC operating subsidiaries, and impair our ability to fund and expand our business which may adversely affect our business, financial condition and result of operations.

SAFE promulgated a circular on November 19, 2010, or Circular No. 59, which tightens the examination on the authenticity of settlement of net proceeds from an offering and requires that the settlement of net proceeds shall be in accordance with the description in its prospectus. On March 30, 2015, the SAFE issued the Circular on Reform of the Administrative Rules of the Payment and Settlement of Foreign Exchange Capital of Foreign-Invested Enterprises, or SAFE Circular 19, which became effective on June 1, 2015. Pursuant to SAFE Circular 19, foreign-invested enterprises may either continue to follow the current payment-based foreign currency settlement system or choose to follow the “conversion-at-will” system for foreign currency settlement. Where a foreign-invested enterprise follows the conversion-at-will system for foreign currency settlement, it may convert part or all of the amount of the foreign currency in its capital account into Renminbi at any time. The converted Renminbi will be kept in a designated account labeled as settled but pending payment, and if the foreign-invested enterprise needs to make payment from such designated account, it still needs to go through the review process with its bank and provide necessary supporting documents. SAFE Circular 19, therefore, has substantially lifted the restrictions on the usage by a foreign-invested enterprise of its Renminbi registered capital converted from foreign currencies. According to SAFE Circular 19, such Renminbi capital may be used at the discretion of the foreign-invested enterprise and the SAFE will eliminate the prior approval requirement and only examine the authenticity of the declared usage afterwards. Nevertheless, foreign-invested enterprises like our PRC subsidiaries are still not allowed to extend intercompany loans to our PRC consolidated entities. In addition, as SAFE Circular 19 was promulgated recently, there remains substantial uncertainties with respect to the interpretation and implementation of this circular by relevant authorities.

In light of the various requirements imposed by PRC regulations on loans to and direct investment in PRC entities by offshore holding companies we cannot assure you that we will be able to complete the necessary government registrations or obtain the necessary government approvals on a timely basis, if at all, with respect to future loans by us to our PRC subsidiaries or VIEs or with respect to future capital contributions by us to our PRC subsidiaries. If we fail to complete such registrations or obtain such approvals, our ability to use the proceeds we received from our equity offerings and to capitalize or otherwise fund our PRC operations may be negatively affected, which could materially and adversely affect our liquidity and our ability to fund and expand our business.

***Restrictions on paying dividends or making other payments to us bind our subsidiaries and VIEs in China.***

We are a holding company and do not have any assets or conduct any business operations in China other than our investments in our subsidiaries in China and our VIEs. As a result, if our non-China operations require cash from China, we would depend on dividend payments from our subsidiaries in China after they receive payments from our VIEs in China under various services and other arrangements. We cannot make any assurance that our subsidiaries in China can continue to receive the payments as arranged under our contracts with those VIEs. In addition, under Chinese law, our subsidiaries are only allowed to pay dividends to us out of their distributable earnings, if any, as determined in accordance with Chinese accounting standards and regulations. Moreover, our Chinese subsidiaries are required to set aside at least 10% of their respective after-tax profit each year, if any, to fund certain mandated reserve funds, unless these reserves have reached 50% of their registered capital. These reserve funds are not payable or distributable as cash dividends. For Chinese subsidiaries with after-tax profits for the periods presented, the difference between after-tax profits as calculated under PRC accounting standards and U.S. GAAP relates primarily to share-based compensation expenses and intangible assets amortization expenses, which are not pushed down to our subsidiaries and VIEs under PRC accounting standards. In addition, under the EIT Law and its implementing Rules, dividends generated from our PRC subsidiaries after January 1, 2008 and payable to their immediate holding company incorporated in Hong Kong generally will be subject to a withholding tax rate of 10% (unless the PRC tax authorities determine that our Hong Kong subsidiary is a resident enterprise). If certain conditions and requirements under the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income entered into between Hong Kong and the PRC and other related PRC laws and regulations are met, the withholding rate could be reduced to 5%.

The Chinese government also imposes controls on the convertibility of RMB into foreign currencies and the remittance of currency out of China in certain cases. We have experienced and may continue to experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency. See “— Currency fluctuations and restrictions on currency exchange may adversely affect our business, including limiting our ability to convert RMB into foreign currencies and, if RMB were to decline in value, reducing our revenues and profits in U.S. dollar terms.” If we or any of our subsidiaries are unable to receive substantially all of the economic benefits from our operations through these contractual or dividend arrangements, we may be unable to effectively finance our operations or pay dividends on our ordinary shares.

***Regulations on virtual currency may adversely affect our game operations revenues.***

We have provided Weibo Credit as an online virtual currency for users to purchase in-game virtual items or other types of fee-based services on Weibo. The Notice on the Strengthening of Administration on Online Game Virtual Currency, jointly issued by the Ministry of Culture and the Ministry of Commerce in 2009, broadly defined virtual currency as a type of virtual exchange instrument issued by internet game operation enterprises, purchased directly or indirectly by the game users by exchanging legal currency at a certain exchange rate, saved outside the game programs, stored in servers provided by the internet game operation enterprises in electronic record format and represented by specific numeric units. Virtual currency is used to exchange internet game services provided by the issuing enterprise for a designated extent and time, and is represented by several forms, such as online prepaid game cards, prepaid amounts or internet game points, and does not include game props obtained from playing online games. In 2009, the Ministry of Culture further promulgated the Filing Guidelines on Online Game Virtual Currency Issuing Enterprises and Online Game Virtual Currency Trading Enterprises, which specifically defines “issuing enterprise” and “trading enterprise” and stipulates that a single enterprise may not operate both types of business. Although we believe we do not offer online game virtual currency trading services, we cannot assure you that the PRC regulatory authorities will not take a view contrary to ours, in which case these regulations could have an adverse effect on our game-related revenues.

***We may have to register our encryption software with Chinese regulatory authorities, and if they request that we change our encryption software, our business operations could be disrupted as we develop or license replacement software.***

Pursuant to the Regulations for the Administration of Commercial Encryption promulgated at the end of 1999, foreign and domestic companies operating in China are required to seek approval from the Office of the State for Cipher Code Administration (“OSCCA”), the Chinese encryption regulatory authority, for the commercial encryption products they use. Companies operating in China are allowed to use only commercial cipher code products approved by OSCCA and are prohibited to use self-developed or imported cipher code products without approval. In addition, all cipher code products shall be produced by those producers appointed and approved by OSCCA. In December 2005, OSCCA further released a series of rules, effective January 1, 2006, regulating many aspects of commercial cipher code products in detail, including development, production and sales.

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Because these regulations do not specify what constitutes a cipher code product, we are unsure as to whether or how they apply to us and the encryption software we utilize. We may be required to register, or apply for permits with OSCCA for, our current or future encryption software. If PRC regulatory authorities request that we register our encryption software or change our current encryption software to an approved cipher code product produced by an appointed producer, it could disrupt our business operations.

***Currency fluctuations and restrictions on currency exchange may adversely affect our business, including limiting our ability to convert RMB into foreign currencies and, if RMB were to decline in value, reducing our revenues and profits in U.S. dollar terms.***

Our reporting currency is the U.S. dollar and our operations in China, Hong Kong, Taiwan use their respective local currencies as their functional currencies. The majority of our revenues derived and expenses incurred are in RMB with a relatively small amount in New Taiwan dollars, Hong Kong dollars and U.S. dollars. We are subject to the effects of exchange rate fluctuations with respect to any of these currencies. For example, the value of the RMB depends to a large extent on Chinese government policies and China's domestic and international economic and political developments, as well as supply and demand in the local market. Starting July 2005, the Chinese government changed its policy of pegging the value of the RMB to the U.S. dollar. Under the new policy, the RMB has fluctuated within a narrow and managed band against a basket of certain foreign currencies. It is possible that the Chinese government will adopt a more flexible currency policy, which could result in more significant fluctuations of the RMB against the U.S. dollar.

The income statements of our China, Hong Kong and Taiwan operations are translated into U.S. dollars at the average exchange rates in each applicable period. To the extent the U.S. dollar strengthens against foreign currencies, the translation of these foreign currency-denominated transactions results in reduced revenues, operating expenses and net income for our non-U.S. operations. Similarly, to the extent the U.S. dollar weakens against foreign currencies, the translation of RMB, Hong Kong dollar and New Taiwan dollar-denominated transactions results in increased revenues, operating expenses and net income for our non-U.S. operations. We are also exposed to foreign exchange rate fluctuations as we convert the financial statements of our non-U.S. subsidiaries into U.S. dollars in consolidation. If there is a change in foreign currency exchange rates, the conversion of the non-U.S. subsidiaries' financial statements into U.S. dollars will lead to a translation gain or loss which is recorded as a component of other comprehensive income. In addition, we have certain assets and liabilities that are denominated in currencies other than the relevant entity's functional currency. Changes in the functional currency value of these assets and liabilities create fluctuations that will lead to a transaction gain or loss. We have not entered into agreements or purchased instruments to hedge our exchange rate risks, although we may do so in the future. The availability and effectiveness of any hedging transaction may be limited and we may not be able to successfully hedge our exchange rate risks.

Although Chinese governmental policies were introduced in 1996 to allow the convertibility of RMB into foreign currency for current account items, conversion of RMB into foreign exchange for most of the capital items, such as foreign direct investment, loans or securities, requires the approval of the State Administration of Foreign Exchange, or SAFE. These approvals, however, do not guarantee the availability of foreign currency. We cannot be sure that we will be able to obtain all required conversion approvals for our operations or that Chinese regulatory authorities will not impose greater restrictions on the convertibility of RMB in the future. Because a significant amount of our future revenues may be in the form of RMB, our inability to obtain the requisite approvals or any future restrictions on currency exchanges could limit our ability to utilize revenue generated in RMB to fund our business activities outside China, or to repay non-RMB-denominated obligations, including our debt obligations, which would have a material adverse effect on our financial condition and results of operations.

***PRC laws and regulations establish more complex procedures for some acquisitions of Chinese companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China.***

A number of PRC laws and regulations, including the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors adopted by six PRC regulatory agencies in 2006, or the M&A Rules, the Antimonopoly Law, and the Rules of Ministry of Commerce on Implementation of Security Review System of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors promulgated by the Ministry of Commerce in August 2011, or the Security Review Rules, have established procedures and requirements that are expected to make merger and acquisition activities in China by foreign investors more time consuming and complex. These include 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, or that the approval from the Ministry of Commerce be obtained in circumstances where overseas companies established or controlled by PRC enterprises or residents acquire affiliated domestic companies. PRC laws and regulations also require certain merger and acquisition transactions to be subject to merger control review or security review.



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The Security Review Rules were formulated to implement the Notice of the General Office of the State Council on Establishing the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, also known as Circular 6, which was promulgated in 2011. Under these rules, 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 have “national security” concerns. In addition, when deciding whether a specific merger or acquisition of a domestic enterprise by foreign investors is subject to the security review, the Ministry of Commerce will look into the substance and actual impact of the transaction. The Security Review Rules further prohibits foreign investors from bypassing the security review requirement by structuring transactions through proxies, trusts, indirect investments, leases, loans, control through contractual arrangements or offshore transactions.

There is no requirement for foreign investors in those mergers and acquisitions transactions already completed prior to the promulgation of Circular 6 to submit such transactions to the Ministry of Commerce for security review. As we have already obtained the “de facto control” over our affiliated PRC entities prior to the effectiveness of these rules, we do not believe we are required to submit our existing contractual arrangements to the Ministry of Commerce for security review.

However, as these rules are relatively new and there is a lack of clear statutory interpretation on the implementation of the same, there is no assurance that the Ministry of Commerce will not apply these national security review-related rules to the acquisition of equity interest in our PRC subsidiaries. If we are found to be in violation of the Security Review Rules and other PRC laws and regulations with respect to the merger and acquisition activities in China, or fail to obtain any of the required approvals, the relevant regulatory authorities would have broad discretion in dealing with such violation, including levying fines, confiscating our income, revoking our PRC subsidiaries’ business or operating licenses, requiring us to restructure or unwind the relevant ownership structure or 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. Further, if the business of any target company that we plan to acquire falls into the ambit of security review, we may not be able to successfully acquire such company either by equity or asset acquisition, capital contribution or through any contractual arrangement. We may grow our business in part by acquiring other companies operating in our industry. Complying with the requirements of the relevant regulations to complete such transactions could be time consuming, and any required approval processes, including approval from the Ministry of Commerce, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

### ***We face certain risks relating to the real properties that we lease.***

We primarily lease office space from third parties for our operations in China. Any defects in lessors’ title to the leased properties may disrupt our use of our offices, which may in turn adversely affect our business operations. For example, certain buildings and the underlying land are not allowed to be used for industrial or commercial purposes without relevant authorities’ approval, and the lease of such buildings to companies like us may subject the lessor to pay premium fees to the PRC government. We cannot assure you that the lessor has obtained all or any of approvals from the relevant governmental authorities. In addition, some of our lessors have not provided us with documentation evidencing their title to the relevant leased properties. We cannot assure you that title to these properties we currently lease will not be challenged. In addition, we have not registered any of our lease agreements with relevant PRC governmental authorities as required by PRC law, and although failure to do so does not in itself invalidate the leases, we may not be able to defend these leases against bona fide third parties.

As of the date of this annual report, we are not aware of any actions, claims or investigations being contemplated by government authorities with respect to the defects in our leased real properties or any challenges by third parties to our use of these properties. However, if third parties who purport to be property owners or beneficiaries of the mortgaged properties challenge our right to use the leased properties, we may not be able to protect our leasehold interest and may be ordered to vacate the affected premises, which could in turn materially and adversely affect our business and operating results.

We are constructing a new office building in Beijing and we expect to move into it in 2016. Our facilities in Beijing currently house the majority of our employees. If we are unable to make a smooth transition from our existing facilities into the new premises, we could experience temporary business disruption, which may have an adverse effect on our financial condition and results of operations.

***The PRC Labor Contract Law and its implementing rules may adversely affect our business and results of operations.***

The PRC Labor Contract Law became effective and was implemented on January 1, 2008, as amended on December 28, 2012 and effective as of July 1, 2013. The PRC Labor Contract Law has reinforced the protection for employees who, under the PRC Labor Contract Law, have the right, among others, to have written labor contracts, to enter into labor contracts with no fixed terms under certain circumstances, to receive overtime wages and to terminate or alter terms in labor contracts. Furthermore, the PRC Labor Contract Law establishes additional restrictions and increases the costs involved with dismissing employees. As the PRC Labor Contract Law is relatively new, there remains significant uncertainty as to its interpretation and application by the PRC Government. In the event that we decide to significantly reduce our workforce, the PRC Labor Contract Law could adversely affect our ability to do so in a timely and cost effective manner, and our results of operations could be adversely affected. In addition, for employees whose contracts include non-competition terms, the Labor Contract Law requires us to pay monthly compensation after such employment is terminated, which will increase our operating expenses.

***Our auditor, like other independent registered public accounting firms operating in China, is not permitted to be subject to inspection by Public Company Accounting Oversight Board, and consequently investors may be deprived of the benefits of such inspection.***

Our auditor, the independent registered public accounting firm that issued the audit reports included elsewhere in this annual report, as an auditor of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board (United States), or PCAOB, is required by the laws of the United States to undergo regular inspections by the PCAOB to assess its compliance with the laws of the United States and applicable professional standards. Our auditor is located in in, and organized under the laws of, the PRC, which is a jurisdiction where the PCAOB, notwithstanding the requirements of U.S. law, is currently unable to conduct inspections without the approval of the Chinese authorities. In May 2013, PCAOB announced that it had entered into a Memorandum of Understanding on Enforcement Cooperation with the CSRC and the PRC Ministry of Finance, which establishes a cooperative framework between the parties for the production and exchange of audit documents relevant to investigations undertaken by PCAOB, the CSRC or the PRC Ministry of Finance in the United States and the PRC, respectively. PCAOB continues to be in discussions with the CSRC and the PRC Ministry of Finance to permit joint inspections in the PRC of audit firms that are registered with PCAOB and audit Chinese companies that trade on U.S. exchanges. PCAOB continues to be in discussions with the CSRC and the PRC Ministry of Finance to permit joint inspections in the PRC of audit firms that are registered with PCAOB and audit Chinese companies that trade on U.S. exchanges.

This lack of PCAOB inspections in China prevents the PCAOB from fully evaluating audits and quality control procedures of our independent registered public accounting firm. As a result, we and investors in our ordinary shares are deprived of the benefits of such PCAOB inspections. The inability of the PCAOB to conduct inspections of auditors in China makes it more difficult to evaluate the effectiveness of our independent registered public accounting firm's audit procedures or quality control procedures as compared to auditors outside of China that are subject to PCAOB inspections, which could cause investors and potential investors in our stock to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.



***Proceedings instituted by the SEC against certain 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 Exchange Act.***

In December 2012, the SEC instituted administrative proceedings 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' audit work papers with respect to certain PRC-based companies that are publicly traded in the United States.

On January 22, 2014, the administrative law judge, or the ALJ, presiding over the matter rendered an initial decision that each of the firms had violated the SEC's rules of practice by failing to produce audit papers and other documents to the SEC. The initial decision censured each of the firms and barred them from practicing before the SEC for a period of six months. The Big Four PRC-based accounting firms appealed the ALJ's initial decision to the SEC. The ALJ's decision does not take effect unless and until it is endorsed by the SEC.

On February 6, 2015, the four China-based accounting firms each agreed to a censure and to pay a fine to the SEC to settle the dispute and avoid suspension of their ability to practice before the SEC and audit U.S.-listed companies. The settlement required the firms to follow detailed procedures and to seek to provide the SEC with access to Chinese firms' audit documents via the CSRC. If future document productions fail to meet specified criteria, the SEC retains authority to impose a variety of additional remedial measures on the firms depending on the nature of the failure. While we cannot predict if the SEC will further review the four China-based accounting firms' compliance with specified criteria or if the results of such a review would result in the SEC imposing penalties such as suspensions or restarting the administrative proceedings, if the accounting firms are subject to additional remedial measures, our ability to file our financial statements in compliance with SEC requirements could be impacted. A determination that we have not timely filed financial statements in compliance with SEC requirements could ultimately lead to the delisting of our ordinary shares from NASDAQ or the termination of the registration of our ordinary shares under the Securities Exchange Act of 1934, or both, which would substantially reduce or effectively terminate the trading of our ordinary shares in the United States.

***Changes to accounting pronouncements or taxation rules or practices may adversely affect our reported results of operations or how we conduct our business.***

Generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business, including, but not limited to, revenue recognition, impairment of goodwill and other intangible assets, lease obligations, tax matters, and other contingent liabilities are highly complex and involve many subjective assumptions, estimates and judgments. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments could significantly change our reported or expected financial performance or financial condition. For example, changes in accounting standards and the application of existing accounting standards, particularly related to the measurement of fair value as compared to carrying value for our reporting units, including goodwill, intangible assets and investments in equity interests, including investments held by our equity method investees, may have an adverse effect on our financial condition and results of operations. Factors that could lead to impairment of goodwill and intangible assets include significant adverse changes in the business climate and declines in the financial condition of a reporting unit. Factors that could lead to impairment of investments in equity interests of the companies in which we invested or the investments held by those companies include a prolonged period of decline in their operating performance or adverse changes in the economic, regulatory and legal environments of the countries where they operate. New accounting guidance also may require systems and other changes that could increase our operating costs and/or change our financial statements. For example, implementing future accounting guidance related to revenue, leases and other areas impacted by the current convergence project between the FASB and the International Accounting Standards Board could require us to make significant changes to our business management system or other accounting systems, and could result in changes to our financial statements.

***We may be required to record a significant charge to earnings if we are required to reassess our goodwill or other amortizable intangible assets arising from acquisitions.***

We are required under U.S. GAAP to review our amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment annually, or more frequently, if facts and circumstances warrant a review. Factors that may be considered a change in circumstances indicating that the carrying value of our amortizable intangible assets may not be recoverable include a decline in share price and market capitalization and slower or declining growth rates in our industry. In 2011, we recorded a goodwill impairment charge of \$68.9 million related to our MVAS business. A goodwill impairment charge of \$14.5 million was recorded in 2014, which related to our acquired online reading business. As of December 31, 2014 and 2015, the total amount of our goodwill and intangible assets was \$64.5 million and \$62.0 million, respectively. We may be required to record a significant charge to earnings in our financial statements during the period in which any additional impairment of our goodwill or amortizable intangible assets is determined.

***While we believe that we currently have adequate internal control procedures in place, we are still exposed to potential risks from legislation requiring companies to evaluate controls under Section 404 of the Sarbanes-Oxley Act of 2002.***

Under the supervision and with the participation of our management, we have evaluated our internal controls systems in order to allow management to report on, and our registered independent public accounting firm to attest to, our internal controls, as required by Section 404 of the Sarbanes-Oxley Act. We have performed the system and process evaluation and testing required in an effort to comply with the management certification and auditor attestation requirements of Section 404. As a result, we have incurred additional expenses and a diversion of management's time.

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 may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting 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 shares. Furthermore, if we are not able to continue to meet the requirements of Section 404 in a timely manner or with adequate compliance, we might be subject to sanctions or investigation by regulatory authorities, such as the SEC or the NASDAQ. Any such action could adversely affect our financial results and the market price of our ordinary shares.

#### **Risks Related to Our Shares**

***Our share price has been historically volatile and may continue to be volatile, which may make it more difficult for you to resell shares when you want at prices you find attractive.***

The trading price of our ordinary shares has been and may continue to be subject to considerable daily fluctuations. During 2015, the closing sale prices of our ordinary shares on the NASDAQ Global Select Market ranged from \$32.16 to \$60.74 per share. Our share price may fluctuate in response to a number of events and factors, such as quarterly variations in operating results, our ability to meet expectations on the progress of our key business initiatives, such as Weibo development, growth in traffic and monetization, announcements of technological innovations or new products and services by us or our competitors, changes in financial estimates and recommendations by securities analysts, the operating and stock price performance of other companies that investors may deem comparable, new governmental restrictions, regulations or practice, news reports relating to trends in our markets and market rumors regarding our company. In January 2014, China Internet Network Information Center, or CNNIC, released a report in Chinese stating that the number of microblog users in China had declined by 9.2% from 2012 to 2013. Because *weibo* is the Chinese word for "microblog" and Chinese characters do not distinguish between proper nouns ("Weibo" meaning Weibo Corporation) and common nouns ("weibo" meaning microblog), various media sources, including a number of prominent international media, reported that the number of Weibo's users had declined by 9.2% from 2012 to 2013. Our share price fell substantially in the weeks following the CNNIC report. Media reports about our company in the future, whether due to this kind of misunderstanding or for any other reason, could have a material adverse effect on the trading price of our ADSs. In addition, the stock market in general, and the market prices for China-related and internet-related companies in particular, have experienced extreme volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the price of our ordinary shares, regardless of our operating performance.

***We may be classified as a passive foreign investment company for United States federal income tax purposes, which could result in adverse United States federal income tax consequences to U.S. Holders.***

As was the case for 2014, we believe that it is likely that we were a passive foreign investment company (“PFIC”) for our taxable year ended December 31, 2015 and, unless we choose to deploy our passive assets for working capital purposes or other active purposes or the value of our ordinary shares increases, it is likely that we will be a PFIC for the current taxable year. Nevertheless, the application of the PFIC rules is subject to ambiguity in several respects and, in addition, we must make a separate determination each year as to whether we are a PFIC (after the close of each taxable year). Accordingly, we cannot assure you that we will or will not be a PFIC for the current or any other taxable year.

A non-United States corporation, such as our company, will be classified as a PFIC for United States federal income tax purposes for any taxable year, if either (1) 75% or more of its gross income for such year consists of certain types of “passive” income, or (2) 50% or more of its average quarterly assets as determined on the basis of fair market value during such year produce or are held for the production of passive income.

Although the law in this regard is not entirely clear, we treat our VIEs as being owned by us for United States federal income tax purposes because we control its management decisions and we are entitled to substantially all of their economic benefits and, as a result, we consolidate their results of operations in our consolidated U.S. GAAP financial statements. If it were determined, however, that we are not the owner of our VIEs for United States federal income tax purposes, we would likely be treated as a PFIC for subsequent taxable years, generally without regard to whether we reduce our cash holdings.

If we are characterized as a PFIC for any year, a U.S. Holder (as defined below under “Taxation—United States Federal Income Tax Considerations—Passive Foreign Investment Company Considerations”) may incur significantly increased United States income tax on gain recognized on the sale or other disposition of our ordinary shares and on the receipt of distributions on our ADSs or ordinary shares to the extent such gain or distribution is treated as an “excess distribution” under the United States federal income tax rules. Furthermore, a U.S. Holder will generally be treated as holding an equity interest in a PFIC in the first taxable year of the U.S. Holder’s holding period in which we become a PFIC and subsequent taxable years even if, in fact, cease to be a PFIC in subsequent taxable years. Accordingly, a U.S. Holder should consider making a “deemed sale” election. For more information, see “Taxation—United States Federal Income Tax Considerations—Passive Foreign Investment Company.”

***Conversion of our convertible notes may dilute the ownership interest of existing shareholders.***

The conversion of some or all of the notes may dilute the ownership interests of existing shareholders. Any sales in the public market of the ordinary shares issuable upon such conversion could adversely affect prevailing market prices of our ordinary shares. In addition, the existence of the notes may encourage short selling by market participants because the conversion of the notes could depress the market price of our ordinary shares.

***Substantial future sales of our shares in the public market, or the perception that these sales could occur, could cause our share price to decline.***

Additional sales of our shares in the public market, or the perception that these sales could occur, could cause the market price of our shares to decline. As of March 31, 2016, we had 69,860,557 ordinary shares outstanding, of which 11,000,000 ordinary shares were held by New Wave MMXV Limited, or New Wave, a British Virgin Islands company controlled by Mr. Charles Chao, our chairman of the board and chief executive officer. Pursuant to an Investor Rights Agreement we entered into with New Wave on November 6, 2015, we agreed to provide New Wave with certain registration rights in respect of our ordinary shares held by it, subject to certain limitations. See “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Transactions and Agreements with Directors and Officers—Investor Rights Agreement.” Registration of these shares under the Securities Act of 1933, as amended, would result in these shares becoming freely tradable without restriction under the Securities Act of 1933, as amended, immediately upon the effectiveness of the registration statement. If part or all of these shares are sold in the public market or if any existing shareholder or shareholders sell a substantial amount of shares, the prevailing market price for our shares could be adversely affected. 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.

**Item 4. Information on the Company**

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

Sina Corporation was founded in March 1999 through the merger of Beijing SINA Information Technology Co., Ltd. and California-based SINANET.com. In April 2000, our company completed the initial public offering and was listed on the NASDAQ market. Our company was incorporated under the law of the Cayman Islands and is headquartered in Shanghai, China. With offices throughout mainland China, Hong Kong, Taiwan and the U.S., our principal place of operations is located at 20/F Beijing Ideal International Plaza, No. 58 North 4th Ring Road West, Haidian District, Beijing, 100080, People's Republic of China. The telephone number of SINA at this address is (86)10-8262-8888.

The primary focus of SINA's operations is in China, where the majority of our revenues are derived. SINA's business operations in China are conducted primarily through wholly owned subsidiaries, including SINA.com Technology (China) Co., Ltd., SINA Technology (China) Co., Ltd., Beijing New Media Information Technology Co., Ltd., Beijing SINA Advertising Co., Ltd., SINA (Shanghai) Management Co., Ltd., Shanghai SINA Advertising Co., Ltd., Weibo Internet Technology (China) Co., Ltd. (Weibo Technology) and significant VIEs and VIE subsidiary, including Beijing SINA Internet Information Service Co., Ltd., Guangzhou Media Message Technologies, Inc., Beijing Star-Village Online Cultural Development Co., Ltd., Shenzhen Wangxing Technology Co., Ltd., Jinzhao Hengbang Technology (Beijing) Co., Ltd., Beijing SINA Payment Technology Co., Ltd., Beijing Weimeng Technology Co., Ltd. and Beijing Weibo Interactive Internet Technology Co., Ltd.

From 1999 to 2001, SINA's growth was mainly driven by the online advertising business, which generated the majority of our revenues. In late 2001, SINA began offering MVAS under arrangements with third-party mobile operators in the PRC and had experienced significant growth in MVAS revenues up until 2004. Starting in 2005, the MVAS business has been repeatedly disrupted by changes in operator policies. On the advertising side, we have experienced growth in recent years, except for 2009, when China was impacted by the global financial crisis.

We have grown organically and through acquisitions, partnerships and investments in recent years. For example, SINA acquired Memestar Limited, an MVAS company, in 2003, Crillion Corporation, an MVAS company, in 2004 and Davidhill Capital Inc., an instant messaging company, in 2004. In 2008, SINA spun off its real estate and home decoration channels into its subsidiary COHT and sold a 34% interest to E-House. In October 2009, SINA injected its online real estate advertising business into a majority-owned subsidiary and exchanged its interest in COHT for a 33% interest in CRIC upon CRIC's listing on the NASDAQ Global Select Market. CRIC merged into and became a 100% subsidiary of E-House on April 20, 2012 and, as a result, each ordinary share of CRIC held by us was converted into 0.6 ordinary share of E-House, together with the right to receive cash consideration of \$1.75.

We have made investments in certain internet sectors that we have chosen to participate through investments rather than organic development as well as in areas that we believe are strategic to extend our online ecosystem. For example, in August 2011, we purchased 9% of the issued and outstanding shares of Tudou, an online video company in China, which was merged into a wholly owned subsidiary of Youku in August 2012. Our shares in Tudou were converted into shares of the combined company, Youku Tudou Inc. In October 2011, we invested \$50.0 million in Yunfeng Funds for the sole purpose of investment in Alibaba Group. In 2014, we sold through Yunfeng Funds part of shares we held in Alibaba Group in its IPO and recognized a one-time disposal gain for such investment.

In November 2013, we issued \$800,000,000 principal amount of convertible senior notes due 2018. The notes will bear interest at a rate of 1.00% per year, payable semiannually in arrears on June 1 and December 1 of each year, beginning on June 1, 2014. On December 1, 2016, holders may require us to repurchase their notes at a price equal to 100% of the principal amount of the notes plus accrued and unpaid interest to but excluding the repurchase date. The notes will mature on December 1, 2018. The notes will be convertible into our ordinary shares, at the option of the holders, based on an initial conversion rate of 8.0841 of ordinary shares per \$1,000 principal amount of notes.

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On April 17, 2014, our subsidiary, Weibo listed its American depositary shares, each representing one Class A ordinary share of Weibo (the “Weibo ADSs”), on the NASDAQ Global Select Market in connection with an initial public offering of Weibo. Weibo offered a total of 19,320,000 Weibo ADSs, representing 19,320,000 Class A ordinary shares, in connection with its initial public offering, of which 6,000,000 ADSs were allotted to Ali WB Investment Holding Ltd., or Ali WB, a wholly owned subsidiary of Alibaba. Concurrently with the initial public offering, Ali WB acquired an additional 2,923,478 Class A ordinary shares of Weibo in a private placement and 21,067,300 Class A ordinary shares from us. Subsequent to its initial public offering, Weibo repurchased 2,923,478 ordinary shares from our company with the proceeds from the issuance of ordinary shares to Ali WB in the private placement. Following these transactions, we remained the majority shareholder of Weibo, holding approximately 58% of Weibo’s total outstanding shares, and Ali WB remained the second largest shareholder holding approximately 32% of Weibo’s total outstanding shares.

On June 19, 2015, we formed a consortium with Mr. Xin Zhou, co-chairman of the board of directors and chief executive officer of E-House, and Mr. Neil Nanpeng Shen, a member of the board of directors of E-House, to work exclusively with one another with respect to a proposed transaction to acquire all the outstanding ordinary shares of E-House not already owned by us, Mr. Xin Zhou, Mr. Neil Nanpeng Shen or their respective affiliates. On April 15, 2016, E-House entered into a definitive agreement and plan of merger, or the Merger Agreement with E-House Holdings Ltd., or Parent and E-House Merger Sub Ltd., or Merger Sub, a wholly-owned subsidiary of Parent. Pursuant to the Merger Agreement, Parent will acquire E-House for a cash consideration equal to US\$6.85 per ordinary share, and upon the closing of the merger, Merger Sub will merge with and into E-House, with E-House continuing as the surviving corporation and a wholly owned subsidiary of Parent. In connection with the transaction contemplated by the Merger Agreement, we have agreed to make an equity contribution of approximately \$140 million to Parent to subscribe newly issued shares of Parent and entered into a series of agreements, including a rollover agreement, a voting agreement, an equity commitment letter and a limited guarantee, concurrently with the execution of the Merger Agreement. The merger is currently expected to close during the second half of 2016 subject to various closing conditions, including the E-House’s shareholder approval.

### **B. Business Overview**

#### **Overview**

We are a leading online media company serving China and the global Chinese communities. Our digital media network of SINA.com (portal), SINA mobile (mobile portal and mobile apps) and Weibo (social media) enables Internet users to access professional media and user generated content (“UGC”) in multi-media formats from personal computers and mobile devices and share their interests with friends and acquaintances.

**SINA.com.** SINA.com offers distinct and targeted professional content on each of its region-specific websites and a full range of complementary offerings. Over the years, we have built a broad content network with thousands of professional media partners and accumulated a large mainstream user base, including well-educated, white-collar professionals.

**SINA mobile.** Our mobile portal, SINA.cn, provides news information and entertainment content from SINA.com customized for mobile users in WAP (mobile browser) and mobile application format, such as SINA News, SINA Sports, SINA Finance, SINA Entertainment and SINA Blog.

**Weibo.** Weibo is a leading social media platform for people to create, distribute and discover Chinese-language content. Based on an open platform architecture, Weibo allows users to create and post feeds and attach multi-media content, as well as access a wide range of organically and third-party developed applications, such as online games.

Through these properties and other product lines, we offer an array of online media and social media services to our users to create a rich canvas for businesses and advertisers to effectively connect and engage with their targeted audiences.

## Market and Industry Overview

Our primary focus is on the Chinese market, from which the majority of our revenues are derived. From a macro perspective, the success of our business is tied to the size and vitality of China's economy. In a study published by the Chinese National Bureau of Statistics, China's gross domestic product ("GDP") in 2015 grew 6.9% year over year to RMB66.7 trillion (\$10.8 trillion), showing a slowdown in the annual growth. The same study indicated that China's annual disposable income per capita for urban households climbed from RMB17,175 (\$2,514) in 2009 to RMB31,195 (\$4,969) in 2015, representing a compound annual growth rate ("CAGR") of 10.5%. During the same period, China's retail sales of consumer goods grew from RMB13.3 trillion (\$1.9 trillion) to RMB30.1 trillion (\$4.8 trillion), representing a CAGR of 14.6%. The decline of annual growth rate of GDP and the flat CAGR of annual disposable income per capita as well as China's retail sales of consumer goods reflect certain level of pressure on keeping economic momentum at the same rate as before.

From an industry perspective, however, the internet and internet-related markets in China have been evolving rapidly in the recent years. The success of our business largely depends on an ever increasing internet community and a dynamic online ecosystem in China where we are well positioned. According to the biannual survey by CNNIC on China's internet industry, the number of internet users in China grew by 40 million in 2015 to reach 688 million as of December 31, 2015.

Further, another trend in the internet market is the shift of users from personal computers to mobile devices, especially mobile devices with high-speed internet access. The Ministry of Industry and Information Technology of PRC reported in January 2016 that the number of mobile phone users in China has reached 1.3 billion in December 2015, remaining flat compared to the number in December 2014. Mobile users with broadband internet access, including mobile 3G and 4G users, have grown 35% on annual basis to 785 million at the end of December 2015, representing 60% of all mobile users in China. In particular, 4G mobile users increased significantly in 2015, recording an increase of 289 million to 386 million users, representing 30% of all mobile users in China. Although the total number of mobile users has remained stable since the end of 2014, we are witnessing a great improvement in terms of mobile devices' capacity to access and consume richer contents on internet. With the large user base in China, Chinese market continues to be attractive for us to expand our product offerings and to grow our revenue streams.

## Business and Products

We operate our business through the following three business segments, SINA Portal, Weibo and other businesses. We generate the majority of our revenues from online advertising and marketing services and, to a lesser degree, from fee-based services. We offer both brand advertising services in display ad formats and performance-based online marketing solutions on SINA Portal and Weibo, such as promoted feeds. Non-advertising revenues include revenues from mobile value added services ("MVAS"), Weibo value-added services ("Weibo VAS") which mainly includes Weibo games, VIP membership and data licensing services.

### *Portal's Business and Products*

#### *SINA.com and SINA Mobile*

SINA.com is an online media property which provides professional digital contents to users and offers online brand advertising and marketing solutions to customers.

SINA.com's network consists of four destination websites dedicated to the Chinese communities across the globe: Mainland China ([www.sina.com.cn](http://www.sina.com.cn)), Taiwan ([www.sina.com.tw](http://www.sina.com.tw)), Hong Kong ([www.sina.com.hk](http://www.sina.com.hk)), and overseas Chinese in North America ([www.sina.com](http://www.sina.com)). Each destination site consists of Chinese-language news and content organized into interest-based channels. The sites offer extensive community and communication services and sophisticated web navigation capability through website search and directory services.

SINA.cn, our SINA mobile portal, delivers the latest information and digital contents from SINA.com to mobile users via WAP. SINA also offers the latest information and professional contents in mobile applications, mainly including SINA News, SINA Sports and SINA Finance.

### ***User Offerings***

As a leading digital content provider, SINA offers a variety of free interest-based vertical channels through SINA.com and SINA.cn that provide region-focused format and content. The key vertical channels include:

*SINA News.* SINA News aggregates feeds from news providers, bringing together content from media companies, such as CCTV, Beijing TV Station (“BTV”), China News, Agence France-Presse (“AFP”), Associated Press, Reuters, Getty Images, China Daily, Nanfang Daily Group, Beijing News, Xinhua Net and Xinhua News Agency. Through SINA News, users have an easy access to breaking news coverage from multiple sources and points of view.

*SINA Finance.* SINA Finance provides business news coverage and personal finance columns. SINA Finance also offers stock quotes from the major exchanges around the world, including U.S., Shanghai, Shenzhen and Hong Kong stock exchanges, as well as breaking news from individual listed companies and market trend analysis.:

*SINA Sports.* SINA Sports offers multimedia news and information on a wide range of sporting events from home and abroad. SINA Sports features domestic and international soccer matches, National Basketball Association (“NBA”) games, general sports as well as coverage of world-famous sports stars and teams.

*SINA Auto.* SINA Auto offers the latest automobile-related news and service information to provide car buyers and automobile enthusiasts with current information on automotive pricing, reviews and featured guides.

*SINA Entertainment.* SINA Entertainment contains extensive coverage of local and international entertainment news and events, including movies, television programs, plays, operas, music and celebrities in related fields.

*SINA Technology.* SINA Technology provides updates on recent activities of high-tech corporations as well as industry trends in China and worldwide.

*SINA Video.* SINA Video is an online video vertical portal that provides high-quality, easy-to-use interactive video products. This channel is divided into various vertical categories, mainly including news, sports, entertainment and education. SINA Video also allows users to upload, publish and manage user generated videos. For the risks concerning the revocation of our License for Online Transmission of Audio-Visual Programs, see “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—We may not be able to continue offering online reading services or video services if we cannot find business partners with the required licenses.”

*Other Channels.* In addition to the aforementioned vertical channels, SINA.com also includes SINA Education, SINA Digital, SINA Fashion, SINA eLadies, SINA Luxury, SINA Health, SINA Collectibles, SINA Travel and other interest-based channels. Each channel serves as an interactive platform which offers extensive, professional, real-time, interest-based information and targeted services in respective vertical areas to users.

### ***Advertiser Offerings***

SINA.com is an online brand advertising property. SINA.com’s advertising product offerings consist of banner, button, text-link, in-stream video advertisements and in-feed video advertisements that appear on pages within the SINA network, channels and promotional sponsorships, as well as advertising campaign design and management services. Our primary advertising and sponsorship client base includes Fortune 1000 companies that employ a global approach to their branding, marketing and communications programs, regional companies of medium to large scale that focus on specific geographic and demographic markets and smaller companies whose markets are within a local territory.

Through SINA’s various vertical channels, across PCs (sina.com) and various mobile platforms (sina.cn, News App, Finance App, Sports App, etc.), we provide a rich spectrum of advertising and marketing solutions to advertisers to connect with users in a meaningful way. SINA’s advertising offerings consist of display ad, performance based ads and video ad. Display ad, which mainly takes the formats of banner, button, text-link and loading page ads, fulfils advertisers’ basic needs to drive awareness and interests to users or customers. To further deliver value for our advertisers and meet their branding needs at deeper level, we offer performance-based ad solutions, which mainly take the form of news feeds ad and are served within content streams across our various media platforms at mobile terminals in the form of text, static image or rich media and provide a personalized, targeted advertising experience to customers. To enrich our advertising format, we also offer video ad on our platform which takes forms of pre-roll, mid-roll, post-roll video screens.



### ***Cooperation with Partners***

In addition, we have closely cooperated with a range of content, service, application and distribution partners in order to serve users more effectively and to extend our brand and services to a broader audience. The goal of SINA.com's content partnerships is to provide its users with an extensive offering of Chinese-language content. We contract with content partners to display their contents on one or more of our websites free of charge or in exchange for a share of revenue, a licensing fee, and access to SINA-generated content or a combination of these arrangements. Some of our leading content providers include the International Olympic Committee, English Premier League, UEFA Champions League, La Liga, Bundesliga, Chinese Football Association Super League, China Open, Australian Open, National Football League, PGA Tour, Women's Tennis Association, Ultimate Fighting Championship, MUTV, CCTV, JSTV, BTV, People's Daily, Xinhua News Agency, China News Service, Global Times, Getty Images, China Daily, Nanfang Daily Group, Beijing News, AFP, Associated Press, Reuters, Nasdaq OMX, Hong Kong Stock Exchange, Shanghai Stock Exchange and Shenzhen Stock Exchange. For our mobile content, SINA.com has established content partnerships with certain international record companies to provide image and music downloads.

### ***Weibo's Business and Products***

Weibo is a leading social media platform for people to create, distribute and discover Chinese-language content. Weibo provides an unprecedented and simple way for people and organizations to publicly express themselves in real time, interact with others on a massive global platform and stay connected with the world. Since its inception, Weibo has amassed a large user base and has attracted a wide range of users, including ordinary people, celebrities and other public figures, as well as organizations such as media outlets, businesses, government agencies and charities. Weibo platform is compatible with all major mobile operating systems, including Android, iOS, Symbian, Windows and Blackberry, and is accessible through mobile apps, mobile websites, personal computer apps and personal computer websites.

### ***Products for Users***

*Self-Expression Products.* Weibo offers the following products to enable users to express themselves on Weibo platform:

- *Feed.* Weibo enables users to express and share their ideas, opinions and stories in the form of text and multimedia content. A feed is usually limited to 140 Chinese characters, but Chinese characters are more information-dense than the letters of the alphabet and can convey more meaning in the same space. Furthermore, feeds on Weibo often include rich, descriptive and vivid content, such as photos, streaming music, short videos or long-form articles, while still fitting onto the screens of mobile devices.
- *Individual Page.* Each user has a Page that displays the user's profile, feeds and albums. Basic information about a user, including username, introduction, education, location, liked feeds, accounts followed, follower accounts and Weibo account number is available on the user's Page. Users with verified authentic identity information will have an orange "V" mark on their profile picture. Users can personalize their Pages by selecting and changing their cover photo and profile picture at any time.
- *Enterprise Page.* Businesses and other organizations with verified identities can apply for enterprise accounts, which entitle them to enterprise services through the download of Page apps on our platform. Page apps enable organizations to customize their Weibo Pages and to perform marketing events, promotion activities, ad campaigns and payment processing on Weibo. For example, an e-commerce merchant can install Page apps to facilitate purchase activities through Weibo or offer "red envelop," lucky money, drawings to build a follower base.



*Social Products.* Weibo offers the following mechanisms to promote social interaction between users on Weibo platform:

- *Follow.* Users can establish relationships with other users by electing to follow them. Feeds that are posted or reposted by a user will automatically appear in the information feed of the user's follower. Relationships may be asymmetrical. The user being followed does not need to approve the follower's decision to follow them, although a user can choose to limit access to certain feeds or to blacklist a certain follower.
- *Repost, Comment, Favorite, Like.* By clicking on the Repost button, users can repost feeds from other users. When a feed is reposted, the original author is able to virally reach and influence users beyond that author's own circle of followers, leveraging the network of the followers of the author's followers, sometimes many degrees away. Users can add their own comments when they repost and share their view on the original feed with their followers. Users can also leave comments on a feed by clicking on the Comment button. If they like a feed, they can click on the Like button to express their support for the feed. At the bottom of each feed, users can see how many people have Reposted, Commented on or Liked the feed. Users can also save feeds into their favorites by clicking on the Favorite button.
- *@Mention.* Users can view their history of interactions with other users by going to the @Mention Page, which allows users to access all the feeds in which they are mentioned by other users. In addition, users can see a list of comments from other users on their own feeds, as well as the Likes on their feeds.
- *Messenger.* Users can send private messages in the form of text or voice recordings and can attach photos, locations and group contact cards. In addition, users can also use messengers to hand out "red envelopes," lucky money and receive payments from other users.
- *Group Chat.* Group Chat enables users to organize and participate in conversations based on common interests. For example, fans of a celebrity can establish chat rooms to share the latest gossips and tidbits, and the celebrity himself may choose to "drop in" to increase the livelihood of his fan base.

*Discovery Products.* Weibo offers the following products to help users discover content on Weibo platform:

- *Information Feed.* The information feed resides on the user's home page. Each user's information feed displays a regularly updating flow of feeds posted by that user and by other users he or she has decided to follow. Since Weibo allows users to follow other users without establishing a reciprocal relationship, users are able to personalize whom to follow based on their interests. In other words, users can as easily follow celebrities and strangers as they follow friends and acquaintances. The default setting for the information feed is the timeline, where the most recent feed is shown at the top. To improve user experience, promoted content, hot feeds and missed feeds are added to a user's information feed based on the user's social network as well as the level of engagement of feeds from accounts followed. Users can also customize their information feed by classifying followed accounts into different groups, e.g. friends, co-workers, e-commerce, fashion, media and photography, and view feeds from each group separately.
- *Search.* Our search function allows users to search our platform for feeds, users, apps and pictures by keyword and hashtag.
- *Object Page.* Weibo works with companies with large online content libraries of videos, songs, mobile applications, books and points of interest (such as restaurants, hotels and movie theaters) and create Weibo Pages for their objects, known as Object Pages. Users can visit these Object Pages to find rich content on these objects and interact with other users of similar interest. For example, users can stream songs, watch movie trailers, read book excerpts and download apps from the respective Object Pages. With Weibo location-based services, users can locate popular points of interest, find information about them, such as show times for movie theaters and menus for restaurants, access coupons, post comments, and see reviews shared by other users. Some Object Pages also offer the sale of movie tickets and books and app downloads.

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- *Trends.* Trends are lists of hot topics on Weibo. A user can start a topic discussion by adding hashtags (#) around a word or phrase in a feed. The key word or phrase then becomes searchable with a single click. Users may view feeds under each trending topic and participate in the discussion.
- *Discovery Channel.* Users can also explore the hottest trending topics being discussed on Weibo by visiting the discovery channel, where popular feeds are aggregated by category, such as humor, astrology, comics, food, technology, auto, sports, reading, recruiting, charity, news, travel, movie, songs, purchase, video, lottery and T-mall flash sales. The discovery channel also offers an online game center and app download center, as well as content discovery using location-based services functions.

*Notifications.* Users can choose to be notified of Weibo account activities through SMS or push notification on their device.

*Weibo Games.* We offer third-party online games, including role playing games, card games, strategy games and real life simulation games. Most Weibo games are offered for free and certain games allow users to purchase virtual currency, known as Weibo Credit, to redeem virtual items. Weibo receives part of the revenues from such purchases through arrangements with the game developers.

*VIP Membership.* Weibo VIP membership offers our users certain services and functions that are not available to regular users. With these additional functions, VIP members can follow more users, have more ways to personalize their Pages, can send voice feeds, enjoy more cloud storage, receive additional options to manage information flow and followers, receive SMS notification of Weibo account activity and have access to premium games. VIP membership is available through monthly or annual subscriptions.

*Weibo Apps.* We have developed a suite of mobile apps to further enrich the service offerings of Weibo. For example, Weibo Headlines aggregates news and information from Weibo and other online sources based on the article's popularity and enables users to comment, like and share to their followers on Weibo. Another example is Weibo Weather, a leading weather app in China that features weather condition, particle matter index (PMI) and other information, such as scenic photos from cities that the users choose to follow.

### ***Products for Advertising and Marketing Customers***

Weibo seeks to provide advertising and marketing solutions to enable its customers to promote their brands and conduct effective marketing activities. Weibo provides its customers with analytical tools to enable them to track and improve the effectiveness of their marketing campaigns on its platform. Weibo's advertising and marketing customers include both large companies and small and medium enterprises ("SMEs") that seek a full spectrum of online advertising and marketing services ranging from brand awareness to interest generation, sales conversion and loyalty marketing.

*Social Display Ads.* Social display ads appear on a user's home page and other pages. When users click on the social ad, they may be redirected to the advertiser's Weibo Page for further engagement.

*Promoted Marketing.* Weibo's promoted marketing offerings include the following:

- *Promoted Feeds.* Promoted feeds appear in the user's information feed alongside organic feeds. We encourage our customers to produce feeds that have relevant information value similar to that of the users' organic feeds. Customers may use our SIG recommendation engine to better target their audience and improve the relevancy of the ad to the users. As with other feeds, users can Repost, Comment on and Like promoted feeds, amplifying the visibility and reach of the original promoted feed and generating earned media value to our customers. We offer promoted feeds tailored to different customer segments;

- FST is a customizable and self-service marketing solution under a bidding system. Customers are able to target users based on gender, age, geographic location, interests and device type. They can also target users by their social interaction on our platform. For example, they may target all of the fans of a given user. Customers can place FST ads either through our authorized distributors, who have expertise in social media marketing, or directly by themselves using our self-service advertising system;
- Fans Headline is a promoted feed that we guarantee will appear at the top of the information feeds of the customer's followers;
- Weibo Select is a highly customizable version of promoted feeds. We work directly with the customer or the customer's ad agency to define the parameters of the targeted marketing. For example, in addition to targeting users based on demographics and social relationships, customers can target users who have engaged with feeds using a specific keyword during a specified time period; and
- Weibo Express is a promoted service offered to key accounts for them to reach and engage with a broad range of Weibo users.
- *Promoted Accounts.* Promoted accounts appear either in a column next to the information feed on PC or directly in the information feeds on both PC and mobile devices. Promoted accounts are labeled but otherwise appear in the same format as other accounts that we recommend to our users. Promoted accounts provide customers a way to grow their followers, with whom they can then drive engagement using their Weibo Pages.
- *Promoted Trends.* Promoted trends, which are labeled as "promoted," appear at the top of the list of trending topics. When a user clicks on a promoted trend, he will be redirected to the sponsor's landing page.

Weibo provide its advertising and marketing customers with analytical tools to enable them to track and improve the effectiveness of their campaigns on Weibo's platform.

### ***Products for Platform Partners***

Weibo seeks to provide its platform partners with tools and APIs that they can use to share their content to Weibo's platform, distribute Weibo content across their properties and enhance their websites and applications with Weibo content, and to build social apps on Weibo or integrate their products with Weibo. Weibo's platform partners include traditional and online media outlets as well as developers of games and other applications. Products offered for our platform partners include:

*Weibo Connect.* The following products allow our platform partners to link their websites and mobile apps to Weibo platform, enabling their users to share content to Weibo:

- *Single Sign-on Registration.* Users can register for access to our platform partners' websites and apps with their Weibo accounts instead of creating new accounts online. This feature eliminates the need for users to register and create a new log-in identity for each website or app they visit, making it easier to explore new websites and apps requiring log-in.
- *Social Plugins.* Social plugins are a set of embedded widgets, such as Share, Like, Comment and Follow, that allow users to access the functionality of Weibo from third-party websites and mobile apps. By installing Weibo social plugins on their websites or mobile apps, our partners enable their users to share content to Weibo, which may direct traffic of interested Weibo users back to their properties.
- *Multimedia Cards.* Multimedia cards allow our mobile app partners to enable their users to share multimedia content, such as photos, songs and short videos, in a feed to Weibo. Content shared on multimedia cards is tagged and can be discovered by users who search for the tagged keywords.

*Weibo Service.* Weibo’s open application programming interfaces allow third-party developers to build apps to serve individual and organization users.

- *App Application Programming Interfaces.* Weibo provides its platform partners a set of application programming interfaces that they can use to develop apps for Weibo platform. Currently, the most popular category of these apps is Weibo games.
- *Page App Application Programming Interfaces.* Weibo’s Page app application programming interfaces allow platform partners to develop apps that improve the features and functionalities of Weibo Pages. For example, an e-commerce merchant can install a Page app that enables users to view and purchase its goods on Weibo. Page apps created by platform partners are becoming increasingly popular. We allow app developers to charge for the Page apps, but we currently do not have revenue share on these apps.
- *Enterprise Application Programming Interfaces.* Weibo offers enterprise services to businesses and other organizations through enterprise application programming interfaces. For example, Weibo’s enhanced messaging application programming interfaces facilitate more convenient interaction between users and their followers. Using the application programming interfaces, third-party developers enable organizations to send private bulk messages to followers who have opted in to such subscriptions. For example, many followers of the China Earthquake Networks Center have subscribed for earthquake news alerts. With this subscription function, the Center is able to send timely earthquake news through Weibo’s messenger to all of its subscribers at once. Weibo also provides data application programming interfaces to third-party developers for them to provide data analytics services to brands and businesses.

*Weibo Credit.* Weibo Credit allows its users to purchase in-game virtual items and other types of fee-based services on Weibo and for our platform partners to receive payment in an easy-to-use, secure and trusted environment.

*Weibo Wallet.* Weibo wallet enables users to hand out “red envelopes” and lucky money, to build a bigger and more active follower base.

#### **Other Businesses and Products**

*MVAS.* SINA’s MVAS allows users to receive news and information, download ring tones, mobile games and pictures, customize caller ring back tones, and participate in dating and friendship communities. MVAS is sold on a monthly subscription or pay-per-message basis and can be ordered via SINA.com or through mobile phones. MVAS is promoted on SINA’s portal and traditional media, including television and radio, as well as joint promotions through provincial operators. SINA relies on mobile operator systems, such as China Mobile’s Monternet platform and China Unicom’s UNI-Info platform, to deliver its MVAS and bill end users.

*Game.* SINA’s game portal provides users with downloads and gateway access to popular online games, information and updates on popular online and PC games and value-added application tools, all aimed at enhancing the overall multimedia community experiences of China’s online game players.

*eReading.* eReading is a one-stop shop for book reviews as well as complimentary and fee-based online book reading. It also features information and updates on hot social and cultural topics and interviews with writers and famous opinion leaders. For the risks concerning the revocation of our Internet Publication License, see “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—We may not be able to continue offering online reading services or video services if we cannot find business partners with the required licenses.”

*Email.* SINA’s Email services include Free Email, VIP Mail and Corporate Email for enterprise users. SINA Email supports both POP3 and SMTP access and provides users with year-round anti-spam and anti-virus protection.

*Blog.* SINA Blog is a popular website in China for bloggers to publish and read original writings.

## **Sales and Marketing**

We maintain our own sales operations team. We transact business with key account customers primarily through third-party advertising agencies and with small SMEs primarily through our distribution network.

Due to the expertise required to carry out an effective online marketing campaign, key accounts usually hire advertising agencies to handle their internet brand campaigns. These advertising agencies provide a broad spectrum of services, including designing ad campaigns based on an analysis of the customer's needs, crafting ads in various formats and providing analytical tracking.

Our distribution network for SME customers includes local distributors throughout China. Our distributors provide numerous services, including identifying customers, collecting payments, assisting customers in setting up their accounts with us, and engaging in other marketing and educational services aimed at acquiring customers. We provide periodic training programs to our distributors to maintain the service quality of our distributors and strengthen our relationships with them.

In addition, we have developed a programmatic advertising buying system which provides our customers with an easy access to performance-based advertising solutions that are designed to meet their needs at a comprehensive level. The easy-to-monitor feature of the system offers an enhanced user experience and potentially increases customers' willingness to repeat advertising purchase with us. In addition to helping us retain existing customers, the system also enables us to reach a broader customer base in our efforts to attract new customers.

We believe that our position as a leading online media in China has given us widespread name recognition. We focus on continually improving the quality of our products and services to strengthen our brand, as we believe satisfied users and customers are more likely to recommend our products and services to others. While word of mouth has helped us, we also make selective use of advertising, promotions and special events to promote SINA awareness and usage.

## **Technology Infrastructure**

SINA's infrastructure allows users to access its products and services, regardless of their geographical location. SINA's infrastructure is also designed to provide high-speed access by forwarding queries to its web hosting sites with greater resources or lower loads. Our web pages are generated, served and cached by servers hosted at various co-location web hosting sites in mainland China, the U.S., Taiwan and Hong Kong. SINA's servers run on Linux, FreeBSD, Solaris and Windows platforms using Apache, Squid, Nginx, and Lighttpd servers. These servers are primarily maintained at China Telecommunications Corporation, or China Telecom, and China Unicom branches in cities across China, including Beijing, Shanghai, Guangzhou and Tianjin, TNN in Taipei, Taiwan, AT&T in San Jose, California, as well as NTT in Hong Kong.

We believe that these hosting partners provide operating advantages, including an enhanced ability to protect their systems from power loss, break-ins and other potential external causes of service interruption. They provide continuous customer service, multiple connections to the internet and a continuous power supply to their systems. In addition, SINA conducts online monitoring of its systems for accessibility, load, system resources, traffic, network-server intrusion and timeliness of content. SINA's mobile applications in China leverage the aforementioned web operation resources by utilizing the wireless infrastructure of China Mobile and China Unicom to provide MVAS to SINA's users. Nevertheless, we have experienced slower response time and suffered outages in the past due to equipment and software downtime as well as bandwidth issues with operators. Although these instances have not had a material adverse effect on our business, similar instances may have a material impact on its business in the future.

## **Seasonality**

SINA has experienced seasonality in its online advertising business. Historically, the first calendar quarter has been the worst season for its advertising business due to the Lunar New Year holidays. Past performance may not be indicative of future trends, as the mix of advertising industry sectors, which may have different seasonality factors, may shift from quarter to quarter. Seasonality in our MVAS and other businesses is less apparent.

## **Competition**

We provide online digital content and services for the global Chinese community, including but not limited to informational features, social media and social networking services as well as other fee-based services. This industry can be characterized as highly competitive and rapidly changing due to the fast growing market demand. Barriers to entry are relatively low, and current and new competitors can launch new websites, platforms or services at a relatively low cost. Many companies offer various content and services targeting this community that compete with our offerings.

The development of China's advertising industry also has impacts on our product offerings and revenue generation. According to iResearch's report on China's online advertising market in 2015, the overall online advertising revenues grew at an annual growth rate of 36% in 2015, consistent with prior year. While the entire online ad market experienced healthy growth in the past year, certain trends have transformed the market. From regulatory perspective, the newly adopted Advertisement Law in 2015 has set a higher standard for the content and format of online advertisement. From ad products perspective, online display ad revenues grew 24% in 2015, which under paced the overall online ad revenue growth and have shown a slowdown trend compared with prior years. Within the display ad category, display ad with photos has reached a matured level and gradually lost market share to display ad in forms of video and rich media. From advertisers' perspective, a number of brand advertisers adjusted down their overall advertising budget in 2015 and put more emphasis on the effectiveness of ad campaigns and return on investment to maximize their advertising spending.

With these factors taken into account, along with macro headwinds and unfavorable foreign exchange rate impact, there are challenges we face to ramp up our portal business in the short run and there are efforts we need to make to optimize our ad products and ad system to keep up with China's advertising market and achieve growth in the long run. See "Item 3. Key Information—D. Risk Factors—Risks Related to Our Business—The markets for internet and social media and social networking services are highly competitive, and we may be unable to compete successfully against established industry competitors and new entrants, which could reduce our market share and adversely affect our financial performance."

## **Intellectual Property and Proprietary Rights**

We rely on a combination of copyright, trademark and trade secret laws and restrictions on disclosure to protect our intellectual property rights. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology. Monitoring unauthorized use of our products is difficult and costly, and we cannot be certain that the steps we have taken will prevent misappropriation of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources.

In addition, third parties may initiate litigation against us alleging infringement of their proprietary rights. In the event of a successful claim of infringement and our failure or inability to develop non-infringing technology or license the infringed or similar technology on a timely basis, our business could be harmed. In addition, even if we are able to license the infringed or similar technology, license fees could be substantial and may adversely affect our results of operations. See "Item 3. Key Information—D. Risk Factors—Risks Related to Our Business—We may not be able to adequately protect our intellectual properties, which could cause us to be less competitive" and "—We may be subject to intellectual property infringement claims or other allegations by third parties for services we provide or for information or content displayed on, retrieved from or linked to our websites, or distributed to our users, which may materially and adversely affect our business, financial condition and prospects."

## **Government Regulation and Legal Uncertainties**

The following description of PRC laws and regulations is based upon the opinion of TransAsia Lawyers, our PRC counsel. For a description of legal risks relating to our ownership structure and business, see "Item 3. Key Information—D. Risk Factors."

## **Overview**

The PRC government has enacted an extensive regulatory scheme governing the operation of business with respect to the internet, such as telecommunications, internet information services, international connections to computer information networks, information security and censorship and administrative protection of copyright. Besides the MIIT, the various services of the PRC internet industry are also regulated by various other governmental authorities, such as SAIC, the State Council Information Office (“SCIO”), Cyberspace Administration of China (CAC), the GAPP, the SARFT (GAPPRFT was formed when the GAPP was combined with the SARFT in March 2013), the Ministry of Education (“MOE”), the MOC, the Ministry of Health (“MOH”), and the Ministry of Public Security.

Among all the regulations, the Telecommunications Regulations of the People’s Republic of China, or the Telecom Regulations, promulgated on September 25, 2000 which were subsequently revised on July 29, 2014, is the primary governing law. The Telecom Regulations set out the general framework under which domestic Chinese companies such as our subsidiaries and VIEs may engage in various types of telecommunications services in the PRC. They reiterate the long-standing principle that telecommunications service providers need to obtain operating licenses as a mandatory precondition to begin operation. The Telecom Regulations categorize telecommunications services into basic telecommunications services and value-added telecommunications services. Value-added telecommunications services are defined as telecommunications and information services provided through public networks. On December 25, 2015, the MIIT published the Classification Catalogue of Telecommunications Services (the 2015 Catalogue), which took effect on March 1, 2016. The first catalogue was published in September 2000 and was subsequently amended in 2001 and 2003 respectively. Under the 2015 Catalogue, the “value-added telecommunication services” was further classified into two sub-categories and 10 items. Internet content provision services, or ICP services, is under the second subcategory of value-added telecommunications businesses.

On December 20, 2001, after China’s formal entry into the WTO, the State Council promulgated the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises, or the FITE Regulations, which became effective on January 1, 2002 and were amended by the State Council on September 10, 2008. The FITE Regulations stipulate that foreign-invested telecommunications enterprises, or FITEs, may undertake operations in basic telecom services and value-added telecom services. Currently, the foreign party to a value-added FITE may hold up to 50% of the equity, with no geographic restrictions on its operations. Before that, foreign investors were prohibited from investing in internet content services. The PRC government has not made any further commitment to loosen the regulation on FITEs, except for qualified Hong Kong Service Providers under the Mainland and Hong Kong Closer Economic Partnership Arrangement.

According to the Measures for the Administration of internet Information Services described below, an enterprise must obtain a license for operating value-added telecommunication services to conduct internet content service businesses. When the internet content involves areas of news, publishing, audio-visual programs, education, medicine, health, pharmaceuticals and medical equipment, which are regulated by MOC, MOE, MOH, GAPPRET and other governmental authorities, respectively, the enterprise must also obtain permission from responsible national authorities.

## **PRC Corporate Structure**

The PRC government restricts foreign investment in internet-related and MVAS businesses. Accordingly, we operate our internet-related and MVAS businesses in China through our VIEs that are PRC domestic companies owned principally or completely by certain of our PRC employees or PRC employees of our directly-owned subsidiaries. For a list of our material directly owned subsidiaries and VIEs in China, please see “C. Organizational Structure” below.

## **Classified Regulations**

### ***Foreign Investment in Value-added Telecom Services***

The MII Circular 2006 was promulgated by the MII on July 13, 2006. According to the MII Circular 2006, since the FITE Regulation went into effect, some foreign investors have, by means of delegation of domain names and license of trademarks, conspired with domestic value-added telecom enterprises to circumvent the requirements of FITE Regulations and have been engaged in value-added telecom services illegally.

In order to further strengthen the administration of FITEs, the MII Circular 2006 provides that (i) any domain name used by a value-added telecom carrier shall be legally owned by such carrier or its shareholder(s); (ii) any trademark used by a value-added telecom carrier shall be legally owned by the carrier or its shareholder(s); (iii) the operation site and facilities of a value-added telecom carrier shall be installed within the scope as prescribed by operating licenses obtained by the carrier and shall correspond to the value-added telecom services that the carrier has been approved to provide; and (iv) a value-added telecom carrier shall establish or improve the measures of ensuring safety of network information. If a license holder fails to comply with the requirements in the MII Notice or cure such non-compliance, the MII or its local counterparts have the discretion to take measures against such license holders, including revoking their value-added telecommunications business operating licenses. As to the companies which have obtained the operating licenses for value-added telecom services, they are required to conduct self-examination and self-correction according to these requirements and report the result of such self-examination and self-correction to the MII.

Accordingly, the ICP Company submitted the self-correction scheme to the MII on November 17, 2006. Under the self-correction scheme, (i) the domain name “www.sina.com.cn” mainly used by the ICP Company should be transferred from BSIT to the ICP Company, and (ii) the trademark “SINA” (“新浪”) used by the ICP Company should be transferred from BSIT to the ICP Company. According to the Certificate for Approval of Trademark Transfer issued by the Trademark Office of State Administration for Industry and Commerce (“SAIC”) on September 28, 2008, the trademark “SINA” has already been transferred to the ICP Company. The domain name “www.sina.com.cn” has been transferred to the ICP Company as well.

### ***Internet Information Services***

The Measures for the Administration of internet Information Services, or the ICP Measures, went into effect on September 25, 2000. Under the ICP Measures, any entity providing information to online internet users must obtain an operating license from the MIIT or its local branch at the provincial level in accordance with the Telecom Regulations described above. The ICP Measures further stipulate that entities providing online information services in areas of news, publishing, education, medicine, health, pharmaceuticals and medical equipment must obtain permission from responsible national and local authorities prior to applying for an operating license from the MIIT or its local branch at the provincial or municipal level. Moreover, ICPs must display their operating license numbers in a conspicuous location on their websites. ICPs must exam their websites to remove categories of harmful content that are broadly defined. This obligation reiterates internet content restrictions set by other ministries over the past few years. In addition, the ICP Measures require ICP operators to obtain specific approvals before providing BBS services, which include electronic bulletin boards, electronic forums, message boards and chat rooms. On July 4, 2010, the approval requirement for providing BBS services was eliminated by the PRC State Council. However, in practice, the government authorities in Beijing still require the relevant ICP operators to obtain such approvals for providing of BBS services.

The ICP Company currently holds a Value-Added Telecommunication Services Operating License, which was issued in July 2009 by the MIIT authorizing the ICP Company to provide national information services of the second category of the value-added telecommunication services (excluding fixed line phone call information services and internet information services). The license is valid through April 29, 2019 and is subject to annual inspection. The ICP Company also holds a Value-Added Telecommunication Services Operating License issued by Beijing Communication Administration Bureau on March 10, 2008, authorizing the ICP Company to provide MVAS in Beijing. The license has been renewed and is valid through November 23, 2020 and subject to annual inspection. The ICP Company also holds a Telecommunication and Information Services Operating License, which was issued by the MIIT authorizing the ICP Company to operate bulletin board system or BBS. The license is valid through November 23, 2020 and is subject to annual inspection.

Beijing Star-Village Online Cultural Development Co., Ltd. (“StarVI”) currently holds a Value-Added Telecommunication Services Operating License, which was originally issued by the MIIT authorizing StarVI to provide national information services of the second category of the value-added telecommunication services (excluding fixed line phone call information services and internet information services). The license is valid through August 8, 2019 and is subject to annual inspection. StarVI also holds a Telecommunication and Information Services Operating License, which was issued by the Beijing Communication Administration Bureau authorizing StarVI to provide information services excluding services in the area of news, publishing, education, medicine, health, pharmaceuticals, medical equipment and BBS. The license is valid through November 11, 2020 and is subject to annual inspection.



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Shenzhen Wangxing Technology Co., Ltd. (“Wangxing”) currently holds a Value-Added Telecommunication Services Operating License, which was originally issued by the MIIT authorizing Wangxing to provide nationwide information services of the second category of the value-added telecommunication services (excluding fixed line phone call information services and internet information services). The license is valid through August 29, 2019 and is subject to annual inspection. Wangxing also holds a Telecommunication and Information Services Operating License, which was issued by the Guangdong branch of the MIIT authorizing Wangxing to operate to provide information services excluding services in the area of news, publishing, education, medicine, health, pharmaceuticals, medical equipment, culture, radio and television programs and BBS. The license is valid through September 18, 2019 and is subject to annual inspection.

Guangzhou Media Message Technologies, Inc. (“Xunlong”) currently holds a Value-Added Telecommunication Services Operating License, which was originally issued by the MIIT authorizing Xunlong to provide nationwide information services of the second category of the value-added telecommunication services (excluding fixed line phone call information services and internet information services). The license is valid through August 29, 2019 and is subject to annual inspection.

Western-net currently holds a Value-Added Telecommunication Services Operating License issued by MIIT, authorizing us to provide nationwide information services (excluding fixed line phone call information services and internet information services). According to the Confirmation Letter issued by Beijing Communication Administration Bureau, Western-net has been approved to provide MVAS in Beijing. The license is valid through February 15, 2020 and is subject to annual inspection.

Weimeng currently holds a Telecommunication and Information Services Operating License, which was issued on by Beijing Communication Administration Bureau authorizing Weimeng to provide internet information services excluding services in the area of news, publishing, education, medicine, health, pharmaceuticals and medical equipment. The license is valid through May 20, 2020 and is subject to annual inspection.

### ***Microblogging Services***

On December 16, 2011, the Beijing Municipal Government issued the Microblog Rules, which became effective on the same day. The Microblog Rules, among other things, require users of microblogging services to register their identities with microblogging service providers. The Microblog Rules identify eleven categories of content that are restricted from being disseminated. Microblogging service providers are required to implement systems and procedures to verify user identity and ensure that the information disseminated by users is in compliance with the Microblog Rules.

On February 4, 2015, the China Internet Network Information Center promulgated the Administrative Provisions on Account Names of Internet Users, or the Account Names Provisions, which became effective as of March 1, 2015. The Account Name Provisions require internet service providers to authenticate registered users’ identity information and to commit to complying with the “seven basic requirements”, including observing the laws and regulations, upholding the socialist regime, protecting state interests and so on, as well as ensuring the authenticity of any information they provide. Relevant Internet Information Service Providers are responsible for the protection of users’ privacy, the consistency between user information, such as account names, avatars, and the requirements contemplated in the Account Names Provisions, making reports to the competent authorities regarding any violation of the Account Names Provisions, and taking appropriate measures to stop any such violations, such as, notifying the user to make corrections within a specified time and suspending or closing accounts in the event of continue non-compliance.

### ***Online News Publishing***

On November 6, 2000 and September 25, 2005, the Provisional Regulations for the Administration of Website Operation of News Publication Services and the Provisions for the Administration of Internet News Information Services, respectively, were jointly promulgated by the SCIO and the MII. The regulations stipulate that general websites set up by non-news organizations may list news released by certain governmental news agencies, if they satisfy the requirements set forth in the foregoing two regulations, but may not publish news items produced by themselves or news sources from elsewhere.

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Before commencing news-publishing services, the above regulations also require the general websites of non-news organizations to be approved by SCIO after securing permission from SCIO at the provincial level. In addition, the general websites intending to publish the news released by the aforementioned news agencies must enter into agreements with the respective organizations, and file copies of such agreements with the relevant administration department.

On December 27, 2000, the Information Office of Beijing People's Government approved the ICP Company to develop online news publishing services. On June 6, 2006, SCIO issued to the ICP Company the Internet News Information Service License, which is subject to annual inspection. In addition, Weimeng currently provides a platform for our users to post news, current topics and social events and has not obtained an internet news publication license. However, if the relevant government authorities determine that the services provided by Weimeng are internet news dissemination services and an internet news publication license for such services is needed, we may need to apply for the relevant approval and license, which Weimeng may not successfully obtain in a timely manner or at all.

On April 28, 2015, the State Internet Information Office, or the SIIO, issued the Provisions on the Questioning Procedures for Internet News Service Providers, or the Provisions. The Provisions provide the SIIO and its local branches with a formal procedure for bringing in key personnel from internet news service providers for questioning as well as giving oral warnings, identifying problems and ordering rectifications in certain circumstances specified in the Provisions such as the failure to deal with illegitimate information in a timely fashion and when circumstances are severe. If the SIIO or its local branches orders an internet news service provider to rectify a problem through the questioning procedures and it fails to do so, then the internet new service provider may be subject to administrative action including a written warning, fine, temporary suspension of operations or the revocation of licenses. Internet news service providers are also subject to enhanced penalties for several violations under the questioning procedures. Additionally, the SIIO and its local branches may publicize information related to the questioning procedures that it conducted against internet news service providers under the Provisions. The Provisions took effect on June 1, 2015.

The SIIO published a revised draft of the Administrative Regulations for Internet News Information Services to solicit public comments on January 11, 2016.

### ***Online Transmission of Audio-Visual Programs***

On July 6, 2004, the SARFT promulgated the Measures for the Administration of Publication of Audio-visual Programs through internet or Other Information Network, which apply to the opening, broadcasting, integration, transmission or download of audio-visual programs via internet. An applicant who is engaged in the business of transmitting audio-visual programs shall apply for a license, which is to be issued by the SARFT in accordance with the categories of business, receiving terminals, transmission networks, and other items. The license is valid for two years and can be renewed upon its expiration. Foreign-invested enterprises are not allowed to engage in the above business. Moreover, the audio-visual programs of the news category published to the public through information network shall be limited to the programs produced and broadcasted by radio stations, television stations, radio television stations and approved news websites within the territory of China.

On December 20, 2007, the SARFT and the MII jointly promulgated the Administrative Provisions on internet Audio-visual Program Service, or the Audio-visual Program Provisions, which went effective on January 31, 2008. The Audio-visual Program Provisions stipulates, among others, that any entity engaged in internet audio-visual program service must obtain a License for Online Transmission of Audio-visual Programs issued by the SARFT or register with the SARFT. An applicant for engaging in internet audio-visual program service must be a state-owned entity or a state-controlled entity with full corporate capacity, and the business to be carried out by the applicant must satisfy the overall planning and guidance catalogue for internet audio-visual program service determined by the SARFT. The SARFT and the MII later jointly held a press conference in February 2008 to clarify that websites that existed before the promulgation of the Audio-visual Program Provisions may, once they are registered with SARFT, continue operating the audio-visual services so long as those websites have not been in violation of the laws and regulations. Our VIEs in China are not state-owned or state-controlled companies, but our mainland China destination websites were launched before the promulgation of the Audio-visual Program Provisions and have been registered with the SARFT.

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On March 30, 2009, SARFT promulgated the Notice on Strengthening the Administration of the Content of internet Audio Visual Program, which reiterates (i) the requirement to obtain permits for audio-visual programs published to the public through an information network, where applicable and (ii) the prohibition of certain types of internet audio visual programs containing violence, pornography, gambling, terrorism or superstitious factors.

On April 1, 2010, the SARFT issued the internet Audio-visual Program Services Categories (Provisional), or the Provisional Categories, which classified internet audio-visual program services into four categories.

In 2012, SARFT and the State Internet Information Office of the PRC issued a Notice on Improving the Administration of Online Audio/Video Content Including Internet Drama and Micro Films. In 2014, GAPPRT released a Supplemental Notice on Improving the Administration of Online Audio/Video Content Including Internet Drama and Micro Films. This notice stresses that entities producing online audio/video content, such as internet dramas and micro films, must obtain a permit for radio and television program production and operation, and also that online audio/video content service providers should not release any internet dramas or micro films that were produced with any entity lacking such permit. For internet dramas or micro films produced and uploaded by individual users, the online audio/video service providers transmitting such content will be deemed responsible as the producer. Further, under this notice, online audio/video service providers can only transmit content uploaded by individuals whose identity has been verified and which content complies with the relevant content management rules. This notice also requires that online audio/video content, include internet drama and micro films, be filed with the relevant authorities before release.

In 2014, GAPPRT issued a Notice on Further Implementation of the Relevant Provisions on the Administration of Online Foreign Films and Teleplays. This notice reiterates the requirement that foreign films and teleplays should obtain a publication license or issuance license before being broadcast online. Websites that have obtained a License for Online Transmission of Audio-visual Programs with a license scope including category II (compiling and broadcasting services for audiovisual programs of films, television serial dramas and animations) are able to import foreign films and teleplays specifically for use in information network communication. The annual total amount of foreign films and teleplays imported by a single website for broadcasting under the Notice is not permitted to exceed 30% of the total amount of domestic films and teleplays purchased by the website for broadcasting in the previous year, and the importation plan is subject to approval from the GAPPRT.

According to the Reply on Approvals for Beijing SINA Internet Information Service Co., Ltd. Engaging in the Business of Information Services Relating to Online Transmission of Audio-visual Programs issued by the SARFT on October 17, 2004, the ICP Company has been approved to carry out the online transmission of audio-visual programs. The ICP Company had a License for Online Transmission of Audio-Visual Programs that was issued by the SARFT and originally valid through April 28, 2015. In 2014, however, our License for Online Transmission of Audio-Visual Programs was revoked by the State Administration of Press, Publication, Radio, Film and Television due to certain unhealthy and indecent content from third-parties or by users on our portal, i.e., on our website [www.sina.com.cn](http://www.sina.com.cn). We may not continue offering video service unless we reapply and receive the License for Online Transmission of Audio-visual Programs or find a business partner with proper licenses to corporate to provide this service. See “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—We may not be able to continue offering online reading services or video services if we cannot find business partners with the required licenses.”

### ***Production of Radio and Television Programs***

On July 19, 2004, the SARFT promulgated the Regulations for Administration on Production of Radio and Television Programs, or the “Radio and TV Programs Regulations,” which went into effect as of August 20, 2004. These Measures provide that anyone who wishes to produce or operate radio or television programs must first obtain an operating permit. Applicants for this permit must meet several criteria, including having a minimum registered capital of RMB3.0 million.

In October 2011, the ICP Company obtained a license for production of radio and television programs issued by Beijing Radio and Television Bureau. The license is valid through November 10, 2017 and is subject to annual inspection. Additionally, Weimeng also holds a permit for radio and television program production and operation, with a permitted scope encompassing production of animated programs, features programs and television entertainment programs, which is valid until April 2017.

### ***MVAS***

On March 1, 2009, the MIIT promulgated the Administrative Measures for the Licensing of Telecommunication Business Operations, which superseded the relevant measures published by the MIIT in 2001. These measures require an entity to obtain a business permit, which is divided into two categories—license for basic telecom services and license for value-added telecom services, in order to operate a telecommunication business. Furthermore, a distinction is made as to whether a license for conducting value-added telecommunication services is granted for “intra-provincial” or “trans-regional” (inter-provincial) activities. An appendix to the license will detail the permitted activities to be conducted by the enterprise. An approved telecom service operator must conduct its business (basic or value-added) in accordance with the specifications recorded on its Telecom Service Operating License. However, there are still ambiguities regarding the interpretation and application of the FITE Regulations.

The ICP Company currently holds a Value-Added Telecommunication Services Operating License originally issued by the MIIT authorizing the ICP Company to provide nationwide value-added telecommunications services (excluding fixed line phone call information services and internet information services). The license is valid through April 29, 2019 and is subject to annual inspection. The ICP Company also holds a Value-Added Telecommunication Services Operating License issued by Beijing Communication Administration Bureau on March 10, 2008, authorizing the ICP Company to provide MVAS in Beijing. The license has been renewed and is valid through November 23, 2020 and subject to annual inspection.

Xunlong currently holds a Value-Added Telecommunication Services Operating License issued on by the MIIT authorizing Xunlong to provide nationwide information services (excluding fixed line phone call information services and internet information services). The license is valid through August 29, 2019 and is subject to annual inspection.

StarVI currently holds a Value-Added Telecommunications Services Operating License issued on by the MIIT authorizing StarVI to provide nationwide information services (excluding fixed line phone call information services and internet information services). The license is valid through August 8, 2019 and is subject to annual inspection.

Wangxing currently holds a Value-Added Telecommunication Services Operating License originally issued on November 11, 2011 by the MIIT authorizing Wangxing to provide nationwide value-added telecommunication services in the second category (excluding fixed line phone call information services and internet information services). The license is valid through August 29, 2019 and is subject to annual inspection.

Western-net currently holds a Value-Added Telecommunication Services Operating License issued by MIIT, authorizing the company to provide nationwide information services (excluding fixed line phone call information services and internet information services). According to the Confirmation Letter issued by Beijing Communication Administration Bureau, Western-net has been approved to provide MVAS in Beijing. The license is valid through February 15, 2020 and is subject to annual inspection.

### ***Short Messaging Services***

On May 19, 2015, the MIIT promulgated the Provisions on the Administration of Short Messaging Services, or the SMS Provisions. The SMS Provisions requires that SMS providers obtain a relevant license for the provision of SMS, and mobile communication companies shall not provide network or service access to any entities or individuals seeking to provide SMS where such entities do not have the relevant operating license. For any charges to users for SMS, the service provider must inform the user of the service being provided, the content, the standards and methods of for determining any charges, and how to unsubscribe in advance. Such charges must also comply with any other relevant legal provisions and standards. SMS providers must maintain records of the time of transmission of such charged messages, user receipts and when a user unsubscribes, and shall not use SMS systems to circulate or broadcast illicit content. Further, when sending a marketing SMS to an individual, SMS service providers must obtain consent from such user. When obtaining such prior consent, SMS service providers must provide information on the type of marketing SMS that will be sent, and the frequency and the period during which the marketing SMS will be sent. SMS service providers should also make available to the recipient an unsubscribe facility that is easy to use when sending a marketing SMS, and should not send marketing messages to a recipient if he/she subsequently withdraws consent. The SMS Provisions also establish a reporting system by which users can make complaints and file reports. Violation of these regulations may result in penalties, including fines, confiscation of the SMS incomes, and even suspension of operations.

### ***Internet Publishing***

On June 27, 2002, the SPPA and the MII jointly released the Provisional Rules for the Administration of internet Publishing, or the internet Publishing Rules, which define “internet publications” as works that are either selected or edited to be published on the internet or transmitted to end-users through the internet for the purposes of browsing, reading, using or downloading by the general public. Such works mainly include content or articles formally published by press media such as: (i) books, newspapers, periodicals, audio-visual products and electronic publications; and (ii) literature, art and articles on natural science, social science, engineering and other topics that have been edited.

The Administrative Provisions on Online Publishing Services, or the Online Publishing Provisions which is jointly issued by the MIIT and the GAPP on February 4, 2016, and became effective on March 10, 2016. The Online Publishing Provisions replaced the internet Publishing Rules. The Provisions define “online publishing services” as providing online publications to the public through information networks. Any online publishing services provided in the territory of the PRC is subject to the Provisions. The Provisions requires any internet publishing services provider to obtain an online publishing service license to engage in online publishing services. Under the Online Publishing Provisions, online publications refers to digital works which have publishing features such as having been edited, produced or processed and which are made available to the public through information networks, including written works, pictures, maps, games, cartoons, audio/video reading materials and others. Any online game shall obtain approval from SAPPFT before it is launched online. Further, Sino-foreign equity joint ventures, Sino-foreign cooperative joint ventures and wholly foreign-owned enterprises cannot engage in providing web publishing services.

According to the Online Publishing Provisions, web portals like SINA are required to apply to and register with GAPP before distributing internet publications.

In accordance with these rules, the ICP Company obtained an internet Publication License issued by GAPP on December 21, 2010, however, in 2014, such internet Publication License was revoked by State Administration of Press, Publication, Radio, Film and Television for violations related to the distribution of certain literary on our reading channel, book.sina.com.cn. We may not continue offering internet publication service unless we reapply and receive the internet Publication License or find a business partner with proper licenses to corporate to provide this service. See “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—We may not be able to continue offering online reading services or video services if we cannot find business partners with the required licenses.”

### ***Online Games***

On May 10, 2003, the Provisional Regulations for the Administration of Online Culture were issued by MOC and went into effect on July 1, 2003 (these regulations were revised by MOC on July 1, 2004 and further revised and re-promulgated on February 17, 2011). According to these regulations, commercial entities are required to apply to the relevant local branch of MOC for an Online Culture Operating Permit to engage in online games services.

On December 30, 1997, the GAPP issued the Rules for the Administration of Electronic Publications, or the Electronic Publication Rules, which amended on February 21, 2008 and took effect on April 15, 2008. These rules regulate the production, publishing and importation of electronic publications in the PRC and outline a licensing system for business operations involving electronic publishing. Under these rules and other regulations issued by the GAPP, online games are classified as a type of electronic production and publishing of online games is required to be done by licensed electronic publishing entities with standard publication codes. If a PRC company is contractually authorized to publish foreign electronic publications, it must obtain the approval of, and register the copyright license contract with, the GAPP.

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According to the Circular of the Ministry of Culture on Strengthening the Examination of Content of Online Games Products issued by MOC on May 14, 2004, the content of any foreign online game products should be examined and approved by MOC before they are operated within China. Entities engaged in developing and operating domestic online games products should register with the MOC.

On November 13, 2009, MOC issued the Circular of the Ministry of Culture on Improving and Strengthening the Examination of Content of Online Games. According to this circular, offensive promotion and advertisement of online games, games propagating eroticism, gambling and violence, and other online games without the approval from MOC, are strictly prohibited.

On September 28, 2009, GAPP, the National Copyright Administration and the National Office of Combating Pornography and Illegal Publications jointly published the Notice Regarding the Consistent Implementation of the “Stipulations on ‘Three Provisions’ of the State Council and the Relevant Interpretations of the State Commission Office for Public Sector Reform and the Further Strengthening of the Administration of Pre-examination and Approval of internet Games and the Examination and Approval of Imported internet Games” or Circular 13. Circular 13 expressly prohibits foreign investors from participating in the operation of internet games via wholly owned, equity joint venture or cooperative joint venture investments in China, and from controlling and participating in such businesses directly or indirectly through contractual or technical support arrangements. In addition, according to circular 13, GAPP’s approval is required for publishing any specific imported online games and any imported online game which is not examined and approved by GAPP is not allowed to be published online. It is not clear yet as to whether other PRC government authorities, such as the MOFCOM or the MIIT will support GAPP to enforce the prohibition of the VIE model that Circular 13 contemplates.

On June 3, 2010, the MOC promulgated the “Interim Measures for Administration of Online Games,” or the “Online Games Measures,” which became effective on August 1, 2010. The Online Games Measures reiterate that any online games operator should obtain an Online Culture Operating Permit to engage in online game services. In addition, the content of any imported online games should be examined and approved by MOC before they are operated within China, and any domestic online games should be registered with MOC.

On February 15, 2007, the MOC, the PBOC and other relevant government authorities jointly issued the Notice on the Reinforcement of the Administration of internet Cafés and Online Games. Under this notice, the PBOC is directed to strengthen the administration of virtual currency in online games to avoid any adverse impact on the real economic and financial systems. This notice provides that the total amount of virtual currency issued by online game operators and the amount purchased by individual users should be strictly limited, with a strict and clear division between virtual transactions and real e-commerce transactions. This notice also provides that virtual currency should only be used to purchase virtual items.

On June 4, 2009 the MOC and the Ministry of Commerce jointly issued the Notice on the Strengthening of Administration on Online Game Virtual Currency. Virtual currency is broadly defined in the notice as a type of virtual exchange instrument issued by internet game operation enterprises, purchased directly or indirectly by the game user by exchanging legal currency at a certain exchange rate, saved outside the game programs, stored in servers provided by the internet game operation enterprises in electronic record format and represented by specific numeric units. Virtual currency is used to exchange internet game services provided by the issuing enterprise for a designated extent and time, and is represented by several forms, such as online prepaid game cards, prepaid amounts or internet game points, and does not include game props obtained from playing online games. On July 20, 2009, the MOC promulgated the Filing Guidelines on Online Game Virtual Currency Issuing Enterprises and Online Game Virtual Currency Trading Enterprises, which specifically defines “issuing enterprise” and “trading enterprise” and stipulates that a single enterprise may not operate both types of business.

On July 1, 2011, the GAPP, the MIIT, the MOE and five other governmental authorities issued a Notice on Initializing the Verification of Real-name Registration for Anti-Fatigue System on internet Games, which took effect on October 1, 2011. This notice’s main focus is to prevent minors from using an adult ID to play internet games and, accordingly, this notice imposes stringent penalty on online game operators that do not implement the required anti-fatigue and real-name registration measures properly and effectively. Options of an online game operator may be terminated if the operator is found to be in violation of this notice.

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

On February 4, 2016, the MIIT and the GAPPRFT jointly issued the Online Publishing Provisions which took effect on March 10, 2016. The Online Publishing requires that any online game shall obtain approval from SAPPRT before it is launched online.

Star VI and the ICP Company hold Online Culture Operating Permits with a business scope encompassing the "issuance of virtual currency". They must also make certain filings with the MOC prior to the issuance of virtual currency and conduct their respective businesses in compliance with PRC law.

The ICP Company currently holds an Online Culture Operating Permit with a business scope encompassing the "issuance of virtual currency" issued by MOC in July 2011, which is valid through December 31, 2017. We have adopted our own anti-fatigue and real name registration systems since December 2007.

In addition, the ICP Company obtained an Internet Publication License issued by GAPP in December 2010. In 2014, however, its Internet Publication License was revoked by State Administration of Press, Publication, Radio, Film and Television for violations related to the distribution of certain literary and video content on our reading channel, book.sina.com.cn. Our online games business are also affected because online games are classified as a type of electronic production and publishing of online games is required to be done by licensed electronic publishing entities with standard publication codes.

### ***Internet Medical, Health and Drug Information Services***

On May 1, 2009, MOH promulgated Administrative Measures for internet Medical and Health Information Services, which require an entity that provides internet medical-and-health-related information services to obtain an approval letter from the health administrative departments at the provincial level and strictly prohibit the website from releasing any superstitious, pornographic or false information or publish any medical advertisements without examination and approval or provide online diagnosis or treatment services.

On August 18, 2010, Beijing Health Bureau issued an approval letter to the ICP Company to approve the ICP Company to provide medical-and-health-related information services for two years. Upon expiration, the approval letter of medical-and-health-related information services has been renewed with a term valid through May 5, 2016.

According to the Measures for the Administration of internet Drug Information Services, issued by the State Drug Administration ("SDA"), on July 8, 2004, websites publishing drug-related information must obtain a license from SDA or its provincial departments.

The ICP Company obtained the approval for website publishing of drug-related information from Beijing Drug Administration ("BDA") and SDA in December 2001 and January 2002, respectively, and has obtained a Qualification Certificate for internet Drug Information Services issued by the BDA in December 2009. Upon expiration, the certificate has been renewed with a term valid through June 9, 2019.

### ***Online Cultural Products***

The Provisional Regulations for the Administration of Online Culture described above and the Notice on Implementing the revised Provisional Regulations for the Administration of Online Culture issued by MOC in March 2011 apply to entities engaged in activities related to "online cultural products." Online cultural products are classified as: (i) online cultural products particularly developed for publishing via internet, which include online music and video files (including video on demand and digital video broadcasting etc.), network games, online performing arts, online artworks, and online animation features and cartoons (including Flash animation); and (ii) online cultural products converted from audio and visual products, games, performing arts, artworks and animation features and cartoons, and published via internet. Pursuant to these legislations, commercial entities are required to apply to MOC for an Online Culture Operating Permit if they intend to engage in any of the following types of activities for the purpose of making profits:



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- production, duplication, import, wholesale, retail, leasing or broadcasting of online cultural products;
- publishing of online cultural products on the internet or transmission thereof to computers, fixed-line or mobile phones, radios, television sets or gaming consoles for the purpose of browsing, reading, using or downloading such products; or
- exhibitions or contests related to online cultural products.

The ICP Company currently holds an Online Culture Operating Permit issued by MOC, which is valid through December 31, 2017. StarVI currently holds an Online Culture Operating Permit issued by MOC, which is valid through December 31, 2016. Wangxing currently holds an Online Culture Operating Permit issued by MOC, which is valid through March 11, 2017. Xunlong currently holds an Online Culture Operating Permit issued by MOC, which is valid through March 11, 2017. Weimeng currently holds an Online Culture Operating Permit issued by MOC, which is valid through December 31, 2017.

### ***Online Advertising***

The PRC government regulates advertising, including online advertising, principally through the SAIC, although there is no PRC law or regulation at the national level that specifically regulates the online advertising business. Prior to November 30, 2004, in order to conduct any advertising business, an enterprise was required to hold an operating license for advertising in addition to a relevant business license. On November 30, 2004, the SAIC issued the Administrative Rules for Advertising Operation Licenses, effective as of January 1, 2005, granting a general exemption to this requirement for most enterprises (other than radio stations, television stations, newspapers and magazines, non-corporate entities and entities specified in other regulations). Because our subsidiaries and VIEs which engage in advertising businesses qualify for the exemption noted above, they are not required to hold an advertising operation license.

Advertisers, advertising operators and advertising distributors are required by PRC advertising laws and regulations to ensure that the content of the advertisements they produce or distribute are true and in full compliance with applicable laws and regulations. In addition, where a special government review is required for certain categories of advertisements before publishing, the advertisers, advertising operators and advertising distributors are obligated to confirm that such review has been duly performed and that the relevant approval has been obtained. Violation of these regulations may result in penalties, including fines, confiscation of advertising income, orders to cease dissemination of the advertisements and orders to publish an advertisement correcting the misleading information. In circumstances involving serious violations, the SAIC or its local branches may order the violator to terminate its advertising operation or even revoke its business license. Furthermore, advertisers, advertising operators or advertising distributors may be subject to civil liabilities if they infringe on the legal rights and interests of third parties.

On April 24, 2015 the Standing Committee of the National People's Congress issued the PRC Advertising Law or the Advertising Law, which came into effect on September 1, 2015. The Advertising Law applies to all advertising activities conducted via the internet. The Advertising Law requires that users must be able to close online pop-up ads with one click. Moreover, internet service providers are obligated to cease publishing any advertisements that they know or should know are illegal. Violation of these regulations may result in penalties, including fines, confiscation of the advertising incomes, termination of advertising operations and even suspension of the provider's business license.



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Several of our wholly owned subsidiaries and VIEs have an approved business scope to carry out the design, production, issuance and agency of advertisements. These entities include Beijing SINA Advertising Co., Ltd., Shanghai SINA Advertising Co., Ltd., and Weimeng.

The ICP Company has an approved business scope to issue internet advertisements and carry out the business of placing advertisements on the website “www.sina.com.cn”.

### ***Internet Mapping Services***

Under the Surveying and Mapping Law promulgated by the National People’s Congress, entities engaged in surveying and mapping services should obtain a surveying and mapping qualification certificate and comply with the state’s surveying and mapping criteria. According to the amended Administrative Rules of Surveying Qualification Certificate and the amended Standard for Surveying Qualification Certificate issued by the National Administration of Surveying, Mapping and Geo-information, or NASMG in August 2014 and July 2014, respectively, non-surveying and mapping enterprise is subject to the approval of the NASMG and requires a surveying and mapping qualification certificate to provide internet mapping services.

On November 26, 2015, the State Council enacted the Administrative Regulations on Maps, or the Maps Regulations, effective as of January 1, 2016. The Maps Regulations requires entities engaging in internet mapping services, such as geographic positioning, the uploading of geographic information or markings, and the development of a public map database, to obtain a relevant qualification certificate for surveying and mapping. The Maps Regulations require entities engaging in online map services to use mapping data approved by the relevant governmental authorities, host servers storing map data within the PRC, and establish a management system as well as protection measures for the data security of the online maps. The mapping data must not contain any content prohibited by the Maps Regulations, and no entities or individuals are allowed to upload or mark such prohibited content online. Further, entities engaging in internet mapping services shall keep confidential any information involving state secrets and trade secrets acquired during their work.

The ICP Company currently holds a surveying and mapping qualification certificate issued by the NASMG, which is valid till December 31, 2019. Weimeng holds a surveying and mapping qualification certificate issued by the NASMG, which is valid till December 31, 2019.

### ***Online Payment***

On June, 14, 2010, the People’s Bank of China promulgated the Measures for the Administration of Payment Services of Non-Financial Institutions (“The Measures”), which took effect on September 1, 2010. On December 1, 2010, the People’s Bank of China promulgated implementing rules for the Measures. The Measures and the implementing rules require any non-financial institution engaging in payment services, such as online payment, issuance and acceptance of prepaid cards, and bill collection via bankcard, to obtain a Payment Service License. The registered capital of an applicant that engages in a nationwide payment business must be at least RMB100 million, while that of an applicant engaging in payment business within a province must be at least RMB30 million. Beijing Sina Payment Technology Co., Ltd., a wholly owned subsidiary of the ICP Company, has obtained a Payment Service License from the People’s Bank of China valid until July 5, 2018, which enables us to engage in nationwide online payment business through the internet and mobile phones.

### ***Information Security and Censorship***

Internet content in China is also regulated and restricted from a state security point of view. The Decision Regarding the Safeguarding of Internet Security, enacted by the Standing Committee of the National People’s Congress and amended in 2009, makes it unlawful to: (i) gain improper entry into a computer or system of strategic importance; (ii) disseminate politically disruptive information; (iii) leak state secrets; (iv) spread false commercial information; or (v) infringe intellectual property rights.

The Administrative Measures for the Security Protection of International Connections to Computer Information Network, promulgated by the Ministry of Public Security in 1997, prohibit the use of the internet in ways that, among other things, result in a leakage of state secrets or the distribution of socially destabilizing content. Socially destabilizing content includes any content that incites defiance or violations of PRC laws or regulations or subversion of the PRC government or its political system, spreads socially disruptive rumors or involves cult activities, superstition, obscenities, pornography, gambling or violence. State secrets are defined broadly to include information concerning PRC’s national defense affairs, state affairs and other matters as determined by the PRC authorities.

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The Provisions on Technological Measures for Internet Security Protection, promulgated by the Ministry of Public Security in 2005, require all internet content provision operators to keep records of certain information about their users (including user registration information, log-in and log-out times, IP addresses, content and time of posts by users) for at least 60 days and submit the above information as required by laws and regulations. Internet content provision operators must regularly update information security systems for their websites with local public security authorities, and must also report any instances of public dissemination of prohibited content. If an internet content provision operator violates these measures, the PRC government may revoke its Internet Content Provision License and shut down its websites.

In addition, the State Secrecy Bureau has issued provisions authorizing the blocking of access to any website it deems to be leaking state secrets or failing to comply with the relevant legislation regarding the protection of state secrets

These laws and regulations specifically prohibit the use of internet infrastructure where it may breach public security, provide content harmful to the stability of society or disclose state secrets. According to these laws and regulations, it is mandatory for internet companies in the PRC to complete security-filing procedures and regularly update information security and censorship systems for their websites with the local public security bureau. In addition, the amended Law on Preservation of State Secrets effective on October 1, 2010 provides that whenever an internet service provider detects any leak of state secrets in the distribution of online information, it should stop the distribution of such information and report to the authorities of state security and public security. As per request of the authorities of state security, public security or state secrecy, the internet service provider should delete any content on its website that may lead to disclosure of state secrets. Failure to do so on a timely and adequate basis may subject us to liability and certain penalties given by the State Security Bureau, Ministry of Public Security and/or the MIIT or their respective local counterparts.

According to the Detailed Implementing Rules for the Measures for the Administration of Commercial Website Filings for the Record, promulgated by Beijing Administration for Industry and Commerce ("BAIC") in July 2002, websites must comply with the following requirements:

- file with BAIC and obtain electronic registration marks;
- place the registration marks on their websites' homepages; and
- register their website names with BAIC.

The ICP Company successfully registered its websites with BAIC on December 23, 2002. Afterwards, SINA's electronic registration mark is prominently placed on its homepage.

In addition, the State Security Bureau has issued regulations authorizing the blocking of access to any site it deems to be leaking state secrets or failing to comply with the relevant legislation regarding the protection of state secrets during online information distribution. Specifically, even though the requirement to obtain specific approvals before providing BBS services, which include electronic bulletin boards, electronic forums, message boards and chat rooms, has been terminated according to a decision issued by the PRC State Council on July 4, 2010, in practice, the government authorities in Beijing still require the relevant ICP operators to obtain such approvals for providing BBS services. Internet companies in China with bulletin boards, chat rooms or similar services must apply for the approval by the State Security Bureau prior to operating such services. The ICP Company has established an internal security committee, adopted security maintenance measures, employed full-time BBS supervisors and has been exchanging information on a regular basis with the local public security bureau with regard to sensitive or censored information and websites. Thus, it is in compliance with the governing legislation.

On July 1, 2015, the Standing Committee of the National People's Congress issued the National Security Law, which came into effect on the same day. The National Security Law provides that the state shall safeguard the sovereignty, security and cybersecurity development interests of the state, and that the state shall establish a national security review and supervision system to review, among other things, foreign investment, key technologies, internet and information technology products and services, and other important activities that are likely to impact the national security of China.

On July 6, 2015, the Standing Committee of the National People's Congress released a Draft Cyber Security Law to solicit public comments. Once adopted, this will be the first Chinese law that focuses exclusively on cyber security. The Draft sets high requirements for the operational security of facilities deemed to be part of the PRC's "key information infrastructure facilities," and includes national security examinations under certain circumstances. Among other factors, "key information infrastructure facilities" include networks and systems owned or managed by network service providers with a significant number of users. The Draft provides that key information infrastructure facilities operators must set up specialized internal security management divisions and assign appropriate persons to be responsible for security management. Additionally, these operators must conduct background checks on the persons responsible for security management and on personnel in other critical positions. The Draft provides that when operators of key information infrastructure facilities purchase network products or services that may affect or involve national security, the operator must pass a security examination jointly arranged by the national network and information authority and the relevant government departments, in addition to which a national security examination process under the National Security Law will be triggered. In addition, the Draft provides that the operators of key information infrastructure facilities must store important data collected and generated through their operations, including citizens' personal information, exclusively within the territory of the People's Republic of China. The Draft also establishes more stringent requirements for network operators. The Draft establishes censorship duties for network operators, including digital information distribution service providers and application software download service providers, such that when these operators become aware of a prohibited publication, or the transmission of illicit information, they must promptly stop transmitting the information and take measures to prevent the spread of that information. Operators must maintain a record of these incidents when they occur and report them to the competent authorities. The relevant authorities may also order such actions if the authorities themselves become aware of any prohibited information. Where any prohibited information comes from outside the territory of China, the authorities may additionally request that all relevant institutions take measures to stop the flow of such prohibited information. As this law is only in draft form, there are substantial uncertainties as to its enactment timetable, final content, likely interpretation and ultimate implementation. The draft Cyber Security Law, if enacted as proposed, could cause us to incur substantial costs or require us to change our business practices in a manner materially adverse to our business.

### **Online Privacy**

Chinese law does not prohibit internet service providers from collecting and analyzing personal information from their users. The PRC government, however, has the power and authority to order internet service providers to submit personal information of an internet user if such user posts any prohibited content or engages in illegal activities on the internet.

Under the *Several Provisions on Regulating the Market Order of Internet Information Services* promulgated by the MIIT and became effective on March 15, 2012, internet service providers may not, without a user's consent, collect the user's personal information that can be used, alone or in combination with other information, to identify the user, and may not provide any user's personal information to third parties without the prior consent of the user. Internet service providers may only collect users' personal information necessary to provide their services and must expressly inform the users of the method, scope and purpose of the collection and processing of such information. They are also required to ensure the proper security of users' personal information, and take immediate remedial measures if such information is suspected to have been inappropriately disclosed. We require our users to accept a user agreement whereby they agree to provide certain personal information to us. If we are not in compliance with these provisions, the MIIT or its local counterparts may impose penalties and we may be liable for damage caused to our users. On December 28, 2012, the Standing Committee of the National People's Congress enacted the *Decision to Enhance the Protection of Network Information* to further enhance the protection of users' personal information in electronic form. Most requirements under this decision relevant to internet service providers are consistent with the requirements already established under the MIIT provisions discussed above, but are often stricter and broader. Under this decision, internet service providers are required to take such technical and other measures necessary to safeguard the information against inappropriate disclosure. On July 16, 2013, MIIT issued the Order for the Protection of Telecommunication and Internet User Personal Information (the "Order"). Most requirements under the Order that are relevant to ICP operators are consistent with the requirements already established under the MIIT provisions as discussed above. Under the Order, these requirements are often more strict and have a wider scope. If an ICP operator wishes to collect or use personal information, it may do so only if such collection is necessary for the services it provides. Further, it must disclose to its users the purpose, method and scope of any such collection or use, and must obtain consent from its users whose information is being collected or used. ICP operators are also required to establish and publish their rules relating to personal information collection or use, keep any collected information strictly confidential, and take technological and other measures to maintain the security of such information. ICP operators are required to cease any collection or use of the user personal information, and de-register the relevant user account, when a given user stops using the relevant Internet service. ICP operators are further prohibited from divulging, distorting or destroying any such personal information, or selling or providing such information unlawfully to other parties. In addition, if an ICP operator appoints an agent to undertake any marketing and technical services that involve the collection or use of personal information, the ICP operator is still required to supervise and manage the protection of the information. As to penalties, in very broad terms, the Order states that violators may face warnings, fines, and disclosure to the public and, in most severe cases, criminal liability.

### ***Encryption Software***

On October 7, 1999, the State Encryption Administration Commission published the Regulations for the Administration of Commercial Encryption, followed by the first Notice of the General Office of the State Encryption Administration Commission on November 8, 1999. Both of these regulations address the use of software in China with encryption functions. According to these regulations, purchase of encryption products must be reported. Violation of the encryption regulations may result in a warning, penalty, confiscation of the encryption product, or criminal liabilities.

On March 18, 2000, the Office of the State Commission for the Administration of Cryptography issued a public announcement regarding the implementation of those regulations. The announcement clarifies the encryption regulations as below:

- Only specialized hardware and software, the core functions of which are encryption and decoding, fall within the administrative scope of the regulations as “encryption products and equipment containing encryption technology.” Other products such as wireless telephones, Windows software and browsers do not fall within the scope of this regulation.
- The PRC government has already begun to study the laws in question in accordance with WTO rules and China’s external commitments, and will make revisions wherever necessary. The Administrative Regulations on Commercial Encryption will also be subject to such scrutiny and revision.

In late 2005, the Administration Bureau of Cryptography further issued a series of regulations to regulate the development, production and sales of commercial encryption products, which all came into effect on January 1, 2006.

We believe that the companies described in “C. Organizational Structure” below are in proper compliance with these requirements. For the legal uncertainties associated with encryption software, please see “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—We may have to register our encryption software with Chinese regulatory authorities, and if they request that we change our encryption software, our business operations could be disrupted as we develop or license replacement software.”

### ***Online Education***

According to the Measures for the Administration of Educational websites and Online Education School released on July 5, 2000, to open educational websites and online education schools, application must be made to the administrative department overseeing education. Operation may begin only when it is inspected and approved by the administrative department. Educational websites and online education schools shall not operate without the approval of the administrative department overseeing education.

In compliance with the above regulation, the ICP Company obtained the aforementioned approvals from the Beijing Education Committee on March 21, 2002.

### ***Internet Copyright***

The National People's Congress adopted the Copyright Law in 1990 and amended it in 2001 and 2010, respectively. The amended Copyright Law extends copyright protection to internet activities, products disseminated over the internet and software products. In addition, there is a voluntary registration system administered by the China Copyright Protection Center. The amended Copyright Law also requires registration of copyright pledges. The National Copyright Administration and the MII jointly promulgated the Measures for Administrative Protection of Copyright Related to Internet on April 29, 2005 to address copyright infringement issue related to the content posted or transmitted over the internet, which became effective on May 30, 2005. According to these measures, providing internet content directly in the course of internet information service activities shall be governed by the Copyrights Law, which includes the uploading, storing, linking, search and other functions of such content directly provided over the internet without any editing, amending or selecting the stored or transmitted content.

On May 18, 2006, the State Council promulgated the Protection of the Right of Communication through Information Networks, which became effective on July 1, 2006 and amended in 2013. Under this regulation, with respect to any information storage space, search or link services provided by an internet service provider, if the legitimate right owner believes that the works, performance or audio or video recordings pertaining to that service infringe his or her rights of communication, the right owner may give the internet service provider a written notice containing the relevant information along with preliminary supporting materials proving that an infringement has occurred, and requesting that the internet service provider to delete, or disconnect the links to, such works or recordings. The right owner will be responsible for the truthfulness of the content of the notice. Upon receipt of the notice, the internet service provider must delete or disconnect the links to the infringing content immediately and forward the notice to the user that provided the infringing works or recordings. If the written notice cannot be sent to the user because the user's IP address is not known, the contents of the notice shall be published on information networks. If the user believes that the subject works or recordings have not infringed others' rights, the user may submit to the internet service provider a written explanation with preliminary supporting materials, and a request for the restoration of the deleted works or recordings. The internet service provider should then immediately restore the deleted or disconnected content and forward the user's written statement to the right owner.

According to an interpretation by PRC Supreme People's Court took effect on January 1, 2013, internet service providers will be jointly liable if they continue their infringing activities or do not remove infringing content from their websites once they know of the infringement or receive notice from the rights holder. If a network service provider economically benefits from the works, performances, and sound or visual recordings provided by the network service provider, it must pay close attention to infringement of network information transmission rights by network users.

### ***Tort Liability Law***

The PRC Tort Liability Law became effective on July 1, 2010. According to the Tort Liability Law, internet users and internet service providers bear tortious liabilities in the event that they infringe other persons' rights and interests through the internet. Where an internet user conducts tortious acts through internet services, the infringed person has the right to require the internet service provider to take necessary actions such as deleting content, screening and de-linking. A failure to take necessary actions after being informed will subject the internet service provider to joint and several liability with the internet user with regard to the additional damages incurred. Where an internet service provider knows an internet user is infringing other persons' rights and interests through its internet service but fails to take necessary actions, it is jointly and severally liable with the internet user.

### ***Foreign Exchange***

Foreign exchange regulation in China is primarily governed by the following regulations:

- Foreign Exchange Administration Rules, or the Exchange Rules, promulgated by the State Council on January 29, 1996, which was amended on January 14, 1997 and on August 5, 2008 respectively; and

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- Administration Rules of the Settlement, Sale and Payment of Foreign Exchange, or the Administration Rules, promulgated by the People's Bank of China on June 20, 1996.

Under the Exchange Rules, RMB is convertible for current account items, including the distribution of dividends, interest payments, trade and service-related foreign exchange transactions. As for capital account items, such as direct investments, loans, security investments and the repatriation of investment returns, however, the reservation or conversion of foreign currency income is still subject to the approval of SAFE or its competent local branches; while for the foreign currency payments for capital account items, the SAFE approval is not necessary for the conversion of RMB except as otherwise explicitly provided by laws and regulations.

Under the Administration Rules, enterprises may only buy, sell or remit foreign currencies at banks that are authorized to conduct foreign exchange business after the enterprise provides valid commercial documents and relevant supporting documents and, in the case of certain capital account transactions, after obtaining approval from SAFE or its competent local branches. Capital investments by enterprises outside of China are also subject to limitations, which include approvals by the MOC, SAFE and the National Development and Reform Commission, or their respective competent local branches.

SAFE promulgated a circular on November 19, 2010, or Circular No. 59, which tightens the examination on the authenticity of settlement of net proceeds from an offering and requires that the settlement of net proceeds shall be in accordance with the description in its prospectus. On March 30, 2015, the SAFE issued the Circular on Reform of the Administrative Rules of the Payment and Settlement of Foreign Exchange Capital of Foreign-Invested Enterprises, or SAFE Circular 19, which became effective on June 1, 2015. Pursuant to SAFE Circular 19, foreign-invested enterprises may either continue to follow the current payment-based foreign currency settlement system or elect to follow the "conversion-at-will" regime of foreign currency settlement. Where a foreign-invested enterprise follows the conversion-at-will regime of foreign currency settlement, it may convert part or all of the amount of the foreign currency in its capital account into Renminbi at any time. The converted Renminbi will be kept in a designated account labeled as settled but pending payment, and if the foreign-invested enterprise needs to make payment from such designated account, it still needs to go through the review process with its bank and provide necessary supporting documents. SAFE Circular 19, therefore, has substantially lifted the restrictions on the usage by a foreign-invested enterprise of its RMB registered capital converted from foreign currencies. According to SAFE Circular 19, such Renminbi capital may be used at the discretion of the foreign-invested enterprise and the SAFE will eliminate the prior approval requirement and only examine the authenticity of the declared usage afterwards. Nevertheless, foreign-invested enterprises like our PRC subsidiary are still not allowed to extend intercompany loans to our PRC consolidated entities. In addition, as Circular 19 was promulgated recently, there remain substantial uncertainties with respect to the interpretation and implementation of this circular by relevant authorities.

### ***Income Tax***

On March 16, 2007, the National People's Congress approved and promulgated the EIT Law. On December 6, 2007, the State Council approved the Implementing Rules. Both the EIT Law and its Implementing Rules became effective on January 1, 2008. Under the EIT Law and the Implementing Rules, which superseded the Previous EIT Law, the enterprise income tax rate for both domestic companies and FIEs is unified at 25%.

On April 14, 2008, the Administration Measures for Recognition of High and New Technology Enterprises, or the Recognition Measures, were jointly promulgated by the Ministry of Science and Technology, the Ministry of Finance, and the State Administration of Taxation, which sets out the standards and process for granting the high and new technology enterprises status. According to the EIT Law and its Implementing Rules as well as the Recognition Measures, enterprises which have been granted the high and new technology enterprises status shall enjoy a favorable income tax rate of 15%. As of December 31, 2015, four of our subsidiaries have obtained the Certificate for High and New Technology Enterprises, and enjoyed a favorable tax rate under the EIT Law. The New EIT Law and its implementation rules also provide that "software enterprises" enjoy a two-year income tax exemption starting from the first profit making year, followed by a reduced tax rate of 12.5% for the subsequent three years. As of December 31, 2015, five of our subsidiaries in China were qualified as software enterprises under the EIT Law and two subsidiaries enjoyed the tax holiday of software enterprises.

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The EIT Law also provides that an enterprise established under the laws of a foreign country or region but whose “de facto management body” is located in the PRC be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its global income. The Implementing Rules merely defines the location of the “de facto management body” as “the place where the exercising, in substance, of the overall management and control of the production and business operation, personnel, accounting, properties, etc., of a non-PRC company is located.” The State Tax Administration issued the Circular regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or Circular 82, on April 22, 2009. Circular 82 provides certain specific criteria for determining whether the “de facto management body” of a Chinese-controlled offshore-incorporated enterprise is located in China. The State Administration of Taxation issued the Bulletin regarding the Administrative Measures on the Income Tax of Chinese-Controlled Offshore Incorporated Resident Enterprises (Interim) on July 27, 2011, which became effective on September 1, 2011, providing more guidance on the implementation of Circular 82. This bulletin clarifies matters including resident status determination, post-determination administration and competent tax authorities. Although both Circular 82 and the bulletin only apply to offshore enterprises controlled by PRC enterprises, not companies like us, the determining criteria set forth in Circular 82 and the bulletin may reflect the State Administration of Taxation’s general position on how the “de facto management body” test should be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises or individuals. Based on a review of surrounding facts and circumstances, we do not believe that it is likely that its operations outside of the PRC should be considered a resident enterprise for PRC tax purposes. However, due to limited guidance and implementation history of the EIT Law, should we be treated as a resident enterprise for PRC tax purposes, we will be subject to PRC tax on worldwide income at a uniform tax rate of 25% retroactive to January 1, 2008.

The EIT Law also imposes a withholding income tax of 10% on dividends distributed by an FIE to its immediate holding company outside of China if such immediate holding company is considered a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Such withholding income tax was exempted under the Previous EIT Law. The Cayman Islands, where our holding Company is incorporated, does not have such tax treaty with China. According to the Arrangement between Mainland China and Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion in August 2006, 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 FIE). The State Administration of Taxation further promulgated a circular, or Circular 601, on October 27, 2009, which provides that the tax treaty benefits will be denied to “conduit” or shell companies without business substance and that a beneficial ownership analysis will be used based on a “substance-over-form” principle to determine whether or not to grant the tax treaty benefits. A majority of our subsidiaries in China are directly held by our Hong Kong subsidiaries. If we are regarded as a non-resident enterprise and our Hong Kong subsidiaries are regarded as resident enterprises, then our Hong Kong subsidiaries may be required to pay a 10% withholding tax on any dividends payable to us. If our Hong Kong entities are regarded as non-resident enterprises, then our PRC subsidiaries may be required to pay a 5% withholding tax for any dividends payable to our Hong Kong subsidiaries, however, it is still unclear at this stage whether Circular 601 applies to dividends from our PRC subsidiaries paid to our Hong Kong subsidiaries, and if our Hong Kong subsidiaries were not considered as “beneficial owners” of any dividends from their PRC subsidiaries, whether the dividends payable to our Hong Kong subsidiaries would be subject to withholding tax at a rate of 10%.

The EIT Law and its Implementation Rules have made an effort to scrutinize transactions between related parties. Pursuant to the EIT Law and its Implementation Rules, the tax authorities may impose mandatory adjustment on tax due to the extent a related party transaction is not in line with arm’s-length principle or was entered into with a purpose to reduce, avoid or delay the payment of tax. On January 8, 2009, the State Administration of Taxation issued the Implementation Measures for Special Tax Adjustments (Trial), which clarifies the definition of “related party” and sets forth the tax-filing disclosure and documentation requirements, the selection and application of transfer pricing methods, and transfer pricing investigation and assessment procedures.



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On December 10, 2009, the State Administration of Taxation issued a circular on Strengthening the Administration of Enterprise Income Tax Collection on Income Derived from Equity Transfer by Non-resident Enterprise, or Circular 698. Pursuant to Circular 698, non-resident enterprises should declare any direct transfer of equity interest of PRC resident enterprises and pay taxes in accordance with the EIT Law and relevant laws and regulations. For an indirect transfer, if the effective tax rate for the transferor (a non-PRC-resident enterprise) is lower than 12.5% under the law of the jurisdiction of the direct transferred target, the transferor is required to submit relevant transaction materials to PRC tax authorities for review. If such indirect transfer is determined by PRC tax authorities to be a transaction without any reasonable business purpose other than for the purpose of tax avoidance, the gains derived from such transfer will be subject to PRC income tax. On February 3, 2015, the SAT issued SAT Circular 7 to supersede the existing tax rules in relation to indirect transfer, while the other provisions of SAT Circular 698 remain in force. SAT Circular 7 extends its tax jurisdiction to capture not only indirect transfers as set forth under SAT Circular 698 but also transactions involving transfers of movable and immovable property in China belonging to a foreign company through the offshore transfer of a foreign intermediary holding company. According to SAT Circular 7, if a non-resident enterprise indirectly transfers China taxable properties through an arrangement without reasonable commercial purpose but rather to avoid China enterprise income tax, the Indirect Transfer shall be re-characterized and treated as a direct transfer of China taxable property. SAT Circular 7 also interprets the term “transfer of the equity interest in a foreign intermediary holding company” broadly. In addition, SAT Circular 7 provides clearer criteria than Circular 698 on how to assess reasonable commercial purposes and introduces safe harbor scenarios, such as open market trading of stocks in public companies listed. Further, SAT Circular 7 replaces the compulsory reporting requirement in SAT Circular 698 with a voluntary reporting regime, and the criteria set forth in Circular 698 for indirect transfer reporting have been abolished. Both the foreign transferor and the transferee, and the PRC tax resident enterprise whose equity interests are being transferred may voluntarily report the transfer by submitting the documents required in SAT Circular 7. In addition to the voluntary reporting, SAT Circular 7 empowers the Chinese tax authorities to require various documents from the parties involved. Although SAT Circular 7 provides clarity in many important areas, such as reasonable commercial purpose and reporting requirements, it brings challenges to both the foreign transferor and transferee involved in the Indirect Transfer, as they are required to make their own determination of whether the transaction should be subject to PRC tax and to file or withhold the PRC tax accordingly. It also introduces an interest regime by providing that where a transferor fails to file and pay tax on time, and where a withholding agent fails to withhold the tax, interest will be charged on a daily basis. If the transferor has provided the required documents and information or has filed and paid the tax within 30 days from the date that the share transfer contract or agreement is signed, then interest shall be calculated based on the benchmark interest rate; otherwise, the benchmark interest rate plus 5% will apply.

### ***Business Tax and Value-Added Tax***

Pursuant to applicable PRC tax regulations, any entity or individual conducting business in the service industry is generally required to pay a business tax at the rate of 5% on the revenues generated from providing such services, while our MVAS business is subject to a business tax rate of 3%. However, if the services provided are related to technology development and transfer, such business tax may be exempted subject to approval by the relevant tax authorities.

Pursuant to a pilot program (the “Pilot Program”) launched by the PRC government, a VAT was initially implemented in Shanghai starting January 1, 2012 to replace the business tax in certain modern service industries. Effective September 1, 2012, the Pilot Program was expanded to eight other cities and provinces in China, including Beijing. Beginning from August 1, 2013, the Pilot Program was expanded to all regions in PRC. Further, from May 2016, VAT will be implemented comprehensively across the country and replace business tax in finance, construction, real estate and daily life service industries. With the implementation of the Pilot Program, we are subject to 6.7% VAT and surcharges and 3% cultural business construction fees for certain parts of our advertising business. Our MVAS revenue is switched into VAT since June 2014 and subject to 6.7% VAT and surcharges.

### ***Labor and Work Safety***

The Labor Law of the PRC, or the Labor Law, which became effective on January 1, 1995, provides basic protections for employees. For examples, employers should sign labor contracts with employees if labor relationships are to be established; employers cannot compel employees to work beyond the time limit and should promptly pay wages not lower than local minimum wage standards to employees; employers shall establish and improve occupational safety and health policies and procedures and strictly abide by applicable PRC rules and standards on labor safety and health; and female employees and juvenile employees are given special protection.

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On June 29, 2007, the National People's Congress of China enacted the Labor Contract Law, which became effective on January 1, 2008. The Labor Contract Law was amended on December 28, 2012 and came into effect on July 1, 2013. On September 18, 2008, the State Council further promulgated the Regulations on Implementation of the Labor Contract Law. Compared to the Labor Law, the Labor Contract Law and its implementing regulations impose more restrictions on employers. Such restrictions include specific provisions related to fixed term employment contracts, temporary employment, probation, consultation with the labor union and employee assembly, employment without a contract, dismissal of employees, compensation upon termination and overtime work, and collective bargaining. According to the Labor Contract Law and its implementing regulations, an employer is obliged to sign a non-fixed term employment contract with an employee if the employer intends to renew employment relationship with such employee after two consecutive fixed term employment contracts. The employer also has to compensate the employee if the employer terminates the unlimited term labor contract, unless the employee refuses to extend an expired employment contract under terms which are the same or more favorable than those in the expired contract. Further, under the Regulations on Paid Annual Leave for Employees, which became effective on January 1, 2008, employees who have worked more than one year for an employer are entitled to a paid vacation ranging from 5 to 15 days, depending on their accumulative length of services. Employees who waive such vacation time at the request of employers shall be compensated for three times of their daily salaries for each waived vacation day.

### ***Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors***

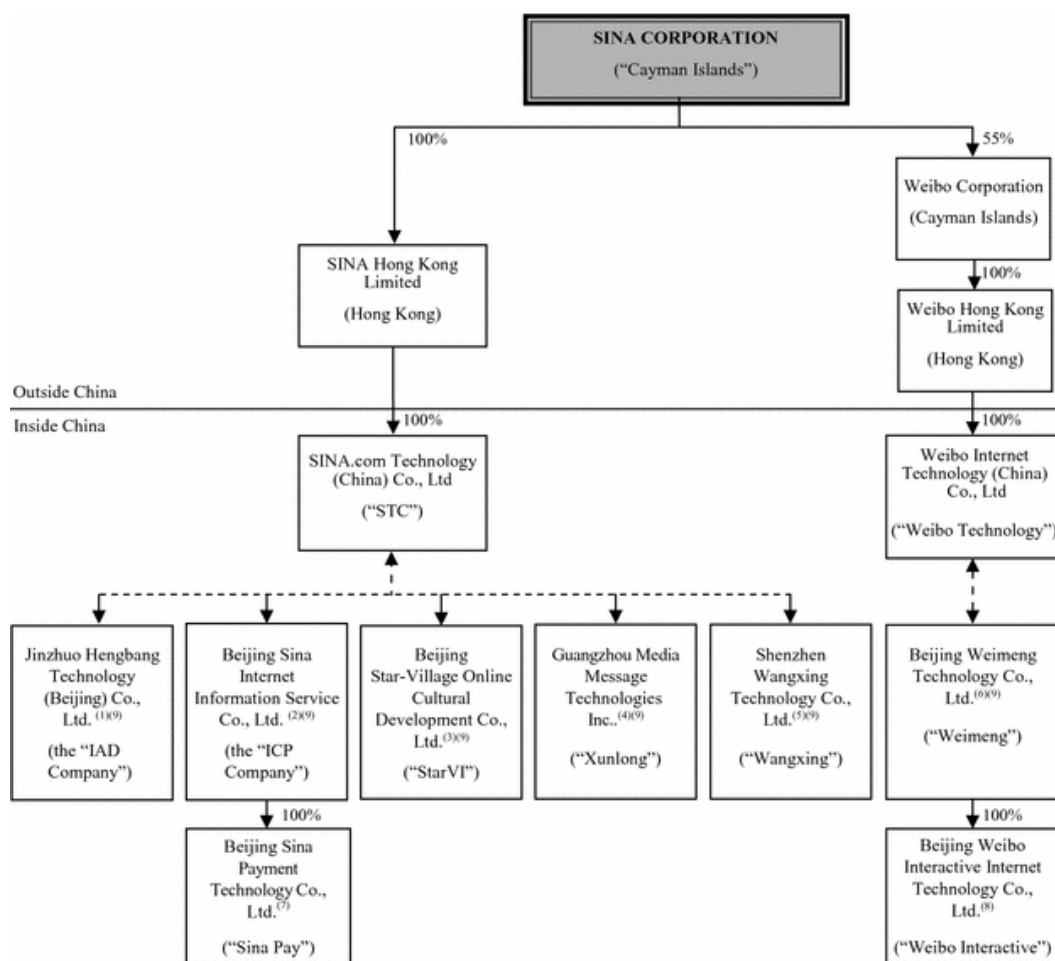
The General Office of the State Council promulgated the Notice on the Establishment of the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the Security Review Notice, on February 3, 2011. The Security Review Notice apply to the mergers and acquisitions of domestic enterprises by foreign investors that involves national security, including enterprises relating to military, national defense, important agricultural products, important energies and resources, important infrastructural facilities, important transportation services, key technologies, and manufacturing of major equipment. The joint ministerial meeting is appointed as the authority in carrying out the security review.

To specify the implementation and procedural matters, the MOFCOM enacted the Interim Measures on Related Matters on the Implementation of the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors which were effective from March 5, 2011 to August 31, 2011 and the Provisions on the Implementation of the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the Security Review Provisions, which became effective on September 1, 2011. The Security Review Provisions determine whether a merger or acquisition of a domestic enterprise by a foreign investor falls within the scope of the national security review based on the substance and actual impact of the transaction and prohibit any transactions attempting to bypass such security review, including by controlling entities through contractual arrangements.

For a description of how uncertainties in Chinese regulations may affect our business, please see “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—The Chinese government may prevent us from advertising or distributing content that it believes is inappropriate and we may be liable for such content or we may have to stop profiting from such content.”

### ***C. Organizational Structure***

SINA is the parent company of our group and conducts business operations in China through wholly owned and partially owned subsidiaries and VIEs. The following diagram illustrates our corporate structure as of the date of this annual report:



Equity interest for companies.



Contractual arrangements including loan agreements, share transfer agreements, loan repayment agreements, agreements on authorization to exercise shareholder's voting power, share pledge agreements, exclusive technical services agreements, exclusive sales agency agreements and trademark license agreements. See "—C. Organizational Structure."

- (1) Shareholders of the IAD Company include two of nominee shareholders, Y. Liu and W. Wang, each holding 50% of IAD Company equity interest. The registered capital of the IAD Company is \$24.8 million.
- (2) Shareholders of the ICP Company including H. Du., our executive officer, holding 27.1% equity interest, G. Wang, the chief executive officer of Weibo, holding 22.8% equity interest respectively, and Y. Wang, a director of our company, holding 0.2% equity interest. The remaining equity interest is held by D. Lin and F. Cao, two nominee shareholders of our company, holding 22.8% and 27.1% of ICP Company's equity interest, respectively. The registered capital of the ICP Company is \$19.0 million.
- (3) Shareholders of StarVI include nominee shareholders, G. Wang, L. Wei and H. Du, holding 40%, 30% and 30% of StarVI's equity interest, respectively. The registered capital of StarVI is \$1.2 million.

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- (4) Shareholders of Xunlong include two nominee shareholders, H. Su and B. Luo, holding 55% and 45% of Xunlong's equity interest, respectively. The registered capital of Xunlong is \$1.2 million.
- (5) Shareholders of Wangxing include two nominee shareholders, X. Wang and X. Wang, holding 45% and 55% of Wangxing equity interest, respectively. The registered capital of Wangxing is \$1.2 million.
- (6) Shareholders of Weimeng include four nominee shareholders, Y. Liu, W. Wang, W. Zheng and Z. Cao, holding 30%, 30%, 20% and 20% of Weimeng's equity interest, respectively. The registered capital of Weimeng is \$9.1 million.
- (7) Beijing Sina Payment Technology Co., Ltd. ("SINA Pay") is an online payment service company wholly owned by the ICP Company. The registered capital of SINA Pay is \$15.7 million.
- (8) Beijing Weibo Interactive Technology Co., Ltd. ("Weibo Interactive"), an online-game platform company, was acquired by the IAD Company in May 2013. The entire equity interest in Weibo Interactive was transferred to Weimeng in December 2013. The registered capital of Weibo Interactive is \$8.7 million.
- (9) The nominee shareholders of our VIEs have immaterial stake in our company.

### **Contractual Arrangements with VIEs and Their Respective Shareholders**

In order to comply with the PRC government's foreign investment restrictions on internet information services and other laws and regulations, we conduct all our internet information services, advertising and MVAS in China via our significant domestic VIEs:

The capital investments in these VIEs were funded by SINA through SINA's wholly or partially owned subsidiaries and recorded as interest-free loans to the employees. As of December 31, 2015, the total amount of interest-free loans to the employee shareholders of the VIEs listed above and the other inactive VIEs was \$61.4 million. Under various contractual agreements, employee shareholders of the VIEs are required to transfer their ownership in these entities to our subsidiaries in China when permitted by PRC laws and regulations or to our designees at any time for the amount of outstanding loans, and all voting rights of the VIEs are assigned to our wholly owned subsidiaries in China. Our subsidiaries in China have the power to appoint all directors and senior management personnel of the VIEs. Through our subsidiaries in China, we have also entered into exclusive technical agreements and other service agreements with the VIEs, under which these subsidiaries provide technical services and other services to the VIEs in exchange for substantially all of the economic benefits of the VIEs. In addition, our employee shareholders of the VIEs have pledged their shares in the VIEs as collateral for non-payment of loans or for fees on technical and other services due to us.

The following is a summary of the VIE agreements:

*Loan Agreements.* One of our wholly owned subsidiaries, Sina.com Technology (China) Co., Ltd. ("STC"), or Weibo Internet Technology (China) Co., Ltd., or Weibo Technology, in the case of Weimeng, has granted interest-free loans to the shareholders of the VIEs with the sole purpose of providing funds necessary for the capital injection of the VIEs. The terms of the loans are ten years in general. STC, or Weibo Technology in the case of Weimeng, at its own discretion, has the right to shorten or extend the terms of the loans if necessary. These loans were eliminated with the capital of the VIEs during consolidation.

*Share Transfer Agreements.* Each shareholder of the VIEs has granted STC, or Weibo Technology in the case of Weimeng, an option to purchase his/her shares in the respective VIEs at a purchase price equal to the amount of capital injection. STC, or Weibo Technology in the case of Weimeng, may exercise such option at any time until it has acquired all shares of such VIE, subject to applicable PRC laws. The options will be effective until the earlier of (i) the shareholders of the VIEs and STC, or Weibo Technology in the case of Weimeng, have fully performed their obligations under this agreement, or (ii) the respective shareholders of the VIEs and STC, or Weibo Technology in the case of Weimeng, agree to terminate the share transfer agreement in writing.

*Loan Repayment Agreements.* Each shareholder of the VIEs and STC, or Weibo Technology in the case of Weimeng, has agreed that the interest-free loans under the loan agreements shall only be repaid through share transfer. Once the share transfers are completed, the purchase price for the share transfer will be set off against the loan repayment. The loan repayment agreements will be effective until the earlier of (i) the shareholders of the VIEs and STC, or Weibo Technology in the case of Weimeng, have fully performed their obligations under the respective agreement, and (ii) the respective shareholders of the VIEs and STC, or Weibo Technology in the case of Weimeng, agree to terminate the share transfer agreement in writing.

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*Agreements on Authorization to Exercise Shareholder's Voting Power.* Each shareholder of the VIEs has authorized STC, or Weibo Technology in the case of Weimeng, to exercise all his/her voting power as a shareholder of the respective VIE. The authorizations are irrevocable and will not expire until the respective VIE dissolves. Modification, supplement or adjustment of the terms may only be made with the consents from STC, or Weibo Technology in the case of Weimeng.

*Share Pledge Agreements.* Each shareholder of the VIEs has pledged all his/her shares in the VIEs and all other rights relevant to the share rights to STC, or Weibo Technology in the case of Weimeng, as a collateral security for his/her obligations to pay off all debts to STC, or Weibo Technology in the case of Weimeng, under the loan agreement and for the payment obligations of the VIEs under the trademark license agreement and the technical services agreement. In the event of default of any payment obligations, STC, or Weibo Technology in the case of Weimeng, will be entitled to certain rights, including transferring the pledged shares to itself and disposing of the pledged shares through sale or auction. During the term of each agreement, STC, or Weibo Technology in the case of Weimeng, is entitled to receive all dividends and distributions paid on the pledged shares. The pledges will be effective until the earlier of (i) the three-year anniversary of the due date of the last guaranteed debt, (ii) the VIEs and the shareholders of the VIEs have fully performed their obligations under the above-referred agreements, or (iii) STC or Weibo Technology in the case of Weimeng, has unilaterally consented to terminate the respective share pledge agreement.

*Exclusive Technical Services Agreements.* Each of the VIEs has entered into an exclusive technical services agreement with STC, or Weibo Technology in the case of Weimeng, pursuant to which STC, or Weibo Technology in the case of Weimeng, is engaged to provide certain technical services to the VIEs, depending on the licenses obtained and held by the VIE. These exclusive technical services agreements can only be prematurely terminated by STC, or Weibo Technology in the case of Weimeng, and will not expire until the respective VIEs dissolve, with the services fee being adjusted annually through written agreements. Due to their control over the respective VIEs, our wholly owned subsidiaries have the right to determine the service fees to be charged to the respective VIEs by considering, among others, the technical complexity of the services, the actual costs that may be incurred for providing the services, the operations of each VIE, applicable tax rates, planned capital expenditures and business strategies.

Xunlong, one of our VIEs, has engaged STC to provide technical services for its internet information service and MVAS businesses and STC has the sole right to appoint any company or companies at its discretion to perform such technical services. Beijing New Media Information Technology Co., Ltd., our wholly owned subsidiary, has been appointed by STC to perform technical services for Xunlong.

Wangxing, one of our VIEs, has also entered into a technical services agreement with STC with terms and rights substantially identical to the technical services agreement entered into between Xunlong and STC for the internet information service and MVAS businesses described above.

The ICP Company, one of our VIEs, has engaged STC to provide technical services for its (i) online advertising and other related businesses, and (ii) value-added telecommunication and other related businesses. The ICP Company is obligated to pay service fees to STC.

IAD Company, one of our VIEs, has also entered into a technical services agreement with STC with terms substantially identical to the technical services agreement entered into between ICP Company and STC for the online advertising and other related businesses described above. Pursuant to changes in applicable PRC laws in 2008, SINA established two wholly owned subsidiaries to engage directly in online advertising and related businesses.

StarVI, one of our VIEs, has also entered into a technical services agreement with STC, with terms substantially identical to the technical services agreement entered into between Xunlong and STC for the value-added telecommunication and other related businesses described above.

Weimeng, one of our VIEs, has engaged Weibo Technology to provide technical services for its online advertising and other related businesses.

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**Exclusive Sales Agency Agreements.** Each of the VIEs has granted STC, or Weibo Technology in the case of Weimeng, the exclusive right to distribute, sell and provide agency services for all the products and services provided by the VIEs. These exclusive sales agency agreements can only be prematurely terminated by STC, or Weibo Technology in the case of Weimeng, and will not expire until the respective VIEs dissolve. We have entered into the Exclusive Sales Agency Agreements to allow us to generate revenues from the VIEs in the form of sales agency fees if we decide to enter into sales agency arrangements with the VIEs in the future (when permitted under PRC laws).

**Trademark License Agreements.** STC, or Weibo Technology in the case of Weimeng, has granted each of the VIEs trademark licenses to use the trademarks held by STC, or Weibo Technology in the case of Weimeng, in specific areas, and each of the licensed VIEs is obligated to pay license fees to STC, or Weibo Technology in the case of Weimeng. The term of these agreements is one year and is automatically renewed provided there is no objection from STC, or Weibo Technology in the case of Weimeng. In addition, only STC or Weibo Technology in the case of Weimeng may terminate the respective trade license agreement prematurely. We have entered into the Trademark License Agreements to provide other potential revenue-generating channels from the VIEs.

Although we have been advised by our PRC counsel, TransAsia Lawyers, that our arrangements with the VIEs are not in conflict with the current PRC laws and regulations, we cannot assure you that we will not be required to restructure our organization structure and operations in China to comply with changing and new PRC laws and regulations. Restructuring of our operations may result in disruption to our business. If PRC tax authorities were to determine that our transfer pricing structure was not done on an arm's length basis and therefore constitutes a favorable transfer pricing, they could request that our VIEs adjust their taxable income upward for PRC tax purposes. Such a pricing adjustment may not reduce the tax expenses of our subsidiaries but could adversely affect us by increasing our VIEs' tax expenses, which could subject our VIEs to late payment fees and other penalties for underpayment of taxes and/or could result in the loss of tax benefits available to our subsidiaries in China. Any of these measures may result in adverse tax consequences to us and adversely affect our results of operations.

### **D. Property, Plant and Equipment**

The majority of our operations are in China, where we have offices in Beijing, Tianjin, Shanghai, Guangzhou and Shenzhen. Our principal sales, marketing and development facilities are located on premises comprising approximately 48,950 square meters in Beijing, China. We also have sales, marketing and other operations at satellite offices across China. We lease office facilities under non-cancelable operating leases with various expiration dates through 2021. Our servers are primarily maintained at China Telecom and China Unicom branches in cities across China, including Beijing, Shanghai, Guangzhou and Tianjin. We also have servers located at various internet data centers in Taipei, Taiwan, San Jose, California and Hong Kong.

We signed an agreement in July 2012 with Beijing Zhong Guan Cun Software Park Development Company Limited to purchase a parcel of land for the construction of office building, at a price of approximately \$35.3 million which has been fully paid.

In May 2013, we entered into an agreement for the construction of a new office building in Zhongguancun Software Park, Haidian District, Beijing. The gross floor area for the new office building as planned is approximately 132,000 square meters and the aggregate construction cost is expected to be ranging from \$240 million to \$260 million, to be paid in installments over the construction period. As of December 31, 2015, an accumulative amount of \$178.3 million construction costs has been paid.

### **Item 4A. Unresolved Staff Comments**

None.

### **Item 5. Operating and Financial Review and Prospects**

*This annual report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act, as amended including, without limitation, statements regarding our expectations, beliefs, intentions or future strategies that are signified by the words "expect," "anticipate," "intend," "believe," the negative of such terms or other comparable terminology. All forward-looking statements included in this document are based on information available to us on the date hereof, and we undertake no obligation to update any such forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We caution you that our business and repetitive financial performance are subject to substantial risks and uncertainties, including the factors identified in "Item 3. Key Information—D. Risk Factors," that could cause actual results to differ materially from those in the forward-looking statements.*

**A. Operating Results**

**Overview**

We are an online media company serving China and the global Chinese communities. Our digital media network of SINA.com (portal), SINA mobile (mobile portal and mobile apps), Weibo (social media) enable internet users to access professional media and UGC in multimedia formats from the web and mobile devices and share their interests with friends and acquaintances.

**SINA.com.** SINA.com offers distinct and targeted professional content on each of its region-specific websites and a range of complementary offerings. Over years, we have built a broad content network with thousands of professional media partners and accumulated a large mainstream user base, including well-educated, white-collar professionals.

**SINA mobile.** Our mobile portal, SINA.cn, provides information and entertainment content from SINA.com customized for mobile users. We have also developed a broad range of mobile apps such as SINA News, SINA Sports, SINA Finance and SINA Entertainment to complement our mobile offering.

**Weibo.** Based on an open platform architecture to host organically developed and third party applications, Weibo is a form of social media, featuring microblogging services and social networking services that allow users to connect and share information anywhere, anytime and with anyone on our platform. In December 2015, Weibo had 235.7 million MAUs and 106.3 million average DAUs, increasing from 175.7 million MAUs and 80.6 million average DAUs in December 2014, with over 83% MAUs accessed Weibo from mobile devices at least once during the month.

Through these properties and other product lines, we offer an array of online media and social media services to our users to create a rich canvas for businesses and advertisers to effectively connect and engage with their targeted audiences. We offer both brand advertising services in display ad formats and performance-based online marketing solutions on SINA portal and Weibo, such as promoted feeds. We generate the majority of our revenues from online advertising and marketing services and, to a lesser degree, from fee-based services.

The primary focus of our operations is in China, where the majority of our revenues are derived. We have grown in recent years, except for 2009 when China was impacted by the global financial crisis. Our online advertising business in China has been robust due to a growing local economy, increase in internet users and the shift of advertising budgets from traditional media to online media. As the growth of the Chinese economy slowed in recent years, our online advertising business was impacted by the budget limitations of certain large brand advertisers. Nevertheless, since Weibo launched a full spectrum of advertising and marketing solutions tailored made to brand advertisers, SMEs as well as to Alibaba and e-commerce merchants, we witnessed healthy growing trends in each customer segment, which helped increased the demand for our online advertising revenue in 2015. The success of our online advertising business is tied to the size and vitality of the China's economy. Any prolonged economic slowdown in China may cause our customers to decrease or delay their online marketing spending and could negatively affect our ability to grow our online advertising business.

Factors directly affecting the growth of our online advertising business include: (1) our ability to increase awareness of our brand and continue to build user loyalty; (2) our ability to attract a larger audience to our network; and (3) our ability to attract new advertisers and increase the average spending of our existing advertisers. The performance of our online advertising and other businesses also depends on our ability to react to risks and challenges, including:



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- our ability to adapt our content, product offerings and monetization model to the increasing usage of smart phones, tablets and other mobile devices and sustain the monetization of PC traffic while the proportion of internet traffic shifts to mobile;
- increasing competition in the core areas of our business, including mobile, video, portal verticals (including news, auto, finance and sports) and social media;
- our ability to achieve sustainable revenue growth and profitability for our social media Weibo and fully implement and capitalize upon the strategic alliance between our affiliates and entities affiliated with the Alibaba Group;
- our ability to continue to increase the strength of our brands and develop new brands successfully in the marketplace;
- our ability to keep up with the rapid technological changes of the internet industry and develop and introduce new products and services;
- our ability to meet internal or external expectations of future performance;
- the ability of the online advertising market in China to continue to grow and the rate of such growth;
- China's complex legal system governing the internet and advertising related industries;
- Changes in practice, policy or law by the Chinese government in connection with our advertising and other businesses;
- the performance of our equity investments; and
- the risks associated with our control over our variable interest entities.

Our MVAS revenues have been declining in recent years as mobile users in China continue to upgrade from feature phones to smartphones and the adoption of Wi-Fi connections and 3G/4G networks continue to increase. Although we believe it is strategically important to stay in the MVAS business, we are shifting our resources away from MVAS to other fee-based services, such as Weibo VAS, to address the changing demands in China.

We have made significant investments in the development of Weibo and other initiatives, such as expanding our online video offerings, growing our user traffic and attracting new advertisers and partners to better position us for the future. Such initiatives have increased our spending in product and partnership development, advertising and promotion, content purchases and infrastructure procurement. We expect to continue to increase our investments in Weibo and other products in absolute dollar terms in the near future, which may continue to hamper our gross margin and profitability.

Our portal business faced challenges in growing our advertising revenue in near term with accelerated user migration to mobile terminals and diversification of customer market spends on various internet advertising sectors. We have renovated our legacy business by focusing on mobile front to gain market share, build up our advertising system, expand our customer base, and enable transactions and execute vertical strategies to diversify our revenue source. During the transformation process, we expect to incur more costs and expenses in near term to build up new talent pool and make investments in product innovation and business opportunities to achieve growth in long-term perspective. The investment in talents and products may reduce our gross margin and profitability in near term.

In April 2013, we entered into an agreement to form a strategic alliance between several of our affiliated entities, including PRC subsidiaries of Weibo, and several entities affiliated with Alibaba, including Taobao (China) Software Co., Ltd. and Zhejiang Tmall.com Technology Co., Ltd., to jointly explore social commerce and develop innovative marketing solutions to enable merchants on Alibaba e-commerce platforms to better connect and build relationships with Weibo users. The strategic alliance generated approximately RMB2.3 billion (\$381 million) in advertising and marketing revenues in aggregate for us from 2013 to 2015. Our cooperation with Alibaba continues in the ordinary course of our business after our strategic cooperation agreement with Alibaba expired in January 2016.



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Concurrently with the formation of the strategic alliance between Alibaba and us, Alibaba, through Ali WB, a wholly owned subsidiary of Alibaba, invested \$585.8 million to purchase preferred and ordinary shares of Weibo in April 2013, representing approximately 18% of Weibo on a fully diluted basis. We also granted an option to Ali WB which enables Ali WB to increase its ownership in Weibo up to 30% on a fully diluted basis, and the option was fully exercised by Ali WB concurrently with Weibo's initial public offering in April 2014.

In April 2014, Weibo listed its American depositary shares on the NASDAQ Global Select Market in connection with its initial public offering. As a part of the offering, 6,000,000 Weibo ADSs were allotted to Ali WB. Concurrently with the initial public offering, Ali WB fully exercised its option to acquire an additional 2,923,478 Class A ordinary shares of Weibo in a private placement and 21,067,300 Class A ordinary shares from us. Subsequent to its initial public offering, Weibo repurchased 2,923,478 ordinary shares from our company with the proceeds from the issuance of ordinary shares to Ali WB in the private placement. As of March 31, 2016, we remained the majority shareholder of Weibo, holding approximately 54.5% of Weibo's total outstanding shares, and Ali WB remained the second largest shareholder holding approximately 30.5% of Weibo's total outstanding shares.

### **Critical Accounting Policies, Judgments and Estimates**

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates and judgment areas, including those related to revenue recognition, allowance for doubtful accounts, stock-based compensation, taxation, net income (loss) per share, business combination, recognition of non-controlling interests, fair value, goodwill and other long-lived assets, long-term investments and foreign currency. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. These estimates form the basis for our judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from such estimates under different assumptions or conditions.

We believe the following critical accounting policies affect the more significant judgments and estimates used in the preparation of our consolidated financial statements:

#### ***Revenue recognition***

##### ***Advertising***

Our advertising revenues are derived principally from online advertising and marketing, including display advertising and promoted marketing, and, to a lesser extent, sponsorship arrangements. Display advertising arrangements allow advertisers to place advertisements on particular areas of our websites or platform, in particular formats and over particular periods of time. We enter into cost per day ("CPD") advertising arrangements with customers, under which we recognize revenues ratably over the contract periods. Our advertising revenues are also from display advertising arrangements, which are recognized ratably over the contract period of display, when the collectability is reasonably assured. We enter into cost per mille ("CPM"), or cost per thousand impressions, advertising arrangements with the customers, under which we recognize revenues based on the number of times that the advertisement has been displayed.

Promoted marketing arrangements are primarily priced based on CPM or cost per engagement ("CPE"). An engagement may include when a user clicks on a link, becomes a follower of the marketing customer account, shares the promoted feed or marks the feed as a favorite. Under the CPM model, our customers are obligated to pay when the advertisement is displayed, while under the CPE model, our customers are obligated to pay based on the number of engagements with the marketing feed.

Sponsorship arrangements allow advertisers to sponsor a particular area on our websites in exchange for a fixed payment over the contract period. Advertising revenues from sponsorship are recognized ratably over the contract period. Advertising revenues derived from the design, coordination and integration of online advertising and sponsorship arrangements to be placed on our websites are recognized ratably over the term of such arrangements.

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In addition, we have certain sales transactions that involve multiple element arrangements (arrangements with more than one deliverable), which required the arrangement consideration be allocated to all deliverables at the inception of the arrangement on the following basis (a) vendor-specific objective evidence (“VSOE”) of selling price, if it exists, otherwise, (b) third-party evidence (“TPE”) of the selling price. If neither (a) nor (b) exists, then use (c) management’s best estimate of the selling price of the deliverable. We primarily uses VSOE to allocate the arrangement consideration if such selling price is available. For the deliverables that have not been sold separately, the best estimation of the selling price has taken into consideration of the pricing of advertising areas of our websites or platform with similar popularities and advertisements with similar formats and quoted prices from competitors and other market conditions. Revenues recognized with reference to best estimation of selling price were immaterial for all periods presented. We recognize revenue on the elements delivered and defers the recognition of revenue for the undelivered elements until the remaining obligations have been satisfied. Changes in judgments on these assumptions and estimates could materially impact the timing or amount of revenue recognition.

### ***Fee-based revenues***

#### *MVAS*

MVAS revenues are derived principally from providing mobile phone users with SMS, MMS and IVR, etc. Revenues from MVAS are charged on a monthly or per-usage basis. Such revenues are recognized in the period in which the service is performed, provided that no significant obligations remain, collection of the receivables is reasonably assured and the amounts can be accurately estimated.

Revenues are recorded on a gross basis when most of the gross indicators are met, such as we are considered the primary obligor in the arrangement, design and develop (in some cases with the assistance of third-parties) the MVAS, have reasonable latitude to establish price, have discretion in selecting the operators to offer our MVAS, provide customer services related to the MVAS and take on the credit risks associated with the transmission fees. Conversely, revenues are recorded on a net basis when most of the gross indicators are not met.

Due to the time lag between when the services are rendered and when the operator billing statements are received, MVAS revenues are estimated based on our internal billing records and transmissions for the month, adjusting for prior periods’ confirmation rates with operators and prior periods’ discrepancies between internally estimated revenues and actual revenues confirmed by operators. The confirmation rate applied to the estimation of revenues is determined at the lower of the latest confirmation rate available and the average of six-month historical rates if such historical average is available. If we have not yet received confirmation rates for six months, revenues would be deferred until billing statements are received from the operators. Historically, there have been no significant adjustments to the revenue estimates.

#### *Other fee-based services*

Other fee-based services allow our users to subscribe to services on our websites or platform, including game-related services, VIP membership, e-reading and paid personal/corporate email services and data licensing. Revenues from these services are recognized over the periods in which the services are performed, provided that no significant obligations remain, collection of the receivables is reasonably assured and the amounts can be accurately estimated.

The majority of the game-related revenues are generated from the purchase of virtual items by game players through our platforms. We collect payments from the game players in connection with the sale of virtual currency, which will later be converted by game player into in-game credits (game tokens) that can be used to purchase virtual items in online games. We remit certain predetermined percentages of the proceeds to the game developers when the virtual currency is converted into in-game credits.

We have determined that the game developers are the primary obligors for the game-related services given that the game developers are responsible for developing, maintaining and updating the online games and have reasonable latitude to establish the prices of virtual items for which in-game credits are used. We view the game developers to be our customers, and our primary responsibility is to promote the games of the third-party developers, provide virtual currency exchange services, maintain the platform for game players to easily access the games and offer customer support to resolve registration, log-in, currency exchange and other related issues. Accordingly, we record game-related revenues net of predetermined revenue-sharing with the game developers.

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Virtual currencies in general are not refundable once they have been sold unless there are unused in-game credits at the time a game is discontinued. Sales of virtual items net of the game developer proceeds are recognized as revenues over the estimated consumption period of in-game virtual items, which is typically from a few days to one month after the purchase of in-game credits. Virtual currency sold for game-related services in excess of recognized revenue is recorded as deferred revenues.

Game-related revenues recognition involves management judgments, such as the determination of who is the principal in providing game-related services and estimating the consumption period of in-game credits. We assess the estimated consumption period periodically, taking into consideration of the actual consumption information, types of virtual items offered in the game and user behavior patterns, including average recharge interval and estimated user relationship on the game. Using different assumptions to calculate the revenue recognition of games-related revenues may cause the results to be significantly different. Any adjustments arising from changes in the estimate would be applied prospectively on the basis that such changes are caused by new information indicating a change in the user behavior pattern.

### *Deferred revenues*

Deferred revenues are mostly derived from a licensing agreement with E-House. Deferred revenues also consist of contractual billings in excess of recognized revenue and payments received in advance of revenue recognition, which are mainly from the customer advance of advertising and marketing services. Deferred revenues represent the unamortized balance of license fees or service fee paid by third parties, and the deferred revenues are amortized on a straight-line basis through the service period.

### *Allowance for doubtful accounts*

We maintain an allowance for doubtful accounts which reflect our best estimate of amounts that potentially will not be collected. We determine the allowance for doubtful accounts based on factors such as historical experience, credit-worthiness and age of receivable balances. If the financial condition of the customers were to deteriorate and result in an impairment of their ability to make payments, or if the operators decide not to pay us, additional allowances may be required which could materially impact our financial position and results of operations. Allowances for doubtful accounts charged to our income statement were \$10.4 million, \$21.6 million and \$14.9 million for 2013, 2014 and 2015, respectively.

### *Stock-based compensation*

Stock-based compensation cost is measured at the grant date based on the estimated fair value of the award 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. We use the Black-Scholes option pricing model to determine the estimated fair value of share options. The determination of the estimated fair value of stock-based compensation awards on the grant date using an option-pricing model is affected by our stock 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, actual and projected employee share option exercise behaviors, risk-free interest rate and expected dividends. Shares of our subsidiary, which do not have quoted market prices, were valued based on the income approach, if a revenue model had been established, the market approach, if information from comparable companies had been available or a weighted blend of these approaches if more than one is applicable.

Prior to Weibo's initial public offering, the determination of estimated fair value of our subsidiary requires complex and subjective judgments due to their limited financial and operating history, unique business risks and limited public information on companies in China similar to ours. We, with the assistance of our independent valuation firm, evaluated the use of two generally accepted valuation approaches. We used the income approach if a revenue model had been established, the market approach if information from comparable companies had been available, or a weighted blend of these two approaches if more than one was applicable, to estimate our subsidiary's enterprise value for purposes of recording stock-based compensation in connection with employee stock options and recording fair value changes for our option liability to Alibaba. Before April 2013, the market approach was primarily used to determine the fair value of our subsidiary's ordinary shares. We selected guideline companies that engaged in a similar line of business with similar growth prospects and that were subject to similar financial and business risks. The income approach was applied from April 2013, prior to Weibo's initial public offering, since the revenue model for our subsidiary had been established and projections of revenues, costs and expenses, incremental working capital and capital expenditures became available as our business developed. If different assumptions were used for estimating stock-based compensation expense or if a different valuation method were used, the change in our stock-based compensation expense could adversely affect our gross profit, operating income, net income attributable to SINA and net income per share attributable to SINA.

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We recognize the estimated compensation cost of service-based restricted share units based on the fair value of its ordinary shares on the date of the grant. We recognize the compensation cost, net of estimated forfeitures, over a vesting term of generally four years.

Furthermore, we are required to estimate forfeitures at the time of grant and record stock-based compensation expense only for those awards that are expected to vest. If actual forfeitures differ materially from our estimated forfeitures, we may need to revise those estimates used in subsequent periods.

### ***Taxation***

#### ***Income tax***

We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and for operating losses and tax credit carryforwards. Management is required to 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 the amount of deferred tax assets that it determines is not more-likely-than-not to be realized. Our judgments, assumptions and estimates relative to the 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 or our interpretation of tax laws and the resolution of current and future tax audits could significantly impact the income taxes recorded in our consolidated statements of comprehensive income. Our assumptions, judgments and estimates related 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 render 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.

#### ***Uncertain tax positions***

In order to assess uncertain tax positions, we apply a more likely than not threshold and a two-step approach for the tax position measurement and financial statement recognition. Under the two-step approach, the first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement.

#### ***Net income (loss) per share***

Basic net income per share is computed using the weighted average number of ordinary shares outstanding during the period. Options to purchase ordinary shares and restricted share units are not considered outstanding in computation of basic earnings per share. Diluted net income per share is computed using the weighted average number of ordinary share and potential ordinary shares outstanding during the period. Potential ordinary shares include options to purchase ordinary shares, restricted share units and conversion of convertible debt, unless they were anti-dilutive. The computation of diluted net income per share does not assume conversion, exercise, or contingent issuance of securities that would have an anti-dilutive effect (i.e. an increase in earnings per share amounts or a decrease in loss per share amounts) on net income per share. Additionally, we take into account the effect on consolidated net income per share of dilutive shares of entities in which we hold equity interests, including long-term investments accounted for using the equity method and the consolidated subsidiaries, such as Weibo, and interest expenses along with relevant amortized issuance costs of convertible debt under certain circumstances.

### ***Business combination***

Business combinations are accounted for under the purchase method. The cost of an acquisition is measured as the aggregate of fair values at the date of exchange of assets given, liabilities incurred and equity instruments issued as well as the contingent considerations and all contractual contingencies as of the acquisition date. The costs directly attributable to an acquisition are expensed as incurred. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date, irrespective of the extent of any non-controlling interests. The excess of (i) the total of cost of acquisition, fair value of non-controlling interests and acquisition date fair value of any previously held equity interest in an acquiree over (ii) the fair value of identifiable net assets of an acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of a subsidiary acquired, the difference is recognized directly in the consolidated statements of comprehensive income. In a business combination achieved in stages, we remeasure our previously held equity interest in the acquiree immediately before obtaining control at its acquisition-date fair value and the re-measurement gain or loss, if any, is recognized in earnings. The determination and allocation of fair values to the identifiable assets acquired, liabilities assumed and non-controlling interests is based on various assumptions and valuation methodologies requiring considerable judgment from management. The most significant variables in these valuations are discount rates, terminal values, the number of years on which to base the cash flow projections, as well as the assumptions and estimates used to determine the cash inflows and outflows. We determine discount rates to be used based on the risk inherent in the related activity's current business model and industry comparisons. Terminal values are based on the expected life of assets, forecasted life cycle and forecasted cash flows over that period.

### ***Non-controlling interests***

For our majority-owned subsidiaries and VIEs, non-controlling interests are recognized to reflect the portion of their equity that is not attributable, directly or indirectly, to SINA as the controlling shareholder. The majority of our non-controlling interests relate to the operations of Weibo. To reflect the economic interest in Weibo held by non-controlling shareholders, Weibo's net income (loss) attributable to the non-controlling ordinary shareholders is recorded as non-controlling interests in our consolidated statements of comprehensive income. Pursuant to the liquidation terms and redemption terms of the preferred shares, any net loss by Weibo will not be allocated to the non-controlling preferred shareholders. Immediately prior to the completion of Weibo's initial public offering, the preferred shares automatically converted into ordinary shares and thus should participate in share of net income or loss by Weibo thereafter. Non-controlling interests are classified as a separate line item in the equity section of our consolidated balance sheets and have been separately disclosed in our consolidated financial statements to distinguish the interests from ours.

### ***Fair value***

#### ***Financial instruments***

All financial assets and liabilities are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Accounting guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, we consider the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

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Certain financial assets, including investments under cost method and equity method, are marked to fair value upon other-than-temporary basis, intangible assets, goodwill and fixed assets are marked to fair value when an impairment charge is recognized.

Accounting guidance establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Accounting guidance establishes three levels of inputs that may be used to measure fair value:

- Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical asset or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model- derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.
- Level 3 applies to asset or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

We measure certain financial assets, including our investments under cost method and equity method on an other-than-temporary basis and measures intangible assets, goodwill and fixed assets, at fair value on a nonrecurring basis only if an impairment charge were to be recognized.

The carrying amount of cash and cash equivalents, restricted cash, short-term investments, accounts receivable and other current assets, accounts payable, amount due to customers and accrued liabilities approximates fair value.

### ***Goodwill***

Goodwill represents the excess of the purchase price over the fair value of the identifiable assets and liabilities acquired as a result of our acquisitions of interests in our subsidiaries and consolidated VIEs. We assesses goodwill for impairment in accordance with ASC subtopic 350-20 ("ASC 350-20"), Intangibles - Goodwill and Other: Goodwill, which requires that goodwill be tested for impairment at the reporting unit level at least annually and more frequently upon the occurrence of certain events, as defined by ASC 350-20. US GAAP provides the option to apply the qualitative assessment first and then the quantitative assessment, if necessary, or to apply the quantitative assessment directly. The qualitative approach starts the goodwill impairment test by assessing qualitative factors, which by taking into consideration of macroeconomics, overall financial performance, industry and market conditions and the share price of our company, to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If so, the quantitative impairment test is performed; otherwise, no further testing is required. The quantitative impairment test consists of a comparison of the fair value of goodwill with its carrying value. For reporting units directly applying a quantitative assessment, the goodwill impairment test is quantitatively performed by comparing the fair values of those reporting units to their carrying amounts. Commencing in January 2012, we adopted the option to apply the qualitative approach to assess its goodwill on the relevant reporting units. 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.

### ***Long-lived assets***

Intangible assets arising from acquisitions are recognized at fair value upon acquisition and amortized on a straight-line basis over their useful lives, generally from two to ten years.

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Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. 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 loss for long-lived assets and certain identifiable intangible assets that management expects to hold or use is based on the amount by which the carrying value exceeds the fair value of the asset. Changes in these estimates and assumptions could materially impact our financial position and results of operations.

Property and equipment are stated at historical cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally from three to five years. Judgment is required to determine the estimated useful lives of assets, especially for computer equipment, 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.

### ***Long-term investments***

Long-term investments are comprised of investments in publicly traded companies, privately held companies and limited partnerships. For equity investments over which we do not have significant influence, the cost method of accounting is used. For long-term investments in shares that are not ordinary shares or in-substance ordinary shares and that do not have readily determinable fair value, the cost method accounting is used. Investments in limited partnerships over whose operating and financing policies that we have virtually no influence are accounted for using the cost method. We account for common-stock-equivalent equity investments and limited partnership investments in entities over which we have significant influence but do not own a majority equity interest or otherwise control using the equity method.

We assess our investments accounted for under the cost method and equity method for other-than-temporary impairment by considering factors including, but not limited to, stock prices of public companies in which we have an equity investment, current economic and market conditions, operating performance of the companies, including current earnings trends and undiscounted cash flows, and other company-specific information, such as recent financing rounds. The fair value determination, particularly for investments in privately held companies whose revenue models are still unclear, requires significant judgment to determine appropriate estimates and assumptions. Changes in these estimates and assumptions could affect the calculation of the fair value of the investments and the determination of whether an identified impairment is other-than-temporary. If an impairment is considered other-than-temporary, we will write down the asset to its fair value and take the corresponding charge to the consolidated statements of comprehensive income.

Our investments in marketable securities are held as available for sale and are reported at fair value. The treatment of a decline in the fair value of an individual security is based on whether the decline is other-than-temporary. Significant judgment is required to assess whether the impairment is other-than-temporary. Our judgment of whether an impairment is other-than-temporary is based on an assessment of factors including, but not limited to, our ability and intent to hold the individual security, severity of the impairment, expected duration of the impairment and forecasted recovery of fair value. Changes in the estimates and assumptions could affect our judgment of whether an identified impairment should be recorded as an unrealized loss in the equity section of our consolidated balance sheets or as a realized loss in the consolidated statements of comprehensive income.

### ***Foreign currency***

Our reporting currency and functional currency are the U.S. dollar and our subsidiaries and VIEs in China, Hong Kong and Taiwan use their respective local currencies as their functional currencies. An entity's functional currency is the currency of the primary economic environment in which the entity operates. Management must use judgment in determining an entity's functional currency, assessing economic factors including cash flow, sales price, sales market, expense, financing and inter-company transactions and arrangements. Impact from exchange rate changes related to transactions denominated in currencies other than the functional currency is recorded as a gain and loss in our consolidated statements of comprehensive income, while impact from exchange rate changes related to translating a foreign entity's financial statements from its functional currency to our reporting currency, the U.S. dollar, is disclosed and accumulated in a separate component under the equity section of our consolidated balance sheets. Translation gains or losses are not released to net income unless the associated net investment has been sold, liquidated or substantially liquidated. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the applicable exchange rates at the balance sheet dates. Management uses judgment in determining the timing of recognition of translation gains or losses. Such determination requires assessing whether translation gains or losses were derived from the sale or complete or substantially complete liquidation of an investment in a foreign entity. Different judgments or assumptions resulting in a change of functional currency or timing of recognition of foreign exchange gains or losses may materially impact our financial position and results of operations.



## Recent accounting pronouncements

In May 2014, the FASB issued, ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." The guidance substantially converges final standards on revenue recognition between the FASB and the International Accounting Standards Board providing a framework on addressing revenue recognition issues and, upon its effective date, replaces almost all existing revenue recognition guidance, including industry-specific guidance, in current U.S. generally accepted accounting principles. In April 2015, the FASB proposed a one-year delay in the effective date and companies will be allowed to early adopt as of the original effective date. Accordingly, this guidance will be effective for us beginning the first quarter of fiscal year 2018. We are in the process of evaluating the impact of adoption of this guidance on our consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, "Consolidation (Topic 810) - Amendments to the Consolidation Analysis," which provides guidance for reporting entities that are required to evaluate whether they should consolidate certain legal entities. In accordance with ASU 2015-02, all legal entities are subject to reevaluation under the revised consolidation model. This guidance is effective for us beginning the first quarter of fiscal year 2016. Early adoption is permitted. We do not expect the adoption of this guidance will have a significant effect on our consolidated financial statements.

In April 2015, the FASB issued updated guidance which requires the issuer to presents the issuance costs of debt liability in the balance sheet as a direct deduction from the related debt liability rather than as an asset. This guidance will be adopted by us beginning the first quarter of fiscal year 2016. As of December 31, 2015, the balance of issuance cost of debt was \$4.9 million, which was immaterial and included in prepaid and other current assets in our balance sheets. We believe the adoption of this guidance will have immaterial impact on our consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments, which eliminates the requirement for acquirers in a business combination to account for measurement-period adjustments retrospectively. Instead, acquirers must recognize measurement-period adjustments during the period in which they determine the amounts, including the effect on earnings of any amounts that would have been recorded in previous periods if the accounting had been completed at the acquisition date. This update is effective for us beginning the first quarter of fiscal year 2016 with early adoption permitted. We do not expect the implementation of this update to have any material impact on our consolidated financial statements.

In November 2015, the FASB issued updated guidance which requires deferred tax assets and liabilities to be presented as noncurrent on the balance sheet. This guidance was required to be adopted by us beginning the first quarter of fiscal year 2017 and early adoption is permitted. We early adopted the guidance, and retrospectively presented \$3.9 million of current deferred tax assets and \$1.1 million of current deferred tax liabilities as noncurrent in our consolidated balance sheet as of December 31, 2014.

In January 2016, the FASB issued an updated guidance, ASU 2016-1, Classification and Measurement of Financial Instruments, which is intended to improve the recognition and measurement of financial instruments. This guidance will be effective for us beginning the first quarter of fiscal year 2018. We are currently evaluating the impact that this new guidance will have on our consolidated financial statements.

In February 2016, the FASB issued a new standard on leases, ASU 2016-2, which requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize a liability to make lease payments (the lease liability) and a right-of use representing its right to use the underlying asset for the lease term in the statements of financial position. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. This standard will be effective for us beginning the first quarter of fiscal year 2019. We are currently evaluating the impact that this new standard will have on our consolidated financial statements.

## Results of Operations

### Net revenues

	For the Year Ended December 31,							
							% of Change	
							YOY	YOY
	2013	2014		2015		2014	2015	
(In thousands, except percentages)								
	\$	%	\$	%	\$	%	%	%
Portal Advertising	378,068	57	375,504	49	340,814	39	(1)	(9)
Weibo	188,313	28	334,172	43	477,891	54	77	43
Others	98,725	15	58,565	8	61,964	7	(41)	6
	665,106	100	768,241	100	880,669	100	16	15

We generate revenues from portal advertising business, including advertising on SINA.com and SINA mobile properties. Starting from the first half of 2012, we began to generate revenues from Weibo, including revenues from Weibo advertising and marketing as well as Weibo VAS. We also generate other revenues from MVAS, game-related services, e-reading and paid email services.

*2015 Compared to 2014.* Our total net revenues increased 15% year over year from \$768.2 million in 2014 to \$880.7 million in 2015, mainly due to the growth of Weibo revenues, partially offset by the decrease in portal advertising revenues.

*2014 Compared to 2013.* Our total net revenues increased 16% year over year from \$665.1 million in 2013 to \$768.2 million in 2014. The increase was driven by the growth in Weibo revenues, partially offset by a decrease in other revenues, particularly MVAS revenue.

#### Portal Advertising

Substantially all of our portal advertising revenues are generated from China. Automobile, fast-moving consumer goods, Internet services, financial services, IT and telecommunication were our top advertising sectors in 2014 and 2015, accounting for approximately 77% and 55%, respectively, of our portal advertising revenues in China. Unlike search and other performance-based advertising models, brand advertising on SINA.com and SINA mobile properties is priced primarily based on time, similar to those of traditional media companies. Based on our experience, online brand advertising clients in China tend to place more emphasis of their buying decision on factors such as the brand strength, market influence and user quality of the offering website. We maintain a variety of traffic metrics for our Internet properties, and the key metrics we focus on differ across product lines based on the nature and features of the products. For these and other reasons, such as a significant portion of our online traffic is currently not being monetized, we do not gauge the growth of our portal advertising revenues based on any particular traffic metric.

*2015 Compared to 2014.* Our portal advertising revenues decreased 9% year over year from \$375.5 million in 2014 to \$340.8 million in 2015. The decrease was mainly due to the unfavorable foreign exchange impact and an increasingly competitive online advertising market landscape which led to a shift of advertising budget by brand advertisers, which has been the largest customer segment in terms of revenue contribution for portal advertising business, from portal to APPs. On the other hand, however, we witnessed significant increase of revenues from SME customers, growing 106% from \$35.0 million in 2014 to \$72.1 million in 2015 and contributing 21% of total portal advertising revenue in 2015 as compared to 9% in 2014. We now have a nationwide SME distributor network to meet the marketing needs of SME customers and we expect revenue from SME customers continue to grow stably in 2016.

*2014 Compared to 2013.* Our portal advertising revenues decreased 1% year over year from \$378.1 million in 2013 to \$375.5 million in 2014.

#### *Weibo*

	For the Year Ended December 31,							
							% of Change	
	2013		2014		2015		YOY	YOY
	20142015							
	(In thousands, except percentages)							
	\$	%	\$	%	\$	%	%	%
Advertising and Marketing	148,426	22	264,782	34	402,415	46	78	52
Weibo VAS	39,887	6	69,390	9	75,476	8	74	9
	188,313	28	334,172	43	477,891	54	77	43

*2015 Compared to 2014.* Revenues from Weibo increased 43% year over year from \$334.2 million in 2014 to \$477.9 million in 2015.

- Advertising and marketing revenues from Weibo grew by 52% from \$264.8 million in 2014 to \$402.4 million in 2015. The increase was mainly driven by higher social display advertising revenue, including \$143.7 million revenue generated from our strategic alliance with Alibaba, a related party, in 2015. Our strategic collaboration with Alibaba ended in January 2016 and, though we expect Alibaba to continue to be a significant customer, revenues from Alibaba in 2016 is expected to be significantly less than in 2015. Revenues from key accounts, who are usually large brand advertisers, grew by 8% from \$95.7 million in 2014 to \$103.5 million in 2015. The growth in key account revenues was mostly attributed to Weibo + TV and Big Day ad campaigns, as well as the increase in user growth and user engagement. Revenues generated from Alibaba were \$143.7 million, representing an increase of 34% from 2014, and accounted for 30% of our total revenues in 2015. Revenues from SMEs grew by 153% from \$61.5 million in 2014 to \$155.2 million in 2015. The growth in SME revenues was mainly attributed to the growth in the number of SMEs as well as the launch of self-service ads since the fourth quarter of 2014. The growth of advertising and marketing revenues was also attributed to the shift of demand from PC ads to mobile ads, as a result of the increase of mobile users.
- Revenues from Weibo VAS increased by 9% from \$69.4 million in 2014 to \$75.5 million in 2015. The increase was mainly attributable to increasing revenues generated from game-related services and VIP Membership service, partially offset by a 60% year-over-year decline in revenue from data licensing, a deemphasized business in 2015. Our revenues generated from game-related service increased from \$33.3 million in 2014 to \$44.3 million in 2015 primarily due to an increase in average monthly revenue per paying account. Our revenues from VIP membership increase from \$13.0 million in 2014 to \$17.6 million in 2015.

*2014 Compared to 2013.* Revenues from Weibo increased 77% year over year from \$188.3 million in 2013 to \$334.2 million in 2014.

- Advertising and marketing revenues from Weibo grew by 78% from \$148.4 million in 2013 to \$264.8 million in 2014. The increase was mainly driven by higher social display advertising revenue, including \$107.6 million revenue generated from our strategic alliance with Alibaba, a related party, in 2014. Excluding revenues from Alibaba, the increase in advertising and marketing revenues was due to an increase in revenues from large brand advertisers from \$81.6 million in 2013 to \$95.7 million in 2014 as well as the growth of revenues from SME customers from \$17.7 million in 2013 to \$61.5 million in 2014. The growth in large brand advertisers was mostly attributed to the introduction of new ad products, such as Weibo + TV and event-driven advertising offerings, the release of promoted feeds to key accounts in the second quarter of 2014, and the increase in user growth and engagement.
- Revenues from Weibo VAS increased by 74% from \$39.9 million in 2013 to \$69.4 million in 2014. The increase was mainly attributable to an increase in data licensing, which was launched in late 2013, and revenues generated from game-related services. Our revenues generated from data licensing business increased from \$5.9 million in 2013 to \$22.7 million in 2014. Our revenues from game-related services increased from \$22.9 million in 2013 to \$33.3 million in 2014 primarily due to an increase in average monthly revenue per paying account. Our revenues from VIP membership increase from \$11.1 million in 2013 to \$13.0 million in 2014 primarily due to an increase in VIP members.

### Other Revenues

For the Year Ended December 31,								
							% of Change	
2013			2014		2015		YOY 2014	YOY 2015
(In thousands, except percentages)								
	\$	%	\$	%	\$	%	%	%
MVAS	60,287	9	27,736	4	24,580	3	(54)	(11)
Others	38,438	6	30,829	4	37,384	4	(20)	21
	98,725	15	58,565	8	61,964	7	(41)	6

Our other revenues include revenues from MVAS and other services, which include amortized deferred revenues and revenues from fee-based services, such as game-related services, e-reading and paid email services.

As the market in China continues to shift to 3G, 4G and Wi-Fi enabled smartphones, our MVAS revenues, consisting of 2G and 2.5G products, have been declining in recent years. In response to the changing market condition, we are deemphasizing the low-margin MVAS product lines and investing most of our mobile efforts in product lines more suitable for the new environment, such as Weibo VAS, and we do not expect a recovery in our MVAS revenues.

In conjunction with the sale of our online real estate business to CRIC in October 2009, we signed certain license agreements with CRIC. The fair value of these license agreements were measured at \$187.4 million, which was recognized as deferred revenue and amortized on a straight-line basis over the contract period of ten years. CRIC merged with E-House in April 2012 and the agreement rights were subsequently reassigned to E-House's subsidiary, Leju, which was spun off in April 2014. In March 2014, these license agreements were amended and extended for another ten years. Consequently, the unamortized defer revenue balance as of March 31, 2014 will be amortized on a straight-line basis until 2024.

*2015 Compared to 2014.* Our other revenues increased 6% year over year from \$58.6 million in 2014 to \$62.0 million in 2015, mainly due to an increase in revenue from other services partially offset by a decline in revenue from MVAS. Excluding MVAS revenues, our other revenues increased by 21% from \$30.8 million in 2014 to \$37.4 million in 2015, mainly resulting from our expansion in certain vertical businesses, such as automobile and finance. MVAS revenues declined by 11% from \$27.7 million in 2014 to \$24.6 million in 2015, mainly due to the decline in market demand. The decline was also due to anti-internet pornography measures taken jointly by the Anti-Pornography Working Group Office of China, the State Internet Information Office, Ministry of Industry and Information Technology and the Ministry of Public Security in 2014 and the corresponding measures carried out by major operators, such as China Mobile and China Unicom, to clean up mobile content. We had amortized deferred revenues of \$10.4 million in 2015 as compared to \$12.0 million in 2014. As of December 31, 2015, our license agreements with Leju had an unamortized balance of \$85.4 million.

*2014 Compared to 2013.* Our other revenues decreased 41% year over year from \$98.7 million in 2013 to \$58.6 million in 2014, mainly due to the decrease in revenues from both MVAS and other services. MVAS revenues declined by 54% from \$60.3 million in 2013 to \$27.7 million in 2014, mainly due to the decline in market demand. We had amortized deferred revenues of \$12.0 million in 2014 as compared to \$18.7 million in 2013. As of December 31, 2014, our license agreements with Leju had an unamortized balance of \$95.8 million.

## Cost of revenues

	For the Year Ended December 31,				
	2013	2014	2015	% of Change	
				YOY 2014	YOY 2015
	(In thousands, except percentages)				
	\$	\$	\$	%	%
Portal Advertising	161,385	172,078	157,862	7	(8)
Weibo	59,891	83,599	141,960	40	70
Others	49,788	34,664	35,558	(30)	3
	271,064	290,341	335,380	7	16

Our cost of revenues increased 16% year over year from \$290.3 million in 2014 to \$335.4 million in 2015, mainly due to an increase in cost of Weibo revenues and cost of other revenues, which is partially offset by a decrease in the cost of portal advertising revenues. Our cost of revenues increased 7% year over year from \$271.1 million in 2013 to \$290.3 million in 2014, mainly due to an increase in cost of portal advertising revenues and Weibo revenues, which is partially offset by a decrease in the cost of other revenues.

### Portal Advertising

Cost of portal advertising revenues consists primarily of expenses associated with the production of our websites, including fees paid to third parties for Internet connection, content and services, labor-related costs, stock-based compensation and equipment depreciation expenses. Cost of advertising revenues also includes 6.7% VAT and relevant surcharges and 3% cultural business construction fees on advertising revenues from China.

*2015 Compared to 2014.* Cost of portal advertising revenues decreased by 8% from \$172.1 million in 2014 to \$157.9 million in 2015 due to the decrease in direct labor cost of \$10.1 million, content fees of \$6.4 million and bandwidth costs of \$2.4 million, partially offset by the increase in revenue shared with service vendors of \$6.9 million. The decrease in direct labor cost was a result of the reduction in headcount. The content fees that we had in 2014 included cost incurred for specific sport events, including the 2014 FIFA World Cup.

*2014 Compared to 2013.* Cost of portal advertising revenues increased by 7% from \$161.4 million in 2013 to \$172.1 million in 2014 due to the increase in direct labor cost of \$10.4 million and content fees of \$7.8 million, partially offset by the decrease in bandwidth costs of \$8.8 million. Direct labor cost increased due to an increase in headcount and a general increase in salary. Content fees increased primarily due to licensing new content, including content related to the 2014 World Cup. Bandwidth costs decreased primarily due to lower unit price applied when purchasing bandwidth.

### Weibo

Cost of Weibo revenues consists primarily of costs associated with the maintenance of our Weibo platform, which mainly include bandwidth and other infrastructure costs, labor costs and turnover tax levied on our Weibo revenues.

*2015 Compared to 2014.* Cost of Weibo revenues increased by 70% from \$83.6 million in 2014 to \$142.0 million in 2015, primarily due to an increase of \$20.4 million in cost associated with revenue sharing resulting from higher revenues, an increase of \$16.9 million in infrastructure costs resulting from traffic growth, an increase of \$12.0 million in VAT cost resulting from higher revenues, and an increase of \$7.4 million in labor cost.

*2014 Compared to 2013.* Cost of Weibo revenues increased by 40% from \$59.9 million in 2013 to \$83.6 million in 2014, primarily due to an increase of \$13.0 million in VAT cost, an increase of \$5.6 million in infrastructure costs arising from traffic increase, an increase of \$4.3 million in revenue sharing related costs as a result of the higher revenues and an increase of \$3.2 million in labor cost, partially offset by a decrease of \$3.5 million in stock-based compensation. The increase of VAT cost, infrastructure costs and revenue sharing related costs were in line with our revenue growth, the decrease in stock-based compensation was due to the fact that more stock-based compensation was recorded for 2013 as we had ordinary shares and vested options repurchased in conjunction with Alibaba's investment in Weibo in April 2013.

### Others

Cost of other revenues mainly consists of the fees paid to mobile operators for the billing, transmission and collection of MVAS revenues, fees or royalties paid to MVAS content and service providers, the costs for providing fee-based services and taxes and surcharges levied (business taxes on our MVAS revenues, which switch to VAT and surcharges in June 2014 after the implement of Pilot Program, and VAT and surcharges on other revenues).

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*2015 Compared to 2014.* Cost of other revenues increase of 3% from \$34.7 million in 2014 to \$35.6 million in 2015, corresponding to 6% increase in other revenue.

*2014 Compared to 2013.* Cost of other revenues decreased 30% from \$49.8 million in 2013 to \$34.7 million in 2014, mainly due to decrease of revenue related costs, such as fees paid to mobile operators and turnover taxes and surcharges.

**Gross margin**

	For the Year Ended December 31,		
	2013	2014	2015
	%	%	%
Gross margin:			
Portal Advertising	57	54	54
Weibo	68	75	70
Others	50	41	43
Overall	59	62	62

Overall gross margin increased by 3 percentage points in 2014 and kept stable in 2015.

*Portal Advertising*

Portal advertising gross margin decreased 3 percentage points year over year in 2014. The year-over-year margin decrease in 2014 was primarily due to higher production-related labor cost and increased content spending in 2014, mainly related to the 2014 World Cup. The year-over-year gross margin of portal advertising in 2015 remained stable, which was mainly due to the decreased content spending in align with the decreased revenue in 2015 as mentioned.

*Weibo*

Weibo gross margin decrease by 5 percentage points year over year in 2015, mainly due to the decrease in higher margin business, such as data licensing services. Weibo gross margin increased by 7 percentage points year over year in 2014, mainly due to the increase in higher margin business, such as data licensing services.

*Others*

Gross margin for other revenues decreased by 9 percentage points year over year in 2014 and remained stable in 2015. The decrease in other gross margin in 2014 was mainly due to the revenue contributed by certain of our MVAS produces with relatively higher margin has declined.

**Operating expenses**

	For the Year Ended December 31,							
							% of Change	
							YOY	YOY
	2013		2014		2015		2014	2015
(In thousands, except percentages)								
	\$	%	\$	%	\$	%	%	%
Sales and marketing	160,411	24	228,927	30	230,428	26	43	1
Product development	146,332	22	192,322	25	209,771	24	31	9
General and administrative	64,727	10	83,039	11	92,868	11	28	12
Goodwill impairment	—	—	14,526	2	—	—	—	(100)
Total	371,470	56	518,814	68	533,067	61	40	3

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Operating expenses increased 3% year over year from \$518.8 million in 2014 to \$533.1 million in 2015, primarily due to the increase in employee-related expenses associated with new hires and stock-based compensation, offset by the decrease in marketing expenditure and goodwill impairment charge. Operating expenses increased 40% year over year from \$371.5 million in 2013 to \$518.8 million in 2014, mainly due to increases in marketing expenditure and employee-related expenses associated with new hires and salary increases, and a goodwill impairment charge of \$14.5 million.

### *Sales and marketing.*

Sales and marketing expenses consist of payroll, commissions and other employee-related expenses, advertising and promotional expenditures and business travel expenses. Sales and marketing expenses as a percentage of net revenues were 24%, 30% and 26% in 2013, 2014 and 2015, respectively. We expect our sales and marketing expenses to continue to increase in absolute dollars terms in the near future.

*2015 Compared to 2014.* Sales and marketing expenses increased by 1% from \$228.9 million in 2014 to \$230.4 million in 2015, primarily due to an increase of \$5.7 million in stock-based compensation, \$3.6 million in employee-related expenses associated with new hires and salary increases, offset by a decrease of \$7.4 million in advertising and marketing expenses due to the savings on special event promotion, such as 2014 World Cup.

*2014 Compared to 2013.* Sales and marketing expenses increased by 43% from \$160.4 million in 2013 to \$228.9 million in 2014, primarily due to an increase of \$46.9 million in advertising and promotional expenses in connection with, among other things, the special promoting events related to the 2014 World Cup, an increase of \$26.1 million in employee-related expenses associated with new hires and salary increases, and an increase of \$3.3 million in rental expenses resulting from business expansion, partially offset by a decrease of \$3.6 million in stock-based compensation.

### *Product development.*

Product development expenses consist primarily of payroll and infrastructure-related expenses incurred for maintaining and enhancing our websites and platforms, as well as costs associated with new product development and product enhancements. Product development expenses as a percentage of net revenues were 22%, 25% and 24% in 2013, 2014 and 2015, respectively. We expect our product development expenses to continue to increase in absolute dollar terms in the near future.

*2015 Compared to 2014.* Product development expenses increased by 9% from \$192.3 million in 2014 to \$209.8 million in 2015, primarily due to an increase of \$12.8 million in employee-related expenses resulting from new hires and salary increases and an increase of \$7.0 million in stock-based compensation, offset by the decrease of \$3.5 million in depreciation expenses as certain fixed assets have been fully depreciated in 2015.

*2014 Compared to 2013.* Product development expenses increased by 31% from \$146.3 million in 2013 to \$192.3 million in 2014, primarily due to an increase of \$32.2 million in employee-related expenses resulting from new hires and salary increases, an increase of \$12.3 million in infrastructure-related expenses resulting from traffic growth, an increase of \$3.2 million in rental expenses due to business expansion, partially offset by a decrease of \$4.2 million in stock-based compensation. The year-over-year increase in product development expense was mostly related to our continuous efforts in expanding our product portfolios.

### *General and administrative.*

General and administrative expenses consist primarily of payroll-related costs, stock-based compensation, professional service fees and provisions for doubtful accounts. General and administrative expenses as a percentage of net revenues were 10%, 11% and 11% in 2013, 2014 and 2015, respectively. We expect our general and administrative expenses to continue to increase in absolute dollar terms in the near future.

*2015 Compared to 2014.* General and administrative expenses increased by 12% from \$83.0 million in 2014 to \$92.9 million in 2015, mainly due to an increase of \$8.9 million in stock-based compensation and an increase of \$3.3 million in employee-related expenses resulting from new hires and salary increases, offset by a decrease of \$6.6 million in provision for doubtful accounts.



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**2014 Compared to 2013.** General and administrative expenses increased by 28% from \$64.7 million in 2013 to \$83.0 million in 2014, mainly due to an increase of \$11.8 million in provision for doubtful accounts mainly attributable to an \$5.0 million specific provision provided on doubtful accounts for certain customers, and an increase of \$7.4 million in employee-related expenses resulting from new hires and salary increases, partially offset by a decrease of \$3.9 million in stock-based compensation.

**Goodwill impairment.** We recognized a goodwill impairment charge of \$14.5 million in 2014 while no goodwill impairment charge was recorded in 2013 and 2015. The goodwill impairment charge recognized in 2014 was triggered by the revocation of two of our licenses. In the second quarter of 2014, our Internet Publication License and License for Online Transmission of Audio-Visual Programs were revoked by State Administration of Press, Publication, Radio, Film and Television for violations related to the distribution of certain literary and video content on our reading channel, book.sina.com.cn, and our website www.sina.com.cn. We performed an assessment of goodwill generated through the acquisition of Weiyue, an entity we acquired in the first quarter 2014 and specializes in online reading business, with assistance from an independent appraiser and recognized an impairment charge of \$14.5 million.

#### ***Interest and other income, net***

	For the Year Ended December 31,		
	2013	2014	2015
	(in \$ thousands)		
Interest income, net	17,283	30,330	27,212
Other income (expenses), net	1,509	(1,405)	(4,820)
	<u>18,792</u>	<u>28,925</u>	<u>22,392</u>

**Interest Income.** Net interest income decreased by 10% to \$27.2 million in 2015 from \$30.3 million in 2014, primarily due to a decrease in interest income from bank time deposits and other short term investments associated with the decrease in the average cash balance in 2015. Interest income increased by 75% to \$30.3 million in 2014 from \$17.3 million in 2013, attributable to an increase of \$26.6 million in interest income from bank time deposits and other short term investments associated with the increase in cash balance in 2014, which was partially offset by an increase of \$13.5 million in interest expenses and relevant amortization costs associated with \$800 million convertible bonds we issued in November 2013.

**Other income (expenses).** Other income (expenses) consists primarily of net currency transaction gain or loss and gain in disposal of property and equipment and government grants. We recorded a net currency transaction gain of \$1.5 million in 2013, and a net foreign currency transaction loss of \$2.4 million and \$4.7 million in 2014 and 2015, respectively. Net currency transaction gains were mainly a result of the appreciation of the RMB against the U.S. dollar. Conversely, depreciation of the RMB against the U.S. dollar will cause us to incur currency exchange loss. If the RMB continues to depreciate against the U.S. dollar, we may incur further currency related losses.

#### ***Change in fair value of investor option liability***

We recorded nil change in fair value of investor option liability in 2015, as Alibaba fully exercised its investor option in 2014 concurrently with the completion of Weibo's IPO.

In 2014, we recorded \$47.0 million non-cash loss from the change in fair value of investor option liability in 2014 because of the increase of fair value in Weibo's ordinary shares, attributable to factors including Weibo's partnership with Alipay to offer a payment solution to their users and the fully exercise of Ali WB's options.

In 2013, we recorded \$21.1 million non-cash gain from the change in fair value of investor option liability, primarily due to a decrease in the expected life of the investor option liability.

#### ***Income (loss) from equity method investments***

We use the equity method to account for ordinary-share-equivalent equity investments and limited-partnership investments in entities over which we have significant influence but do not own a majority equity interest or otherwise control, and recorded share of results of these investments one quarter in arrears.

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In 2013, 2014 and 2015, we recorded an income of \$2.3 million, \$10.1 million and \$1.9 million, respectively, from our investment in E-House. The increase of income from equity method investment in E-House in 2014 was due to the continued high growth of its online services and expansion of its businesses. The decrease of income from equity method in E-house in 2015 was mainly due to the higher marketing and promotion expenses incurred by E-House in 2015. We also recorded an income of \$7.3 million, \$9.3 million and loss of \$1.7 million in 2013, 2014 and 2015, respectively, from our other long-term investments accounted for under the equity method.

### **Realized gain (loss) on long-term investments**

The following table summarizes realized gain (loss) on our long-term investments:

	For the Year Ended December 31,		
	2013	2014	2015
	(in \$ thousands, except percentages)		
Alibaba <sup>(1)</sup>	—	109,216	—
Tian Ge <sup>(2)</sup>	—	49,158	—
E-House <sup>(3)</sup>	(10,205)	48,298	—
Youku Tudou <sup>(4)</sup>	—	—	18,885
Others	2,818	21,152	905
	(7,387)	227,824	19,790
% of total net revenues	(1)%	30%	2%

- (1) We invested \$50.0 million in Alibaba through Yunfeng Funds in October 2011. In September 2014, Alibaba completed its initial public offering (“Alibaba IPO”) and listed its ADSs, each representing one ordinary share, on the New York Stock Exchange. We sold part of shares we held in Alibaba, representing a total cost of \$30.0 million, through Alibaba IPO and recognized a one-time disposal gain of \$109.2 million. As of December 31, 2015, the fair value of Alibaba shares held by us was \$112.0 million, with the total cost of \$19.0 million and unrealized gain of \$93.0 million.
- (2) Tian Ge, an equity method investee of us, completed its initial public offering of 349.9 million ordinary shares and became listed on the Main Board of the Stock Exchange of Hong Kong Limited on July 9, 2014 (“Tian Ge IPO”). After Tian Ge IPO, our equity interest in Tian Ge was diluted from 36% to 25%. In permitting the dilution of equity interest from 36% to 25%, we in substance disposed part of our interest in Tian Ge. As Tian Ge’s IPO price was higher than our average carrying value per share, we recorded a gain of \$49.2 million to reflect the partial disposal.
- (3) In March 2014, Leju, a wholly owned subsidiary of E-house, entered into a share purchase and subscription agreement with E-House and Tencent, pursuant to which Tencent acquired 15% of Leju’s total outstanding ordinary shares on a fully diluted basis, from E-House and E-house’s ownership in Leju decreased accordingly from 100% to 85% on a fully diluted basis.

Leju primarily carries real estate e-commerce related business in PRC. In April 2014, Leju completed its initial public offering of 11.5 million ADSs, each representing one ordinary share, and became listed on the New York Stock Exchange. Concurrently with Leju’s initial public offering, Leju issued 2.0 million ordinary shares to Tencent in a private placement. Upon the completion of such transaction, E-House’s interest in Leju was further diluted. After these transactions, although our total shares held in E-house did not change, we recognized a dilution gain of \$48.3 million as a result of the increase of our proportion of net assets in E-house. In 2013, we recognized a loss of \$10.2 million in the investment in E-House, which was related to the issuance of incremental shares by E-House to its management in March 2013. The issuance price per share was less than our average carrying value per share and diluted the value of our investment.

- (4) In 2015, we recognized a gain of \$18.9 million resulting from sale of partial investment we held in Youku Tudou.

### **Investment related impairment**

In 2013, 2014 and 2015, we recorded \$6.1 million, \$19.6 million and \$8.5 million, respectively, in impairment charges to the carrying value of our investments related accounts due to other than temporary impairments as a result of the lower-than-expected performance.

### **Income tax expense**

	For the Year Ended December 31,		
	2013	2014	2015
	(in \$ thousands, except percentages)		
Current income tax provision	12,820	8,198	13,948
Deferred income tax provision (benefits)	1,782	(1,228)	(3,528)
Total	14,602	6,970	10,420
Income from China operations	76,862	295	71,497
Effective tax rate for China operations	19%	2,362%	15%

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Based on our current operating structure and preferential tax treatments available to us in China, the effective income tax rate for our China operations in 2015 was 15%, compared to 2,362% in 2014 and 19% in 2013. The decrease in effective tax rate for China operations in 2015 as compared to 2014 was mainly resulted from a relatively higher income before tax from China operation in 2015 and the effect of tax holiday of software enterprise enjoyed by Weibo Technology starting from 2015. The increase in effective tax rate for China operations in 2014 as compared to 2013 was due to effect of tax holidays, preferential tax rate, increase in permanent differences and relatively low income from China operations, our effective tax rate hiked to 2,362% in 2014.

Effective January 1, 2008, the EIT Law in China supersedes the Previous EIT Law and unifies the income tax rate for domestic enterprises and FIEs at 25%. High and new technology enterprises continue to enjoy a preferential tax rate of 15%. As of December 31, 2015, four of our subsidiaries and VIEs were qualified as high and new technology enterprises and enjoy a preferential tax rate of 15% under the new EIT Law.

On February 22, 2008, relevant governmental regulatory authorities released qualification criteria, application procedures and assessment processes for “software enterprise”. The relevant qualification criteria, application procedures and assessment processes for software enterprise was updated on April 2013. An entity qualified as software enterprise may enjoy an income tax exemption for two years beginning with its first profitable year and a 50% tax reduction to a rate of 12.5% for the subsequent three years. As of December 31, 2015, five of our subsidiaries were qualified as software enterprise and two subsidiaries enjoyed the tax holiday of software enterprises.

The EIT Law also provides that an enterprise established under the laws of a foreign country or region but whose “de facto management body” is located in the PRC be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its global income. The Implementing Rules of the EIT Law merely defines the location of the “de facto management body” as “the place where the exercising, in substance, of the overall management and control of the production and business operation, personnel, accounting, properties, etc., of a non-PRC company is located.” Based on a review of surrounding facts and circumstances, we do not believe that it is likely that our operation outside of the PRC should be considered a resident enterprise for PRC tax purposes. However, due to limited guidance and implementation history of the EIT Law, should we be treated as a resident enterprise for PRC tax purposes, we will be subject to PRC tax on worldwide income at a uniform tax rate of 25% retroactive to January 1, 2008.

The EIT Law also imposes a withholding income tax of 10% on dividends distributed by an FIE to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Such withholding income tax was exempted under the Previous EIT Law. The Cayman Islands, where our holding company is incorporated, does not have such tax treaty with China. According to the arrangement between Mainland China and Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion in August 2006, dividends paid by an FIE 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 FIE). The State Administration of Taxation further promulgated a circular, or Circular 601, on October 27, 2009, which provides that the tax treaty benefits will be denied to “conduit” or shell companies without business substance and that a beneficial ownership analysis will be used based on a “substance-over-form” principle to determine whether or not to grant the tax treaty benefits. A majority of our FIEs’ operations in China are invested and held by Hong Kong registered entities. If we are regarded as a non-resident enterprise and our Hong Kong subsidiaries are regarded as resident enterprises, then our Hong Kong subsidiaries may be required to pay a 10% withholding tax on any dividends payable to us. If our Hong Kong entities are regarded as non-resident enterprises, then our PRC subsidiaries may be required to pay a 5% withholding tax for any dividends payable to our Hong Kong subsidiaries, however, it is still unclear at this stage whether Circular 601 applies to dividends from our PRC subsidiaries paid to our Hong Kong subsidiaries, and if our Hong Kong subsidiaries were not considered as “beneficial owners” of any dividends from their PRC subsidiaries, whether the dividends payable to our Hong Kong subsidiaries would be subject to withholding tax at a rate of 10%. In accordance with accounting guidance, all undistributed earnings are presumed to be transferred to the parent company and are subject to the withholding taxes. Based on the subsequently issued interpretation of the EIT Law, Article 4 of Cai Shui (2008) Circular No. 1, dividends on earnings prior to 2008 but distributed after 2008 are not subject to withholding income tax. The current policy approved by our Board allows us to distribute PRC earnings offshore only if we do not have to pay a dividend tax. Such policy may require us to reinvest all earnings made since 2008 onshore indefinitely or be subject to a significant withholding tax should our policy change to allow for earnings distribution offshore. As of December 31, 2015, we did not record any withholding tax on the retained earnings of our FIEs in the PRC as we intend to reinvest all earnings in China since 2008 to further expand our business in China, and our FIEs do not intend to declare dividends on the retained earnings made since 2008 to their immediate foreign holding companies.

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Our VIEs are wholly owned by our employees or designated personnel and controlled by us through various contractual agreements. To the extent that these VIEs have undistributed earnings, we will accrue appropriate expected tax associated with repatriation of such undistributed earnings.

We did not recognize any amount of unrecognized tax benefits and related interest and penalties in our financial statement during the presented periods in accordance with ASC 740-10. Included in the long-term liabilities as of December 31, 2014 and 2015, there was approximately \$0.8 million and \$0.6 million unrecognized tax liability, respectively, arising from transferring pricing arrangements between related parties in previous periods, which is immaterial to our consolidated financial statements for all periods presented. We do not expect any significant increase or decrease in this unrecognized tax liability within 12 months following the reporting date. In general, the PRC tax authorities have up to five years to review a company's tax filings. Accordingly, tax filings of our PRC subsidiaries and VIEs for tax years 2011 through 2015 remain subject to the review by the relevant PRC tax authorities. In the case of a transferring pricing related adjustment, the statute of limitation is ten years, which indicates that such arrangement will open for examination by PRC tax authorities.

In December 2009, the State Administration of Tax in China issued a circular on strengthening the management of proceeds from equity transfers by non-China tax resident enterprises and requires foreign entities to report indirect sales of China tax resident enterprises. If the existence of the overseas intermediary holding company is disregarded due to lack of reasonable business purpose or substance, gains on such sale are subject to PRC withholding tax. In February 2015, SAT issued the Announcement on Several Issues Related to Enterprise Income Tax for Indirect Asset Transfer by Non-PRC Resident Enterprises, or SAT Circular 7, if a non-resident enterprise transfers the equity interests of or similar rights or interests in overseas companies which directly or indirectly own PRC taxable assets through an arrangement without a reasonable commercial purpose, but rather to avoid PRC corporate income tax, the transaction will be re-characterized and treated as a direct transfer of PRC taxable assets subject to PRC corporate income tax. SAT Circular 7 specifies certain factors that should be considered in determining whether an indirect transfer has a reasonable commercial purpose. However, as SAT Circular 7 is newly issued, there is uncertainty as to the application of SAT Circular 7 and the interpretation of the term "reasonable commercial purpose." In June 2015, according to communication with local tax authority in China, our sale of shares in Weibo during its initial public offering was categorized as an indirect transfer of taxable assets in China, and as such our capital gain from this transaction is subject to PRC withholding tax at rate of 10%. We have paid such tax in full in 2015. Although we believe that it is more likely than not all the other transactions performed during the presented periods would be determined as one with a reasonable commercial purpose, should this not be the case, we would be subject to a significant withholding tax that could materially and adversely impact our financial position, results of operations and cash flows.

For further information on our tax structures and inherent risks see "Item 3. Key Information—D. Risk Factors—Risk Related to Doing Business in China—Discontinuation of preferential tax treatment, changes to the interpretation or enforcement of tax regulations or imposition of any additional taxes could adversely affect our financial condition and results of operations."

### ***Net income***

As a result of the foregoing, our net income in 2013, 2014 and 2015 was \$43.8 million, \$161.8 million and \$35.7 million, respectively.

## Net income attributable to SINA

Our net income attributable to SINA for 2013, 2014 and 2015 was \$45.1 million, \$176.8 million and 25.7 million, respectively.

## B. Liquidity and Capital Resources

	As of December 31,		
	2013	2014	2015
	(in \$ thousands)		
Cash, cash equivalents and short-term investments	1,868,239	2,166,538	2,209,853
Working capital <sup>(1)</sup>	1,787,837	2,140,134	1,336,098
Convertible debt <sup>(2)</sup>	800,000	800,000	—
Total SINA shareholders' equity	1,191,210	2,145,772	2,565,272

- (1) In 2015, we early adopted the guidance of ASU 2015-17 issued by FASB in November 2015, which allows us to retrospectively present deferred tax assets and deferred tax liabilities as non-current in our consolidated balance sheets for all periods presented. The impact arising from adopting the guidance was immaterial for each period presented.
- (2) As of December 31, 2015, the convertible notes have been reclassified into current liabilities since the holders may require us to repurchase their notes on December 1, 2016. We included the current portion of convertible notes amounting to \$800 million in the amount of working capital as shown.

As of December 31, 2013, 2014 and 2015, our accumulated earnings were \$346.1 million, \$523.0 million and \$548.6 million, respectively. Our total cash, cash equivalents and short-term investments as of December 31, 2013, 2014 and 2015 were \$1,868.2 million, \$2,166.5 million and \$2,209.9 million, respectively. We have funded our operations and capital expenditures primarily using cash generated from operations, proceeds received from Weibo's initial public offering and the concurrent private placement in April 2014, proceeds received from the issuance of convertible notes in November 2013 and the proceeds received from the private placement in November 2015. The increase in cash, cash equivalents and short-term investments as of December 31, 2015 as compared to the amount as of December 31, 2014 was primarily due to the \$456.4 million net proceeds from the issuance and sale of 11,000,000 shares in November 2015 to New Wave and \$328.1 million cash generated from our operating activities, partially offset by the cash we used in repurchasing our ordinary shares and investing in entities which have synergy with our business. We intend to continue our investment in the development and enhancement of our products, content and services, as well as investment in sales and marketing. If we are unable to generate sufficient cash from our operations in the future, we may have to finance our operations from the current funds available or seek equity or debt financing.

We are a holding company and do not have any assets or conduct any business operations in China other than our investments in our subsidiaries in China and their VIEs. As a result, if our non-China operations require cash from China, we would depend on dividend payments from our subsidiaries in China after they receive payments from our VIEs in China under various services and other arrangements. Such dividend payments are subject to various restrictions under the PRC laws and regulations. See "Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—Restrictions on paying dividends or making other payments to us bind our subsidiaries and VIEs in China."

We believe that our existing cash, cash equivalents and short-term investments balance is sufficient to fund our operating activities, capital expenditures and other obligations for at least the next twelve months. However, we may decide to improve our liquidity position or increase our cash reserve for future acquisitions via additional capital and/or finance funding. We may also need to raise additional funds to repurchase our convertible notes if required by our note holders. The issuance and sale of additional equity would result in further dilution to our shareholders. The incurrence of indebtedness would generate increased fixed obligations and could have operating covenants that would restrict our operations. We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all.

Because a significant amount of our future revenues may be in the form of RMB, our inability to obtain the requisite approvals for converting RMB into foreign currencies or remitting foreign currency out of China, any delays in receiving such approvals or any future restrictions on currency exchanges could limit our ability to utilize revenue generated in RMB to fund our business activities outside China, or to repay non-RMB-denominated obligations, including our debt obligations, which could have a material adverse effect on our financial condition, results of operations and liquidity. See "Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—Restrictions on paying dividends or making other payments to us bind our subsidiaries and VIEs in China."

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The following tables set forth the movements of our cash and cash equivalents for the periods presented.

	For the Year Ended December 31,		
	2013	2014	2015
	(in \$ thousands)		
Net cash provided by operating activities	73,713	101,025	328,138
Net cash used in investing activities	(599,399)	(191,560)	(1,166,548)
Net cash provided by financing activities	1,237,099	404,624	396,352
Effect of exchange rate changes on cash and cash equivalents	5,037	(6,683)	(18,185)
Net increase (decrease) in cash and cash equivalents	716,450	307,406	(460,243)
Cash and cash equivalents at the beginning of year	199,826	916,276	1,223,682
Cash and cash equivalents at the end of year	916,276	1,223,682	763,439

### Operating activities

Net cash provided by operating activities in 2015 was \$328.1 million. This was attributable to our net income of \$35.7 million, adjusted by non-cash expenses including stock-based compensation of \$56.1 million, depreciation of \$33.2 million, allowance for doubtful accounts of \$14.9 million, investment related impairment of \$8.5 million, partially offset by the realized gain on our investment of \$19.8 million. The net increase in cash from working capital items was \$192.8 million, mainly due to the increase in accrued liabilities, amount due to customers and deferred revenue. The increase in accrued liabilities resulted from the increase in payroll payable and content fees. The increase in amount due to customers was in line with the continuous expansion of our SINA Pay online payment platform.

Net cash provided by operating activities in 2014 was \$101.0 million. This was attributable to our net income of \$161.8 million, adjusted by non-cash expenses including depreciation of \$41.9 million, stock-based compensation of \$32.5 million, allowance for doubtful accounts of \$21.6 million, non-cash loss in change in fair value of investor option liability of \$47.0 million, investment related impairment of \$19.6 million and impairment on goodwill of \$14.5 million, partially offset by the realized gain on our investment of \$226.5 million and net income from equity investment of \$19.5 million. The net decrease in cash from working capital items was \$4.5 million, mainly due to the increase in accounts receivable, partially offset by the increase in accrued liabilities and amount due to customers. The increase in accounts receivable was in line with revenue growth. The increase in accrued liabilities mainly resulted from the increase in payroll payable, content fees, and sales rebate. The increase in amount due to customers was consistent with the improvement in business scale of our SINA Pay online payment platform.

Net cash provided by operating activities in 2013 was \$73.7 million. This was attributable to our net income of \$43.8 million, adjusted by non-cash expenses including depreciation of \$34.4 million, stock-based compensation of \$20.0 million, allowance for doubtful accounts of \$10.4 million, realized loss on our investment of \$7.4 million and investment impairment of \$6.1 million, partially offset by the change in fair value of investor option liability of \$21.1 million, a net decrease in cash from working capital items of \$21.0 million and net income from equity method investments, of \$9.5 million. The net decrease in cash from working capital items was mainly due to the increase in accounts receivable and decrease in deferred revenues, partially offset by the increase in accrued liabilities. The increase in accounts receivable resulted from an increase in advertising sales, while the decrease in deferred revenue reflected related amortization. The increase in accrued liabilities mainly resulted from the increase in payroll payable and content fees, sales rebate and marketing expenses.

***Investing activities***

Net cash used in investing activities in 2015 was \$1,166.5 million. This was a result of the purchase of short-term investments of \$1,933.9 million, cash paid for long-term investments (including prepayment) of \$687.2 million, transfer of cash amounting to \$140.7 million deposited by our customers through our SINA Pay online payment platform to restricted cash pursuant to relevant PBOC regulations, property and equipment purchases of \$45.5 million and a payment of \$21.0 million on a third-party loan, partially offset by the maturities of short-term investments of \$1,434.5 million and the net proceeds of \$227.0 million received from the disposal/refund of long-term investments.

Net cash used in investing activities in 2014 was \$191.6 million. This was a result of the purchase of short-term investments of \$1,555.2 million, cash paid for investments (including prepayment) of \$228.2 million, property and equipment purchases of \$102.9 million and cash paid for business combination of \$12.7 million, which net of cash acquired, partially offset by the maturities of short-term investments of \$1,568.2 million and net proceeds of \$139.2 million from disposal of Alibaba's shares.

Net cash used in investing activities in 2013 was \$599.4 million. This was a result of the purchase of short-term investments of \$1,661.3 million, property and equipment purchases of \$97.7 million, and cash paid for investments (including prepayment) of \$63.1 million, partially offset by the maturities of short-term investments of \$1,226.0 million.

***Financing activities***

Net cash provided by financing activities in 2015 was \$396.4 million, which mainly consisted of the net proceeds of \$456.4 million from the issuance and sale of 11,000,000 shares to New Wave and the proceeds of \$21.0 million received from a third party through long-term loan, partially offset by repurchase of ordinary shares of \$61.7 million.

Net cash provided by financing activities in 2014 was \$404.6 million. This primarily consisted of net proceeds of \$306.5 million from the initial public offering of Weibo, \$346.7 million cash received from Alibaba for acquired additional Class A ordinary shares, \$10.4 million cash from share option exercise, offset by repurchase of ordinary shares of \$249.0 million, payment of \$6.9 million for purchase of non-controlling interests in a subsidiary and offering expenses of \$5.2 million.

Net cash provided by financing activities in 2013 was \$1,237.1 million. This primarily consisted of proceeds of \$783.2 million from the issuance of convertible senior note net of issuance cost and the proceeds of \$588.4 million mainly received from Alibaba for the sale of non-controlling interests in Weibo, partially offset by repurchase of ordinary shares of \$100.0 million and purchase of non-controlling interests in subsidiary of \$45.9 million.

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

Our success has benefited from our continuous efforts on intellectual property protection, including patent, trademark, copyright and trade secrets. See "Item 4. Information on the Company—B. Business Overview—Intellectual Property and Proprietary Rights" for a description of the protection of our intellectual property.

***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, 2015 to December 31, 2015 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

***E. Off-Balance Sheet Arrangements***

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any unconsolidated third parties. In addition, we have not entered into any derivative contracts that are indexed to our shares and classified as shareholders' 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. Moreover, we do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or 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 as of December 31, 2015:

Contractual Obligations	Payments Due by Period				
	Total	Less Than One Year	One to Three Years (in \$ thousands)	Three to Five Years	More Than Five Years
Operating leases obligation <sup>(1)</sup>	23,236	17,907	4,471	729	129
Purchase commitments <sup>(2)</sup>	250,864	225,817	24,680	367	—
Long term loan <sup>(3)</sup>	21,770	—	21,770	—	—
Other commitments <sup>(4)</sup>	808,000	808,000	—	—	—
Total contractual obligations	1,103,870	1,051,724	50,921	1,096	129

- (1) Operating lease obligations include the commitments under the lease agreements for our office premises. We lease office facilities under non-cancelable operating leases with various expiration dates through 2021. Rental expenses for 2013, 2014 and 2015 were \$21.2 million, \$27.3 million and \$28.3 million, respectively. The majority of the commitments are from our office lease agreements in China.
- (2) Purchase commitments mainly include minimum commitments for construction cost of new office building, internet connection, content and services related to website operation, MVAS costs and marketing activities. In May 2013, we entered into an agreement for the construction of a new office building in Zhongguancun Software Park, Haidian District, Beijing. The gross floor area for the new office building as planned is approximately 132,000 square meters and the aggregate construction cost is expected to be in the range between \$240 million and \$260 million. As of December 31, 2015, \$178.3 million have been paid and the remaining amount is expected to be paid in 2016.
- (3) Long term loan represents future commitment related to principal and interests in connection with a \$21.0 million loan with 3.00% annual interest rate from a third party due in October 2017.
- (4) Other commitments represent future maximum commitment related to principal and interests in connection with our issuance of \$800 million in aggregate principle amount of 1.00% coupon interest convertible senior notes, assuming all debt underlying the convertible senior notes will be repurchased by us on December 1, 2016.

There are no claims, lawsuits, investigations and proceedings, including un-asserted claims that are probable to be assessed, that have in the recent past had, or to our knowledge, are likely to have, a material impact on our financial position, results of operations or cash flow.

## G. Safe Harbor

This annual report on Form 20-F contains forward-looking statements that relate to future events, including our future operating results and conditions, our prospects and our future financial performance and condition, all of which are largely based on our current expectations and projections. The forward-looking statements are contained principally in the sections entitled “Item 3. Key Information—D. Risk Factors,” “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects.” 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,” “expect,” “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” “is/are likely to” or other and similar expressions. Forward-looking statements involve inherent risks and uncertainties. You should not place undue reliance on these forward-looking statements.

The forward-looking statements made in this annual report on Form 20-F relate only to events or information as of the date on which the statements are made in this annual report on Form 20-F. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this annual report on Form 20-F completely and with the understanding that our actual future results may be materially different from what we expect.

## Item 6. Directors, Senior Management and Employees

### A. Directors and Senior Management

The following table provides information with respect to our directors and executive officers as of March 31, 2016:

Name	Age	Position
Charles Chao	50	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
Bonnie Yi Zhang	42	Chief Financial Officer (Principal Financial and Accounting Officer)
Hong Du	44	President and Chief Operating Officer
Arthur Jianglei Wei	45	Senior Vice President
Bin Zheng	50	Vice President
Ter Fung Tsao	70	Independent Director
Yan Wang	43	Independent Director
Song-Yi Zhang	60	Independent Director
Yichen Zhang	52	Independent Director

*Charles Chao* has served as our Chairman of the Board of Directors since August 2012 and our Chief Executive Officer since May 2006. He served as our President from September 2005 to February 2013, Chief Financial Officer from February 2001 to May 2006, Co-Chief Operating Officer from July 2004 to September 2005, and Executive Vice President from April 2002 to June 2003, Vice President of Finance from September 1999 to January 2001. Prior to joining us, Mr. Chao served as an audit manager at PricewaterhouseCoopers, LLP, an accounting firm. Prior to that, Mr. Chao was a news correspondent at Shanghai Media Group. Mr. Chao is currently the Chairman of the board of directors for Weibo Corporation, a leading social media company, Co-Chairman of E-House, a real estate services company, and a director of NetDragon Websoft Inc., a company providing technology for online gaming and a director of Leju Holdings Ltd., an online-to-offline (O2O) real estate services provider in China. Mr. Chao holds a Master of Professional Accounting degree from University of Texas at Austin, an M.A. in Journalism from University of Oklahoma and a B.A. in Journalism from Fudan University in Shanghai, China.

*Bonnie Yi Zhang* has served as our Chief Financial Officer since March 2015. From March 2014 to March 2015, Ms. Zhang was Chief Financial Officer of Weibo Corporation, one of our subsidiaries. Prior to joining Weibo, Ms. Zhang was the Chief Financial Officer of AdChina Ltd., a company operating an integrated internet advertising platform in China, from May 2011 to February 2014. From October 2007 to April 2011, Ms. Zhang was an audit partner of Deloitte Touche Tohmatsu based in Shanghai, with a focus on serving Chinese companies listed in the United States and Chinese companies making initial public offerings in the United States. From May 2005 to August 2007, she served as a senior manager in the National Office SEC Services group of Deloitte & Touche, LLP. While she was with that group, Ms. Zhang was primarily responsible for pre-issuance reviews of securities offering documents and periodic reports to be filed with the SEC and was primarily focusing on foreign private issuers. Ms. Zhang graduated summa cum laude in 1997 with a B.A. in Business Administration from McDaniel College in Maryland. She is a certified public accountant in the State of Maryland and is a member of the American Institution of Certified Public Accountants.

*Hong Du* has served as our President and Chief Operating Officer since February 2013 and as a director of Weibo since January 2014. Ms. Du had served as our Chief Operating Officer from February 2008 to February 2013. Ms. Du joined us in November 1999 and worked in the Business Development department until April 2004. From May 2004 to January 2005, Ms. Du served as Deputy General Manager of 1Pai.com, a joint venture between SINA and Yahoo!. Ms. Du rejoined us in January 2005 and served as our General Manager of Sales Strategy from January 2005 to March 2005, General Manager of Sales from April 2005 to August 2005, Vice President of Sales from September 2005 to February 2007, and Senior Vice President of Sales and Marketing from February 2007 to February 2008. Ms. Du holds a B.S. in Applied Chemistry from Harbin Institute of Technology and an M.S. in MIS from San Francisco State University.

*Arthur Jianglei Wei* has served as our Senior Vice President since February 2015. Prior to joining SINA, Mr. Wei was a Vice President and the Chief Marketing Officer of Lenovo China. Mr. Wei joined Lenovo Group in 2007 and served various management positions within the group. From 1996 to 2007, Mr. Wei held several positions at Hewlett-Packard Co., in charge of marketing, business development, etc. Prior to that, Mr. Wei worked at Wyse Technology (Far East) Ltd. from 1994 to 1996 and at Beijing Hamamatsu Photonics K.K. from 1991 to 1994. Mr. Wei holds an M.B.A. from Santa Clara University.

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*Bin Zheng* has served as our Vice President of human resources since November 2013 and was promoted to be an executive officer of SINA in June 2014. Prior to joining SINA, Ms. Zheng served as Vice President of Qihoo 360 and Director of Qifei International, a subsidiary of Qihoo 360. Prior to that, Ms. Zheng served as Baidu's HR Executive Director from January 2008 to June 2011. Prior to her position in Baidu, Ms. Zheng held various Human Resources managerial roles in Fortune 500 companies, including Alcatel-Lucent, Lucent Technology Ltd. and General Electric. Ms. Zheng holds an EMBA degree from Peking University.

*Ter Fung Tsao* has served as a director since March 1999. Mr. Tsao has served as Chairman of Standard Foods Corporation (formerly known as Standard Foods Taiwan Ltd.), a packaged food company, since 1986. Before joining Standard Foods Taiwan Ltd., Mr. Tsao worked in several positions within The Quaker Oats Company, a packaged food company, in the United States and Taiwan. Mr. Tsao received a B.S. in Civil Engineering from Cheng Kung University in Taiwan, an M.S. in Sanitary Engineering from Colorado State University, and a Ph.D. in Food and Chemical Engineering from Colorado State University.

*Yan Wang* has served as a director since May 2003. Mr. Wang served as our Chairman of the Board of Directors from May 2006 to August 2012 and served as our Vice Chairman of the board of directors from May 2006 to May 2008. Previously, he served as our Chief Executive Officer from May 2003 to May 2006, our President from June 2001 to May 2003, our General Manager of China Operations from September 1999 to May 2001 and as our Executive Deputy General Manager for Production and Business Development in China from April 1999 to August 1999. In April 1996, Mr. Wang founded the SRSnet.com division of Beijing Stone Rich Sight Limited (currently known as Beijing SINA Information Technology Co., Ltd.), one of our subsidiaries. From April 1996 to April 1999, Mr. Wang served as the head of our SRS Internet Group. Mr. Wang holds a B.A. in Law from the University of Paris.

*Song-Yi Zhang* has served as a director since April 2004. Mr. Zhang currently serves as the Chairman of Mandra Capital. From November 1997 to November 2000, Mr. Zhang was a Managing Director of Morgan Stanley and served separately as a Managing Director in its Asia Mergers, Acquisitions, Restructuring and Divestiture Group and Co-head of its Asia Utilities/ Infrastructure Group. Mr. Zhang is currently a director of China Longyuan Power Group Corporation Limited, a wind power generation company. Mr. Zhang holds a J.D. degree from Yale Law School.

*Yichen Zhang* has served as a director since May 2002 and was a director of Weibo from January 2014 to January 2016. Mr. Zhang has been the Chairman and Chief Executive Officer of CITIC Capital Holdings Limited ("CCHL," formerly known as CITIC Capital Markets Holdings Ltd.), a China-focused investment management and advisory firm. Prior to founding CITIC Capital, Mr. Zhang was an Executive Director of CITIC Pacific and President of CITIC Pacific Communications. He was previously a Managing Director at Merrill Lynch responsible for Debt Capital Market activities for the Greater China region. Mr. Zhang began his career at Greenwich Capital Markets in 1987 and became Bank of Tokyo's Head of Proprietary Trading in New York in the early 1990s. Mr. Zhang returned to China in the mid-1990s and advised the Chinese Ministry of Finance and other Chinese agencies on the development of the domestic government bond market. He is also a member of the Eleventh and Twelfth National Committee of the Chinese People's Political Consultative Conference. Mr. Zhang is a graduate of Massachusetts Institute of Technology.

There are no family relationships among any of the directors or executive officers of Sina Corporation. Our board of directors has determined that the following directors, representing a majority of our directors, are "independent" as defined under Nasdaq Marketplace Rule 5605(a)(2): Yan Wang, Ter Fung Tsao, Yichen Zhang, and Song-Yi Zhang. We intend to maintain a majority of independent directors on the Board.

### **B. Compensation**

Each non-employee director receives an annual cash retainer of \$20,000, the Chair of the Audit Committee receives an additional annual cash retainer of \$5,000 and the Chair of the Compensation Committee receives an additional annual cash retainer of \$3,000. Currently, our employee directors are not entitled to any other cash compensation in addition to their employment compensation for serving on our board of directors. In 2015, we paid an aggregate of approximately \$1.3 million in cash compensation to our executive officers and non-employee directors as a group.

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In 2015, no restricted share units and options were granted to non-employee directors. In 2015, we granted an aggregate of 146,279 restricted share units and options to purchase 7,500 ordinary shares under our share incentive plans to our executive officers. In addition, Weibo granted an aggregate of 20,000 restricted share units under its share incentive plans to our directors and executive officers in 2015.

**SINA's Share Incentive Plans**

***Amended and Restated 2007 Share Incentive Plan***

Our 2007 share incentive plan was adopted on June 29, 2007 and amended and restated on August 2, 2010 (the "Amended and Restated 2007 Plan"). A total of 10,000,000 ordinary shares are available for issuance pursuant to awards granted under the Amended and Restated 2007 Plan. The Amended and Restated 2007 Plan permits the granting of share options, share appreciation rights, restricted share units and restricted shares. The maximum number of ordinary shares that may be granted subject to awards under the Amended and Restated 2007 Plan during any given fiscal year will be limited to 3% of the total outstanding shares of our company as of the end of the immediately preceding fiscal year, plus any shares remaining available under the share pool for the immediately preceding fiscal year. Share options and share appreciation rights must be granted with an exercise price of at least 100% of the fair market value on the date of grant.

Upon its adoption, the Amended and Restated 2007 Plan replaced our 1999 Stock Plan and 1999 Directors' Stock Option Plan. For a brief description of our 1999 Stock Plan and 1999 Directors' Stock Option Plan, see Note 15 to the consolidated financial statements. Our Amended and Restated 2007 Plan terminated on August 1, 2015. No addition awards could be made under our Amended and Restated 2007 Plan after its termination, but the termination of the plan would not impair any award previously granted under the plan.

As of March 31, 2016, there were 2,638,170 ordinary shares issuable upon exercise of outstanding options and vesting of outstanding restricted share units under the Amended and Restated 2007 Plan, and 24,000 ordinary shares issuable upon exercise of outstanding options under our 1999 Directors' Stock Option Plan.

***2015 Share Incentive Plan***

In July 2015, we adopted our 2015 share incentive plan, or the 2015 Plan. The aggregate number of shares reserved for issuance pursuant to awards under the 2015 Plan is 6,000,000 ordinary shares. The 2015 Plan permits the grant of four types of awards: share options, share appreciation rights, restricted share units and restricted shares. The maximum number of ordinary shares that may be granted subject to awards under the 2015 Plan during any given fiscal year will be limited to 3% of the total outstanding shares of our company as of the end of the immediately preceding fiscal year, plus any shares remaining available under the share pool for the immediately preceding fiscal year. As of March 31, 2016, there were 253,039 ordinary shares issuable upon exercise of outstanding restricted share units under the 2015 Plan.

The following table summarizes, as of March 31, 2016, the outstanding options and restricted share units that we granted to our directors, executive officers and other option grantees in the aggregate:

Name	Ordinary Shares Underlying Outstanding Options and Restricted Share Units	Exercise Price (US\$/Share)	Grant Date	Expiration Date
Chao, Charles	*	51.48	June 27, 2012	June 27, 2018
	*	38.27	November 25, 2014	November 25, 2020
	*(1)	—	November 25, 2014	—
Zhang, Bonnie Yi	*(1)	—	February 5, 2015	—
Du, Hong	*	51.48	June 27, 2012	June 27, 2018
	*	38.27	November 25, 2014	November 25, 2020
	*(1)	—	November 25, 2014	—
Zheng, Bin	*	35.69	January 16, 2015	January 16, 2021
	*(1)	—	December 30, 2013	—
	*(1)	—	January 16, 2015	—
	*(1)	—	May 1, 2015	—
Wei, Arthur Jianglei	*(1)	—	April 6, 2015	—
Tsao, Ter Fung	*	24.39	June 23, 2006	June 23, 2016
	*(1)	—	August 10, 2012	—
	*(1)	—	November 8, 2013	—
	*(1)	—	August 8, 2014	—
	*(1)	—	February 19, 2016	—
Wang, Yan	*(1)	—	August 10, 2012	—
	*(1)	—	November 8, 2013	—
	*(1)	—	August 8, 2014	—
	*(1)	—	February 19, 2016	—
Zhang, Song-Yi	*	24.39	June 23, 2006	June 23, 2016

	*(1)	—	August 10, 2012	—
	*(1)	—	November 8, 2013	—
	*(1)	—	August 8, 2014	—
	*(1)	—	February 19, 2016	—
Zhang, Yichen	*(1)	—	August 10, 2012	—
	*(1)	—	November 8, 2013	—
	*(1)	—	August 8, 2014	—
	*(1)	—	February 19, 2016	—
Other employees		From \$35.69 to	From June 27, 2012 to	From June 27, 2018 to
	263,623	\$51.48	January 16, 2015	January 16, 2021
	1,337,446 <sup>(1)</sup>	—	From January 8, 2012 to	
			January 11, 2016	—
Total	2,915,209			

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\* Less than one percent of the outstanding ordinary shares

(1) Restricted share units

The options granted to our directors and executive officers generally have a term of six years, but are subject to earlier termination in connection with termination of continuous service to us. Generally, option grantees may pay the exercise price via a cashless exercise procedure. The options granted to directors and executive officers vest over a four-year vesting period with 1/8th of the shares covered by the option vesting on the six-month anniversary of the grant date and the remaining shares vesting ratably on a monthly basis over the remaining vesting period. Performance-based restricted share units are settled upon the achievement by our executive officers of the service-based vesting conditions prescribed by our board of directors. The restricted share units subject to service-based vesting that were granted to our non-employee directors generally vest over a four-year period on a straight-line basis on each six-month anniversary date. The restricted share units subject to service-based vesting that were granted to our executive officers generally vest over a four-year period on a straight-line basis on each six-month anniversary date. Restricted shares units that do not vest as prescribed will be forfeited.

**Weibo's Share Incentive Plans**

Weibo, our subsidiary, adopted its 2010 Share Incentive Plan in August 2010, under which 35,000,000 ordinary shares of Weibo were initially reserved for issuance. On March 28, 2014, Weibo adopted its 2014 Share Incentive Plan, which has a term of ten years. The maximum aggregate number of shares which may be issued pursuant to all awards under the 2014 Share Incentive Plan is 5,647,872, the sum initially reserved under the 2014 Plan, plus the amount equal to 10% of the total number of our ordinary shares on an as-converted and fully diluted basis as of December 31, 2014. Weibo intends to use such share incentive plan to continue to attract and retain employee talent.

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The following table summarizes, as of March 31, 2016, the options and restricted shares granted under Weibo's share incentive plans to directors and executive officers of our company and to other individuals as a group, without giving effect to the options that were exercised or restricted shares that have vested, if any.

Name	Ordinary Shares Underlying Outstanding Options and Restricted Share Units	Exercise Price (US\$/Share)	Grant Date	Expiration Date
Chao, Charles	*(1)	—	October 10, 2014	—
Zhang, Bonnie Yi	*(1)	—	April 4, 2014	—
Du, Hong	* *(1)	0.36 —	September 28, 2010 April 4, 2014	September 28, 2017 —
Wei, Arthur Jianglei	—	—	—	—
Bin Zheng	* *(1)	3.5 —	December 30, 2013 January 28, 2015	December 30, 2020 —
Tsao, Ter Fung	*(1)	—	November 8, 2013	—
Wang, Yan	*(1)	—	November 8, 2013	—
Zhang, Song-Yi	*(1)	—	November 8, 2013	—
Zhang, Yichen	*(1) *(1)	— —	November 8, 2013 April 4, 2014	— —
Other grantees	4,640,077 5,337,867 <sup>(1)</sup>	From \$0.36 to \$3.50 —	From August 16, 2010 to December 30, 2013 From November 8, 2013 to December 14, 2015	From August 16, 2017 to December 30, 2020 —
Total	12,047,544			

\* Less than one percent of the total outstanding ordinary shares of Weibo

(1) Restricted share units of Weibo

### *Change in Control and Severance Agreements*

Certain of our executive officers are entitled to receive cash payments and other benefits upon the occurrence of termination of employment or a change in control of our company when certain conditions are satisfied. See “—C. Board Practices—Potential Payments upon Termination or Change in Control” below.

### *C. Board Practices*

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

Our Amended and Restated Articles of Association currently authorize a board of not less than two directors and require one-third of our directors to retire from office by rotation at each annual general meeting, thereby effectively classifying our board into three classes serving staggered terms. At each annual general meeting, the terms of one class of directors will expire. The directors whose terms expire each year will be those who have been in office the longest since their last election. A director whose term is expiring will remain in office until the close of the meeting at which his or her term expires, and will be eligible for re-election at that meeting. Our Amended and Restated Articles of Association also provide that any newly appointed director by the board shall hold office only until the next annual general meeting at which time such director shall be eligible for re-election by the shareholders.

We currently have five members of the board of directors. All members of the Board, except for the CEO, shall retire from office by rotation at our annual general meeting. Pursuant to our Amended and Restated Articles of Association, except for our CEO, who has been designated by the board as the managing director of our company and, as such, has a permanent seat on the board, one-third of the directors, or if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third, shall retire from office by rotation at each annual general meeting. The directors to retire at each annual general meeting shall be those who have been longest in office since their last election. Based on our current board composition, Ter Fung Tsao, as the Class I director, will retire and be eligible for re-election at our 2016 annual general meeting; Yichen Zhang, as the Class II director, will retire and be eligible for re-election at our 2017 annual general meeting; Yan Wang, as the Class III director, will retire and be eligible for re-election at our 2018 annual general meeting; and Song-Yi Zhang, as the Class IV director, will retire and be eligible for re-election at our 2019 annual general meeting. For the period during which each director has served on the Board, please refer to “Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management.” above.



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Our officers are elected by and serve at the discretion of the board of directors. Our employment agreements with our officers have a term of three or four years and may be extended for an additional one-year period after the end of original term. For the period during which each officer has served in office, please refer to “Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management.” above.

***Board Committees***

Our Audit Committee consists of Song-Yi Zhang and Ter Fung Tsao, and Song-Yi Zhang is the chairman. The board has determined that all members of the Audit Committee are independent under the standards set forth in Rule 10A-3 under the Securities Act of 1933, as amended, and in NASDAQ Listing Rules 5605, and each of them is able to read and understand fundamental financial statements. In addition, the board has determined that Song-Yi Zhang qualifies as an “audit committee financial expert” as defined in the instructions to Item 16A of the Form 20-F. Our Audit Committee is responsible for, among other things:

***Independent accountant***

1. Appoint the independent accountant for ratification by the stockholders and approve the compensation of and oversee the independent accountant.
2. Confirm that the proposed audit engagement team for the independent accountant complies with the applicable auditor rotation rules.
3. Ensure the receipt of, and review, a written statement from our independent accountant regarding the independent accountant’s independence in accordance with applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountants’ communications with the Audit Committee concerning independence.
4. Review with our independent accountant any disclosed relationship or service that may impact the objectivity and independence of the accountant.
5. Pre-approve all audit services and permitted non-audit services to be provided by the independent accountant as required by the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
6. Review the plan for and the scope of the audit and related services at least annually.

***Financial Reporting***

7. Review and discuss with finance management our company’s earnings press releases as well as earnings guidance provided to analysts.
8. Review the annual reports of our company with finance management and the independent accountant prior to filing of the reports with the SEC.
9. Review with finance management and the independent accountant at the completion of the annual audit:
  - a. Our company’s annual financial statements and related footnotes;

- b. The independent accountant's audit of the financial statements;
- c. Any significant changes required in the independent accountant's audit plan;
- d. Any serious difficulties or disputes with management encountered by the independent accountant during the course of the audit; and
- e. Other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards.

***Related Party and Relationship Disclosure***

- 10. Ensure the receipt of, and review, a report from the independent accountant required by Section 10A of the Exchange Act.
- 11. Oversee our company's compliance with SEC requirements for disclosure of accountant's services and Audit Committee members and activities.
- 12. Review and approve all related party transactions other than compensation transactions.

***Critical Accounting Policies & Principles and Key Transactions***

- 13. Review with finance management and the independent accountant at least annually our company's application of critical accounting policies and its consistency from period to period, and the compatibility of these accounting policies with generally accepted accounting principles, and (where appropriate) our provisions for future occurrences which may have a material impact on the financial statements of our company.
- 14. Oversee our company's finance function, which may include the adoption from time to time of a policy with regard to the investment of our assets.
- 15. Periodically discuss with the independent accountant, without Management being present, (i) their judgments about the quality, appropriateness, and acceptability of our company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (ii) the completeness and accuracy of our company's financial statements.
- 16. Review and discuss with finance management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of our company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses.

***Internal Control and Related Matters***

- 17. Oversee the adequacy of our company's system of internal controls. Obtain from the independent accountant management letters or summaries on such internal controls. Review any related significant findings and recommendations of the independent accountant together with management's responses thereto.
- 18. Oversee our company's Anti-Fraud and Whistleblower Program.
- 19. Perform annual self-assessment on Audit Committee effectiveness.

In addition to the above responsibilities, the Audit Committee shall undertake such other duties as the board delegates to it or that are required by applicable laws, rules and regulations.

Finally, the Audit Committee shall ensure that our independent accountant understand both (i) their ultimate accountability to the board and the Audit Committee, as representatives of our shareholders and (ii) the Board's and the Audit Committee's ultimate authority and responsibility to select, evaluate and, where appropriate, replace our independent accountant (or to nominate the outside accountant to be proposed for shareholder approval in any proxy statement).

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Our Compensation Committee consists of Mr. Yan Wang and Mr. Yichen Zhang. The members of the Compensation Committee are non-employee directors. Our Compensation Committee is responsible for establishing and monitoring the general compensation policies and compensation plans of our company, as well as the specific compensation levels for executive officers. It also administers the granting of equity awards to executive officers under our share incentive plans.

***Potential Payments upon Termination or Change in Control***

We have entered into contracts with our executive director and officers, including Mr. Charles Chao, our Chief Executive Officer and a director of our Company, which provide for potential payments upon termination or change in control.

***Terms of Potential Payments—Termination***

We have entered into an employment agreement with our executive director and officers providing, among other things, that in the event that employment of such executive director or officer is terminated without cause or if a constructive termination occurs (either event, an “Involuntary Termination”), such executive director or officer shall be entitled to receive payment of severance benefits equal to his or her regular monthly salary for twelve months (or in the case of Charles Chao, (i) eighteen months if the remaining term of his employment agreement (the “Remaining Term”) is more than or equal to eighteen months, (ii) the Remaining Term if the Remaining Term is less than eighteen months but more than twelve months, or (iii) twelve months if the Remaining Term is equal to or less than 12 months (the “Severance Period”)), provided that the executive director or officer executes a release agreement at the time of such termination. An amount equal to six months of such severance benefits shall be paid on the six-month anniversary of the termination date, and the remaining severance benefits shall be paid ratably over the following six-month period (or in the case of Mr. Chao, over the remaining Severance Period) in accordance with our standard payroll schedule. Additionally, upon an Involuntary Termination, such executive officer will be entitled to receive any bonus earned as of the date of such termination, which amount shall be paid on the six-month anniversary of such executive officer’s termination date. We will also reimburse such executive director and officer over the twelve months following termination (or in the case of Mr. Chao, over the Severance Period) for health insurance benefits with the same coverage provided to such executive officer prior to his or her termination, provided that reimbursement for the first six months shall be paid on the six-month anniversary of such executive officer’s termination date and reimbursement for any remaining health insurance benefits shall be paid on the first day of each month during which such executive officer receives such health insurance benefits. Any unvested share options or shares of restricted stock held by such executive officer as of the date of his or her Involuntary Termination will vest as to that number of shares that such executive officer would have vested over the twelve-month period following his or her termination (or in the case of Mr. Chao, during the Severance Period) if he or she had continued employment with our company through such period, and such executive officer shall be entitled to exercise any such share options through the date that is the later of (x) the 15th day of the third month following the date the share options would otherwise expire, or (y) the end of the calendar year in which the share options would otherwise expire. Such executive officer is not eligible for any severance benefits if his employment is terminated voluntarily or if he or she is terminated for cause.

In the event that an executive officer voluntarily elects to terminate his or her employment, he or she will receive payment(s) for all salary and unpaid vacation accrued as of the date of his termination of employment and his or her benefits will be continued in accordance with our then-existing benefits plans and policies in effect on the date of termination and in accordance with applicable law. In the event that an executive officer’s employment is terminated for cause, then he or she shall not be entitled to receive payment of any severance benefits, but he will receive payment(s) for all salary and unpaid vacation accrued as of the date of such termination and his or her benefits will be continued in accordance with our then-existing benefits plans and policies in effect on the date of termination and in accordance with applicable law.

In the event that an executive officer’s employment with our company terminates as a result of his or her death or disability, such executive officer’s estate or representative will receive the amount of such executive officer’s target bonus for the fiscal year in which the death or disability occurs to the extent that the bonus has been earned as of the date of such death or disability, as determined by the board of directors or the Compensation Committee based on the specific corporate and individual performance targets established for such fiscal year.

***Terms of Potential Payments—Change in Control***

In addition to the employment agreements described above, We have also entered into a change in control agreement with its executives. Under the change in control agreements, in general, a change in control shall be deemed to occur if (i) any person or entity acquires fifty percent or more of the combined voting power of our outstanding securities, (ii) during any period of two consecutive years there is an unwelcome change in a majority of the members of our board of directors, (iii) we merge or consolidate with another organization (other than a merger where our shareholders continue to own more than fifty percent of the combined voting power and with the power to elect at least a majority of the board of directors), (iv) our shareholders approve a complete liquidation or an agreement for the sale or disposition of all or substantially all of our assets or (v) there occurs any other event of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A promulgated under the Exchange Act.

The change in control agreement provides for certain benefits in the event of a change in control as well as in the event of an involuntary termination after a change in control. Upon a change in control in which the successor corporation does not assume outstanding options, all such options shall become fully vested and exercisable. In addition, if an executive officer's employment with our company is terminated without cause or if he or she resigns for good reason (as such terms are defined in the change in control agreements) within 24 months following a change in control, such executive officer will receive a pro-rata amount of the full value of any targeted annual bonus for the year in which his or her employment is terminated, the greater of 100% of his or her annual base salary and 100% of his or her targeted annual bonus for the year in which his or her employment is terminated, reimbursement in full of the applicable insurance premiums for him or her and his or her eligible dependents for the first eighteen months that he or she and his or her dependents are eligible for health insurance coverage if a continuance of health insurance benefits are elected, continued D&O insurance coverage for six years after his or her termination, an acceleration of all stock awards that are unvested as of his or her termination date and a tax gross up for any excise tax imposed by Internal Revenue Code Section 4999. If the termination is by reason of death or disability within 24 months following a change in control, such executive officer or his or her estate will be entitled to continued payment of his or her full base salary at the rate then in effect on the date of termination for a period of one year from the date of termination. The change in control agreement also provides for a payment of an amount equal to the full value of the excise tax imposed by Section 4999 of the Internal Revenue Code should the executive officer be subject to the excise tax on golden parachute payments under the Internal Revenue Code.

Except as set forth in Item 6.B. and Item 6.C., we have no service contracts with any of our directors that provide benefits to them upon termination.

***D. Employees***

We had 7,010, 8,021 and 7,646 employees respectively as of December 31, 2013, 2014 and 2015. Currently most of them were employed in the PRC with the remaining employed in the United States, Hong Kong and Taiwan. From time to time we employ independent contractors to support our production, engineering, marketing and sales departments. The number of independent contractors employed during 2015 was not significant. Our Chinese employees are members of a labor association that represents employees with respect to labor disputes and other employee matters. To date, we have not experienced a work stoppage or a labor dispute that has interfered with our operations.

***E. Share Ownership***

The following table sets forth certain information that has been provided to us with respect to the beneficial ownership of our ordinary shares as of March 31, 2016 by:

- each shareholder known to us own beneficially more than 5% of the ordinary shares;
- each director;

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- each of our executive officers listed in “Directors and Senior Management” above; and
- all of our current directors and executive officers as a group.

Percentage of beneficial ownership is based on 69,860,557 ordinary shares (excluding 9,274,507 ordinary shares that have been repurchased but not cancelled) outstanding as of March 31, 2016 together with options that are exercisable within 60 days from March 31, 2016 and shares issuable upon vesting of restricted share units within 60 days from March 31, 2016 for each shareholder. Beneficial ownership is determined in accordance with the rules of the SEC.

Name and Address of Beneficial Owners	Number of Shares Beneficially Owned	Percent of Shares Beneficially Owned <sup>(1)</sup>
<b>Major Shareholders</b>		
New Wave MMXV Limited <sup>(2)</sup>	11,000,000	15.8
Greenwoods Asset Management Limited and its affiliates <sup>(3)</sup>	5,271,690	7.5
Fosun International Limited <sup>(4)</sup>	4,776,344	6.8
Platinum Investment Management Limited <sup>(5)</sup>	4,437,093	6.4
Morgan Stanley <sup>(6)</sup>	3,809,933	5.5
<b>Directors and Executive Officers</b>		
Charles Chao <sup>(7)</sup>	12,474,779	17.8
Bonnie Yi Zhang	*	*
Hong Du	*	*
Arthur Jianglei Wei	*	*
Bin Zheng	*	*
Ter Fung Tsao <sup>(8)</sup>	*	*
Yan Wang	*	*
Song-Yi Zhang <sup>(9)</sup>	*	*
Yichen Zhang <sup>(10)</sup>	*	*
All directors and executive officers as a group	12,863,719	18.3

\* Less than one percent of the outstanding ordinary shares.

\*\* Except otherwise disclosed in this annual report, the business address of our directors and executive officers is 20/F Beijing Ideal International Plaza No. 58 North 4th Ring Road West, Haidian District, Beijing, 100080, People’s Republic of China.

- (1) For each named person, the percentage ownership includes ordinary shares which the person has the right to acquire within 60 days after March 31, 2016. However, such shares shall not be deemed outstanding with respect to the calculation of ownership percentage for any other person.
- (2) New Wave MMXV Limited, or New Wave, is a company incorporated in British Virgin Islands and controlled by Mr. Charles Chao. Mr. Chao is the sole director of New Wave. The 11,000,000 ordinary shares held by New Wave are subject to a share mortgage for the benefit of Credit Suisse AG Hong Kong Branch, or Credit Suisse, a third-party lender that has entered into a margin loan facility agreement and related share mortgage with New Wave to provide financing for the purchase of the 11,000,000 ordinary shares purchased by New Wave from us. The address of New Wave is Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands.
- (3) Beneficial ownership calculation is based solely on a review of a Schedule 13G/A filed with the SEC on January 7, 2016. The address of Greenwoods Asset Management Limited is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1111-1, Cayman Islands.
- (4) Beneficial ownership calculation is based solely on a review of a Schedule 13G/A filed with the SEC on February 3, 2016. The address of Fosun International Limited is Room 808, ICBC Tower, 3 Garden Road, Central, Hong Kong.
- (5) Beneficial ownership calculation is based solely on a review of a Schedule 13G filed with the SEC on February 12, 2016. The address of Platinum Investment Management Limited is Level 8, 7 Macquarie Place, Sydney NSW 2000, Australia.
- (6) Beneficial ownership calculation is based solely on a review of a Schedule 13G/A filed with the SEC on February 5, 2016. The address of Morgan Stanley is 1585 Broadway, New York, NY 10036.
- (7) Includes 11,000,000 ordinary shares held by New Wave, 848,795 shares owned by New-Wave Investment Holding Company Limited, a British Virgin Islands Company majority owned by Mr. Chao, 230,984 shares held by Mr. Chao, 350,000 shares issuable upon exercise of options exercisable within 60 days from March 31, 2016, and 45,000 shares issuable upon vesting of restricted share units within 60 days from March 31, 2016. Mr. Chao is the sole director of New-Wave Investment Holding Company Limited.

(8) The address of Mr. Tsao is c/o Standard Foods Corporation, 5th Floor, No. 136 Jen Ai Road, Section 3, Taipei 10657, Taiwan.

(9) The address of Mr. Song-Yi Zhang is c/o Mandra Capital, 10/F, Fung House, 19-20 Connaught Road, Central Hong Kong.

(10) The address of Mr. Yichen Zhang is c/o CITIC 26/F CITIC Tower, Tim Mei Avenue, Central Hong Kong.

For information regarding the options held by our directors and executive officers as well as the arrangements involving the employees in the capital of our company, see “Item 6. Directors, Senior Management and Employees—B. Compensation—SINA’s Share Incentive Plans.”

## **Item 7. Major Shareholders and Related Party Transactions**

### **A. Major Shareholders**

For information regarding major shareholders, please refer to “Item 6. Directors, Senior Management and Employees—E. Share Ownership.”

Our major shareholders do not have voting rights that are different from other shareholders. Pursuant to a registration rights agreement we entered into with New Wave on November 6, 2015, we agreed to provide New Wave with certain registration rights in respect of our ordinary shares owned by New Wave. See “—B. Related Party Transactions—Transactions and Agreements with Directors and Officers—Registration Rights Agreement.”

As of March 31, 2016, 58,821,372 ordinary shares, or 84.2% of our total outstanding ordinary shares (excluding ordinary shares that have been repurchased but not cancelled), were held by 40 record shareholders in the United States, including approximately 84.2% held by Cede & Co. The number of beneficial owners of our ordinary shares in the United States is likely to be much larger than the number of record holders of our ordinary shares in the United States. We are not directly or indirectly controlled by another corporation, any foreign government or any other natural or legal person.

To our knowledge, to fund part of the subscription price for the 11,000,000 ordinary shares issued to New Wave on November 6, 2015, New Wave entered into a margin loan facility agreement with Credit Suisse, a third-party lender, on November 4, 2015, pursuant to which New Wave obtained a 24-month term loan from Credit Suisse in the principal amount of \$230 million. In connection with the loan facility, New Wave entered into an equitable share mortgage with Credit Suisse, pursuant to which New Wave granted mortgage in favor of Credit Suisse over all of its right, title and interest in and to 11,000,000 ordinary shares acquired by New Wave including all benefits, present and future, actual and contingent accruing in respect of the shares, as a continuing security for the discharge of its obligations under the facility agreement. Except for the above, we are not aware of any arrangement that may, at a subsequent date, result in a change in control of our company.

### **B. Related Party Transactions**

Except for the transactions disclosed below in this Item 7.B., since the beginning of 2012, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we were or are a party and in which any director, executive officer or beneficial holder of more than 10% of any class of our voting securities or such person’s immediate family members or controlled enterprises had or will have a direct or indirect material interest other than as described below and elsewhere in this annual report. It is our policy that future transactions between us and any of our directors, executive officers or related parties will be subject to the review and approval of our Audit Committee or other committee comprised of independent, disinterested directors.

Our Code of Ethics states that a conflict of interest may exist whenever a relationship of an employee, officer or director, or one of their family members, is inconsistent with our company’s best interests or could cause a conflict with job responsibilities. Under our Code of Ethics, if our employees, officers and directors have any question regarding whether a conflict of interest exists, they are required to consult with their immediate supervisor or our Compliance Officer. If they become aware of a conflict or potential conflict, they are required to bring it to the attention of their immediate supervisor or the Compliance Officer.

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Our Insider Trading Policy applicable to all employees, officers and directors and their family members prohibits trading based on material, non-public information regarding our company or disclosure of such information for trading in our securities.

Potential criminal and civil liability and disciplinary actions for insider trading are set forth in our Insider Trading Policy. Our Chief Financial Officer serves as our Insider Trading Compliance Officer for the implementation of our Insider Trading Policy. Our Insider Trading Policy is delivered to all new employees and consultants upon the commencement of their relationships with our company and is circulated to all personnel at least annually.

All transactions between Weibo and us were eliminated in our consolidated financial statements.

#### **Agreements with Weibo**

Weibo Corporation, or Weibo, which became listing on the NASDAQ Global Select Market in April 2014, is currently our majority-owned subsidiary. Prior to the initial public offering of Weibo, we provided Weibo with financial, accounting, administrative, sales and marketing, legal and human resources services, as well as the services of a number of our executive officers and other employees, the costs of which were allocated to Weibo based on proportion of revenues, infrastructure usage and labor usage attributable to our business, among other things. We have entered into agreements with Weibo with respect to various ongoing relationships between us. These include a master transaction agreement, a transitional service agreement, a non-competition agreement and a sales and marketing services agreement. The following are summaries of these agreements and of an intellectual property license agreement that we entered into with Weibo in April 2013.

##### ***Master Transaction Agreement***

The master transaction agreement contains provisions relating to Weibo's carve-out from us. Pursuant to this agreement, Weibo is responsible for all financial liabilities associated with the current and historical social media business and operations that have been conducted by or transferred to it, and we are responsible for financial liabilities associated with all of our other current and historical businesses and operations, in each case regardless of the time those liabilities arise. The master transaction agreement also contains indemnification provisions under which Weibo and our company indemnify each other with respect to breaches of the master transaction agreement or any related inter-company agreement.

In addition, Weibo has agreed to indemnify us against liabilities arising from misstatements or omissions in the prospectus or the registration statement of which it is a part in connection with Weibo's initial public offering, except for misstatements or omissions relating to information that we provided to Weibo specifically for inclusion in the prospectus or the registration statement of which it forms a part. Weibo also has agreed to indemnify us against liabilities arising from any misstatements or omissions in its subsequent SEC filings and from information it provides to us specifically for inclusion in our annual reports or other SEC filings following the completion of Weibo's initial public offering, but only to the extent that the information pertains to Weibo or Weibo's business or to the extent we provide Weibo prior written notice that the information will be included in our annual reports or other subsequent SEC filings and the liability does not result from the action or inaction of us. Similarly, we will indemnify Weibo against liabilities arising from misstatements or omissions in our subsequent SEC filings or with respect to information that we provided to Weibo specifically for inclusion in the prospectus, the registration statement of which the prospectus forms a part in connection with Weibo's initial public offering, or Weibo's annual reports or other SEC filings following the completion of its initial public offering.

The master transaction agreement also contains a general release, under which the parties will release each other from any liabilities arising from events occurring on or before the initial filing date of the registration statement in connection with Weibo's initial public offering, including in connection with the activities to implement the offering. The general release does not apply to liabilities allocated between the parties under the master transaction agreement or the other inter-company agreements.

Furthermore, under the master transaction agreement, Weibo has agreed to use its reasonable best efforts to use the same independent certified public accounting firm selected by us and to maintain the same fiscal year as us until our first fiscal year-end following the earlier of (1) the first date when we no longer own at least 20% of the voting power of Weibo's then outstanding securities and (2) the first date when we cease to be the largest beneficial owner of Weibo's then outstanding voting securities (without considering holdings by certain institutional investors). This earlier date is referred to as the control ending date. Weibo also has agreed to use its reasonable best efforts to complete its audit and provide us with all financial and other information on a timely basis so that we may meet our deadlines for our filing of annual and quarterly financial statements.



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Under the master transaction agreement, the parties also agree to cooperate in sharing information and data collected from each party's business operation, including without limitation user information and data relating to user activities. The parties agree not to charge any fees for their cooperation provided under the agreement unless they separately and explicitly agree otherwise.

The master transaction agreement will automatically terminate five years after the first date upon which we cease to own in aggregate at least 20% of the voting power of Weibo's then outstanding securities, provided that the agreement on sharing information and data will terminate on the earlier of (1) the fifteenth anniversary of the commencement of the cooperation period or (2) five years after the first date upon which we cease to own in aggregate at least 20% of the voting power of Weibo's then outstanding securities. This agreement can be terminated early or extended by mutual written consent of the parties. The termination of this agreement will not affect the validity and effectiveness of the transitional services agreement, the non-competition agreement and the sales and marketing services agreement.

### ***Transitional Services Agreement***

Under the transitional services agreement, we agree that, during the service period, as described below, we will provide Weibo with various corporate support services, including but not limited to:

- administrative support;
- operational management support;
- legal support;
- technology support; and
- provision of office facilities.

We also may provide Weibo with additional services that we and Weibo may identify from time to time in the future.

The price to be paid for the services provided under the transitional service agreement will be the actual direct and indirect costs of providing such services. Direct costs include labor-related compensation and travel expenses and materials and supplies consumed in performing the services. Indirect costs include office occupancy, information technology supervision and other overhead costs of the department incurring the direct costs of providing the services.

The transitional service agreement provides that the performance of a service according to the agreement will not subject the provider of such service to any liability whatsoever except as directly caused by the gross negligence or willful misconduct of the service provider. Liability for gross negligence or willful misconduct is limited to the lower of the price paid for the particular service or the cost of the service's recipient performing the service itself or hiring a third party to perform the service. Under the transitional services agreement, the service provider of each service is indemnified by the recipient against all third-party claims relating to provision of services or the recipient's material breach of a third-party agreement, except where the claim is directly caused by the service provider's gross negligence or willful misconduct.

The service period under the transitional services agreement commences in March 2014 and will end on the expiration of five years thereafter. Weibo may terminate the transitional services agreement with respect to either all or part of the services by giving 90-day prior written notice to us and paying a termination fee equal to the direct costs incurred by us in connection with its provision of services at the time of the early termination. We may terminate this agreement with respect to either all or part of the services by giving us a 90-day prior written notice if we cease to own in aggregate at least 20% of the voting power of Weibo's then outstanding securities or cease to be the largest beneficial owner of Weibo's then outstanding voting securities, without considering holdings of institutional investors that have acquired Weibo's securities in the ordinary course of their business and not with the purpose or the effect of changing or influencing control of Weibo.

### ***Non-competition Agreement***

Our non-competition agreement with Weibo provides for a non-competition period beginning upon the completion of Weibo's initial public offering and ending on the later of (1) five years after the first date when we cease to own in aggregate at least 20% of the voting power of Weibo's then outstanding securities and (2) fifteenth anniversary of the completion of Weibo's initial public offering. This agreement can be terminated early by mutual written consent of the parties.

We have agreed not to compete with Weibo during the non-competition period in the business that is of the same nature as the microblogging and social networking business operated by Weibo as of the date of the agreement, except for owning non-controlling equity interest in any company competing with Weibo. Weibo has agreed not to compete with us during the non-competition period in the businesses currently conducted by us, as described in our periodic filings with the SEC, other than the microblogging and social networking business currently operated by Weibo as of the date of the agreement, except for owning non-controlling equity interest in any company competing with our company.



The non-competition agreement also provides for a mutual non-solicitation obligation that neither Weibo nor we may, during the non-competition period, hire, or solicit for hire, any active employees of or individuals providing consulting services to the other party, or any former employees of or individuals providing consulting services to the other party within six months of the termination of their employment or consulting services, without the other party's consent, except for solicitation activities through generalized non-targeted advertisement not directed to such employees or individuals that do not result in a hiring within the non-competition period.

### ***Sales and Marketing Services Agreement***

Under our sales and marketing services agreement with Weibo, Weibo agrees that we will be its sales and marketing agent within the service period commencing in March 2014 and ending on the earlier of (1) the fifteenth anniversary of the commencement of the service period or (2) five years after the first date upon which we cease to own in aggregate at least 20% of the voting power of Weibo's then outstanding securities.

The fee to be reimbursed for the services provided under this agreement shall be the reasonably allocated direct and indirect costs of providing such services. Direct costs include labor-related compensation and travel expenses and materials and supplies consumed in performing the services. Indirect costs include office occupancy, information technology support and other overhead costs of the department incurring the direct costs of providing the service.

### ***Intellectual Property License Agreement***

The intellectual property license agreement was entered into by and between Weibo and us as a part of Ali WB's purchase of Weibo's ordinary and preferred shares in April 2013. Under the intellectual property license agreement, we grant Weibo and its subsidiaries a perpetual, worldwide, royalty-free, fully paid-up, non-sublicensable, non-transferable, limited, exclusive license of trademarks, including “新浪微博,” “ 微博” and “ 新浪微博,” and a non-exclusive license of certain other intellectual property owned by us to make, sell, offer to sell and distribute products, services and applications on a microblogging and social networking platform. Weibo grants us and our affiliates a non-exclusive, perpetual, worldwide, non-sublicensable, non-transferable limited license of certain of our intellectual property to use, reproduce, modify, prepare derivative works of, perform, display or otherwise exploit such intellectual property. This agreement commenced on April 29, 2013 and will continue in effect unless terminated by us in case of Weibo's breach as provided in the agreement.

## **Agreements with Weibo and Alibaba**

In April 2013, concurrently with forming a strategic alliance with several of our affiliated entities, Alibaba invested \$585.8 million through Ali WB, its wholly owned subsidiary, to purchase Weibo's ordinary and preferred shares representing approximately 18% of Weibo's then total outstanding shares on a fully diluted basis. The following are summaries of our strategic alliance with Alibaba and major rights that Ali WB has as Weibo's shareholder.

### ***Strategic Collaboration with Alibaba***

In April 2013, we entered into a strategic collaboration agreement and a marketing cooperation agreement to form a strategic alliance between several of our affiliated entities, including Weibo Technology, Weimeng and the ICP Company and several entities affiliated with Alibaba, including Alibaba (China) Co., Ltd., Taobao (China) Software Co., Ltd., Zhejiang Tmall.com Technology Co., Ltd. and Alibaba (China) Internet Technology Co., Ltd., to jointly explore social commerce and develop innovative marketing solutions to enable merchants on Alibaba e-commerce platforms to better connect and build relationships with Weibo users. Under these agreements, the parties agreed to cooperate on a non-exclusive basis in respect of user account sharing, data sharing, platform integration, product development, payment supporting for both personal computer and mobile businesses, marketing activities and other aspects of the parties' businesses. As part of the strategic alliance, Alibaba purchased approximately RMB2.3 billion (\$381 million) as committed in advertising and social commerce services from Weibo and us from 2013 to 2015. The strategic collaboration agreement and the marketing cooperation agreement expired in January 2016, and our cooperation with Alibaba continues in the ordinary course of our business.

### ***Shareholders' Agreement***

Under the shareholders' agreement among us, Weibo and Ali WB, Ali WB has been granted an option to increase its ownership in Weibo up to 30% on a fully diluted basis and determined under the treasury method. Concurrently with the initial public offering of Weibo, Ali WB fully exercised its option to acquire an additional 2,923,478 Class A ordinary shares of Weibo in a private placement, 21,067,300 Class A ordinary shares from us, and 6,000,000 Class A ordinary shares of Weibo represented by American depositary shares as a part of Weibo's initial public offering. In addition, Ali WB has the right of first offer if (1) our company or any of our wholly owned subsidiaries desires to sell all or any portion of our shares in Weibo to a third party other than up to 7,000,000 ordinary shares, or (2) any management shareholder of Weibo desires to sell all or any portion of Weibo's shares such shareholder holds to a third party other than up to 20% of the ordinary shares held by such shareholder as of April 29, 2013.

### ***Voting Agreement***

We entered into a voting agreement with Ali WB in April 2014, pursuant to which Ali WB has the right to appoint or nominate such number of directors of Weibo as is proportional to the percentage of its ownership in Weibo on a fully diluted basis (such number of directors to be rounded down the closest integer). Nevertheless, the number of Weibo's non-independent directors Ali WB is entitled to appoint or nominate shall be no fewer than one director but no greater than the number of directors appointed or nominated by us as long as Ali WB holds less shares in Weibo than us. Ali WB's board representation rights will terminate in the event that more than 50% of its acquired shares in Weibo, being the total shares of Weibo acquired by Ali WB in April 2013 and through the exercise of Ali WB's option under the shareholders' agreement, are transferred by Ali WB or its permitted transferees to one or more third parties or are no longer held by Alibaba directly, or indirectly through certain subsidiaries. Ali WB may assign its board representation rights to a qualified new investor to whom Ali WB transfers at least 50% of its acquired shares and who meets the requirements set forth in the shareholders' agreement and the directors to be appointed by such new qualified investor must meet qualifications set forth in the voting agreement.

### ***Registration Rights Agreement***

We entered into a registration rights agreement with Weibo and Ali WB in March 2014. Under the registration rights agreement, each of our company and Ali WB has the right to require Weibo to register the public sale of all the shares owned by these two shareholders as well as the right to participate in registrations of shares by Weibo or any of other shareholders of Weibo. We and Ali WB have customary rights under the registration rights agreement, such as no more than two (2) demand registration rights, unlimited piggyback registration rights, shelf registration rights and rights to request us to pay registration expenses and to bear indemnification liability.

## **Transactions and Agreements with Directors and Officers**

### ***Share Issuance to Management***

In June 2015, we entered into a share subscription agreement with our chairman of board and chief executive officer, Mr. Charles Chao, pursuant to which we issued 11,000,000 ordinary shares to New Wave, a British Virgin Islands company controlled by Mr. Charles Chao, our chairman of the board and chief executive officer, for a total subscription price of \$456 million at a closing that occurred on November 6, 2015. The shares issued to New Wave are subject to a lock-up restriction for six months following the closing.

### ***Registration Rights Agreement***

On November 6, 2015, we entered into a registration rights agreement with New Wave, pursuant to which we agreed to provide New Wave with certain registration rights in respect of our ordinary shares held by it.

After the expiration of the six-month lock-up period and upon receipt of a written request from New Wave requesting us effect a registration under the Securities Act of 1933, as amended, covering all of part of the shares held by New Wave, we shall, as soon as is practicable, but in no event later than thirty (30) days (excluding any days which occur during a permitted blackout period (as such term is defined in the registration rights agreement)) after receipt of such written request, file with the SEC, and use its reasonable best efforts to cause to be declared effective, a registration statement, or a Shelf Registration Statement, provided, however, that we shall not be obligated to effect any such registration if the aggregate price (net of any underwriters' discounts or commissions) of the sale of shares relating to such registration is less than \$10,000,000. We shall file with the SEC, and use its reasonable best efforts to cause to be declared effective, a Shelf Registration Statement on each of November 6, 2017 and 2018, the second and third anniversaries of the closing date, covering the number of shares for which registration is requested by New Wave.

If, at any time, we file a registration statement with the SEC, New Wave will be entitled, subject to certain exceptions, to exercise "piggyback" registration rights requiring us to include in any such registration that number of shares held by New Wave, subject to certain prescribed limitations provided in the registration rights agreement.

We may, on a limited number of occasions, and in certain prescribed circumstances, delay the filing or effectiveness of any registration statement required to be filed pursuant to the registration rights agreement. Persons who acquire shares from New Wave through share transfer(s) permitted under the registration rights agreement will be entitled to the same rights and subject to the same obligations that New Wave has under the registration rights agreement.

### ***Commercial Contracts***

One of our subsidiaries is a party to an agreement with BroadVision Inc. ("BroadVision") whose Chairman, Chief Executive Officer and President, Mr. Pehong Chen, our director from March 1999 to December 2015. Under the agreement, BroadVision provides HR information management hosting service, including software subscription, system upgrade and technical support. In 2013, 2014 and 2015, service fees to BroadVision were approximately \$169,000, \$176,000 and \$175,000, respectively. There was no payable outstanding as of December 31, 2014 and 2015.

### ***Employment and Compensation Agreements***

We have entered into employment and compensation arrangements with our directors and executive officers as described in "Item 6. Directors, Senior Management and Employees" above.

### ***Indemnification Agreements***

We have entered into indemnification agreements with our officers Charles Chao and Bonnie Yi Zhang and directors Yan Wang, Ter Fung Tsao, Yichen Zhang, and Song-Yi Zhang containing provisions which may require us, among other things, to indemnify our officers and directors against certain liabilities that may arise by reason of their status or service as officers or directors, other than liabilities arising from willful misconduct of a culpable nature, and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified.

### **Control Agreements**

PRC law currently limits foreign equity ownership of companies that provide certain internet and MVAS related businesses. To comply with these PRC regulations, we operate our websites and provide certain online services in China through a series of contractual arrangements with our VIEs, which are PRC domestic companies, and their shareholders. See “Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements with VIEs and Their Respective Shareholders.”

### **Transactions and Agreements with E-House and Leju**

On January 1, 2008, we started to reorganize our real estate and home furnishing channels and online real estate advertising business into a separate unit with its own legal entities, management team, advertising operations, systems and physical facilities. The reorganization was completed on April 1, 2008 with the formation of COHT, a joint venture between us and CRIC. On July 23, 2009, we and CRIC entered into a share purchase agreement, as amended on September 29, 2009, pursuant to which CRIC acquired our equity interest in COHT in exchange for CRIC issuing its ordinary shares to us. CRIC merged into and became a 100% subsidiary of E-House on April 20, 2012 and, as a result, each ordinary share of CRIC held by us was converted into 0.6 ordinary share of E-House. We entered into an investor rights agreement with E-House on August 16, 2012 after CRIC has merged into E-House, pursuant to which E-House has granted us certain registration rights with respect to its ordinary shares held by us.

In connection with the formation of COHT in 2008, the terms of the joint venture provided COHT with the rights, for an initial term of ten years, to operate our real estate and home furnishing websites, including licenses to use our trademark, domain names, website technologies and certain software. In 2009, we and COHT entered into an amended and restated advertising inventory agency agreement, a domain name and content license agreement, a restated trademark license agreement and a software license and support services agreement. In December 2013, COHT became a wholly owned subsidiary of Leju Holdings Limited, or Leju, a majority-owned subsidiary of E-House. In March 2014, Leju and SINA entered into an advertising inventory agency agreement, an amended and restated domain name and content license agreement, an amended and restated trademark license agreement and an amended and restated software license and support services agreement. The principal effect of the agreements entered into in March 2014 is to extend the term of agreements through 2024. In 2015, we generated \$4.9 million online advertising agency fee from Leju. As of December 31, 2015, there were \$1.4 million due from Leju, representing online advertising agency fee payable to us.

### ***Investor Rights Agreement***

We entered into an investor rights agreement with E-House on August 16, 2012 after CRIC has merged into E-House, pursuant to which E-House has granted us certain registration rights with respect to its ordinary shares held by us, these rights are substantially the same as the rights granted to us by CRIC before it merged into E-House.

*Demand registration rights.* Following the date that is 180 days after the date of the investor rights agreement, we have the right to demand that E-House effect a registration covering the offer and sale of E-House’s ordinary shares held by us. We are entitled to an aggregate of three such registrations. E-House, however, is not required to prepare and file (1) more than one demand registration statements in any 12-month period, or (2) any demand registration statement within 180 days following the date of effectiveness of any other registration statement. If the demand registration relates to an underwritten public offering and the managing underwriter advises in its reasonable opinion that the number of securities requested to be included in the demand registration exceeds the largest number which reasonably can be sold in such offering without having a material adverse effect on such offering, E-House will include in such demand registration, up to the maximum offering size, following the order of priority: (1) the registrable securities that the requesting party proposes to register; (2) the registrable securities that any non-requesting party proposes to register; and (3) any securities E-House proposes to register and any securities with respect to which any other security holder has requested registration.

*Piggyback registration rights.* If E-House proposes to file a registration statement for an offering of its ordinary shares, other than in a transaction of the type referred to in Rule 145 under the Securities Act of 1933, as amended, or to our employees pursuant to any employee benefit plan, then E-House must offer us an opportunity to include in the registration all or any part of our registrable securities. If the piggyback registration relates to an underwritten public offering and the managing underwriter advises in its reasonable opinion that the number of securities requested to be included in the piggyback registration together with the securities being registered by E-House or any other security holder exceeds the largest number which reasonably can be sold in such offering without having a material adverse effect on such offering, then (1) if E-House initiated the piggyback registration, E-House will include in such registration the registrable securities E-House propose to register first, and allocate the remaining part of the maximum offering size to all other selling registrable security holders including us on a pro rata basis; (2) if any other holders of E-House registrable securities initiated the piggy-back registration, E-House will include in such piggy-back registration, first, the registrable securities such initiating holders propose to register, second, the registrable securities held by us, and third, any securities E-House proposes to register.

*Blackout periods.* E-House is entitled to two blackout periods, aggregating to no more than 120 days in any 12-month period, during which E-House can defer the filing or effectiveness of a registration statement, if in the good faith judgment of its board of directors, E-House would be required to disclose in the annual report information not otherwise then required by law to be publicly disclosed, and there is a likelihood that such disclosure, or any other action to be taken in connection with the annual report, would materially and adversely affect or interfere with any significant financing, acquisition, merger, disposition of assets, corporate reorganization or other material transaction of negotiations involving E-House.

*Expenses of registration.* E-House will pay all expenses relating to any demand or piggyback registration, except that we shall bear and pay all (1) brokerage commissions, (2) commissions, fees, discounts, transfer taxes, stamp duties or expenses of any underwriter or placement agent applicable to registrable securities offered for our account, (3) fees and expenses of our counsel or other advisers, and (4) other out-of-pocket expenses.

#### ***Amended and Restated Advertising Agency Agreement***

Under the advertising inventory agency agreement, Leju has the exclusive right to sell advertising to real estate, home furnishing and construction materials advertisers on all of our non-real estate websites and is required to pay us fees of approximately 15% of the revenues generated from such sales of advertising, subject to certain limitations on the amount of advertising that it may sell. Fees payable by Leju to us are based on the amount of advertising sold. In addition, Leju authorizes us to be its exclusive agent to sell non-real estate-related advertising on its directly operated websites. Leju is entitled to receive approximately 85% of the revenues generated from these sales. The initial term of the advertising inventory agency agreement is ten years, expiring in 2024.

#### ***Domain Name and Content License Agreement***

Under the amended and restated domain name and content license agreement, we granted to Leju an exclusive license to use its five domain names, namely, house.sina.com.cn, jiaju.sina.com.cn, construction.sina.com.cn, dichan.sina.com.cn, and esf.sina.com.cn in connection with Leju's real estate internet operations in China. In addition, we also granted to Leju an exclusive license to use all contents, whose copyrights are owned by us or owned by a third-party provider but is sub-licensable by us without requiring payment of any additional fees and without violating the terms of any agreement with such third party provider, in connection with websites associated with the domain names licensed to Leju. For other operating contents, Leju may enter into an agreement with the owner independently and will be responsible for the costs associated with procuring the contents. The licenses are for an initial term of ten years expiring in 2024.

### ***Trademark License Agreement***

Under the amended and restated trademark license agreement, we granted to Leju a non-exclusive license to use three of our trademarks and an exclusive license to use four of our related trademarks in connection with Leju's real estate online operations in China through websites located at leju.com and the websites located at house.sina.com.cn, jiaju.sina.com.cn, construction.sina.com.cn, dichan.sina.com.cn and esf.sina.com.cn. The licenses are for an initial term of ten years expiring in 2024.

### ***Software License and Support Services Agreement***

Under the amended and restated software license and support services agreement, we granted to Leju a non-exclusive license to use (i) the proprietary software used for, among other things, internet content publishing, advertising publishing, sales management, procurement reimbursement, financial management flow, statistics, monitoring and censoring; (ii) certain current software products and interfaces necessary to facilitate Leju's use of such current software products; (iii) the databases; (iv) certain improvements to the licensed software; and (v) related documentation and hardware, in each case to the extent such items (other than licensor improvements) exist and have been delivered to COHT under the software license and support service agreement executed in 2009. We will continue to provide to Leju infrastructure necessary to operate its websites and facilitate its use of the licensed software. In addition, we will continue to provide support services, including routine maintenance, technical support and hardware support. The licenses are for an initial term of ten years expiring in 2024 and free of any fees (subject to certain exceptions). However, to the extent that there are any reasonable, incremental costs for use of the licensed software or the infrastructure, or provision of the support services, due to a change in the business needs, Leju is required to reimburse us for all such costs.

### ***Going-Private Transaction in Connection with E-House***

On June 19, 2015, we formed a consortium with Mr. Xin Zhou, co-chairman of the board of directors and chief executive officer of E-House, and Mr. Neil Nanpeng Shen, a member of the board of directors of E-House, to work exclusively with one another with respect to a proposed transaction to acquire all the outstanding ordinary shares of E-House not already owned by us, Mr. Xin Zhou, Mr. Neil Nanpeng Shen or their respective affiliates. On April 15, 2016, E-House entered into a definitive agreement and plan of merger, or the Merger Agreement with E-House Holdings Ltd., or Parent and E-House Merger Sub Ltd., or Merger Sub, a wholly-owned subsidiary of Parent. Pursuant to the Merger Agreement, Parent will acquire E-House for a cash consideration equal to US\$6.85 per ordinary share, and upon the closing of the merger, Merger Sub will merge with and into E-House, with E-House continuing as the surviving corporation and a wholly owned subsidiary of Parent. In connection with the transaction contemplated by the Merger Agreement, we have agreed to make an equity contribution of approximately \$140 million to Parent to subscribe newly issued shares of Parent and entered into a series of agreements, including a rollover agreement, a voting agreement, an equity commitment letter and a limited guarantee, concurrently with the execution of the Merger Agreement. The merger is currently expected to close during the second half of 2016 subject to various closing conditions, including the E-House's shareholder approval.

#### ***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 at the end of this annual report filed as part of this Annual Report on Form 20-F.

### ***Legal Proceedings***

As of December 31, 2015, except disclosed herein, there were no legal or arbitration proceedings that have had in the recent past, or to our knowledge, may have, material effects on our financial position, profitability or cash flows.



## Dividend Policy

We have not declared nor paid any cash dividends on our ordinary shares in the past and have no plans to do so in the foreseeable future.

### **B. Significant Changes**

None.

## **Item 9. The Offer and Listing**

### **A. Offer and Listing Details**

Our ordinary shares have been quoted on the NASDAQ Global Select Market (formerly the NASDAQ National Market) system under the symbol “SINA” since April 13, 2000. The following table sets forth the high and low trading prices of our ordinary shares for (1) each year of the five most recent full financial years, (2) each of the four quarters of the two most recent full financial years and the subsequent period and (3) each of the most recent six months:

	Trading Price	
	High	Low
	\$	\$
<b>Annual Highs and Lows</b>		
2011	147.12	46.86
2012	80.80	41.14
2013	92.83	45.54
2014	89.79	35.05
2015	61.25	31.92
<b>Quarterly Highs and Lows</b>		
First Quarter 2014	89.79	57.13
Second Quarter 2014	63.75	42.40
Third Quarter 2014	52.77	40.76
Fourth Quarter 2014	42.25	35.05
First Quarter 2015	38.76	32.08
Second Quarter 2015	61.25	31.92
Third Quarter 2015	53.65	32.61
Fourth Quarter 2015	52.66	39.68
First Quarter 2016	50.54	39.58
<b>Monthly Highs and Lows</b>		
October 2015	48.83	39.68
November 2015	52.66	44.28
December 2015	52.21	46.01
January 2016	50.54	42.60
February 2016	46.73	39.58
March 2016	49.38	42.00
April 2016 (through April 22, 2016)	46.61	51.68

### **B. Plan of Distribution**

Not applicable.

### **C. Markets**

Our ordinary shares have been quoted on the NASDAQ Global Select Market (formerly the NASDAQ National Market) system under the symbol “SINA” since April 13, 2000.

### **D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**Item 10. Additional Information**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

Except for the part captioned “Differences in Corporate Law” which is replaced by below, we incorporate by reference into this annual report the description of our amended and restated memorandum and articles of association contained in our registration statement on Form F-3, Registration No. 333-163990, filed on December 23, 2009.

**2015 Rights Plan**

In 2005, we adopted a Rights Plan, or the “2005 Rights Plan,” to protect the best interests of all shareholders. The 2005 Rights Plan expired on February 22, 2015. In order to continue to protect the best interests of our shareholders, our board of directors approved a continuation of the 2005 Rights Plan, or the 2015 Rights Plan in April 2015. In general, the 2015 Rights Plan has substantially the same terms as the 2005 Rights Plan. Pursuant to the 2015 Rights Plan, stockholders of SINA have rights to purchase ordinary shares of the Company at a substantial discount from those securities’ fair market value upon a person or group acquiring, without the approval of the Board of Directors, more than 10% of the Company’s ordinary shares. Any person or group who triggers the purchase right distribution becomes ineligible to participate in the Plan, causing substantial dilution of such person or group’s holdings. The 2015 Rights Plan has a record date of May 4, 2015 and will expire on April 23, 2025 unless extended by the Company’s board of directors before then.

**Differences in Corporate Law**

The Companies Law is derived, to a large extent, from the older Companies Acts of England but does not follow recent United Kingdom statutory enactments, and accordingly there are significant differences between the Companies Law and the current Companies Act of England. In addition, the Companies Law differs from laws applicable to United States corporations and their shareholders. Set forth below is a summary of the significant differences between the provisions of the Companies Law applicable to us and the laws applicable to companies incorporated in the United States and their shareholders.

**Mergers and Similar Arrangements**

The Companies Law permits mergers and consolidations between Cayman Islands companies and between Cayman Islands companies and non-Cayman Islands companies. For these purposes, (a) “merger” means the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company and (b) a “consolidation” means the combination of two or more constituent companies into a combined company and the vesting of the undertaking, property and liabilities of such companies to the consolidated company. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorized by (a) a special resolution of the shareholders of each constituent company, and (b) such other authorization, if any, as may be specified in such constituent company’s articles of association. The written plan of merger or consolidation must be filed with the Registrar of Companies together with a declaration as to the solvency of the consolidated or surviving company, a list of the assets and liabilities of each constituent company and an undertaking that a copy of the certificate of merger or consolidation will be given to the members and creditors of each constituent company and that notification of the merger or consolidation will be published in the Cayman Islands Gazette. Dissenting shareholders have the right to be paid the fair value of their shares (which, if not agreed between the parties, will be determined by the Cayman Islands court) if they follow the required procedures, subject to certain exceptions. Court approval is not required for a merger or consolidation which is effected in compliance with these statutory procedures.

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In addition, there are statutory provisions that facilitate the reconstruction and amalgamation of companies, provided that the arrangement is approved by a majority in number of each class of shareholders or creditors (representing 75% by value) with whom the arrangement is to be made and who must, in addition, represent three-fourths in value of each such class of shareholders or creditors, as the case may be, that are present and voting either in person or by proxy at a meeting, or meetings, convened for that purpose. The convening of the meetings and subsequently the arrangement must be sanctioned by the Grand Court of the Cayman Islands. While a dissenting shareholder has the right to express to the court the view that the transaction ought not to be approved, the court can be expected to approve the arrangement if it determines that:

- the statutory provisions as to the required majority vote have been met;
- the shareholders have been fairly represented at the meeting in question and the statutory majority are acting bona fide without coercion of the minority to promote interests adverse to those of the class;
- the arrangement is such that may be reasonably approved by an intelligent and honest man of that class acting in respect of his interest; and
- the arrangement is not one that would more properly be sanctioned under some other provision of the Companies Law.

When a takeover offer is made and accepted by holders of 90% of the shares affected within four months, the offeror may, within a two-month period commencing on the expiration of such four month period, require the holders of the remaining shares to transfer such shares on the terms of the offer. An objection can be made to the Grand Court of the Cayman Islands but this is unlikely to succeed in the case of an offer which has been so approved unless there is evidence of fraud, bad faith or collusion.

If an arrangement and reconstruction is thus approved, the dissenting shareholder would have no rights comparable to appraisal rights, which would otherwise ordinarily be available to dissenting shareholders of Delaware corporations, providing rights to receive payment in cash for the judicially determined value of the shares.

### ***Shareholders' Suits***

In principle, we will normally be the proper plaintiff and as a general rule a derivative action may not be brought by a minority shareholder. However, based on English authorities, which would in all likelihood be of persuasive authority in the Cayman Islands, the Cayman Islands court can be expected to apply and follow the common law principles (namely the rule in *Foss v. Harbottle* and the exceptions thereto) which permit a minority shareholder to commence a class action against, or derivative actions in the name of, a company to challenge the following:

- an acts which is illegal or ultra vires;
- an act which, although not ultra vires, could only be effected duly if authorized by a special or qualified majority vote that has not been obtained; and
- an act which constitutes a fraud on the minority where the wrongdoers are themselves in control of the company.

### ***Indemnification of Directors and Executive Officers and Limitation of Liability***

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. Our memorandum and articles of association provide that our directors and officers shall be entitled to be indemnified out of the assets of our company against all losses or liabilities incurred or sustained by him as a director or officer of our company in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted. This standard of conduct is generally the same as permitted under the Delaware General Corporation Law for a Delaware corporation. In addition, we have entered into indemnification agreements with our directors and senior executive officers that provide such persons with additional indemnification beyond that provided in our memorandum and articles of association.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers or persons controlling us under the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### ***Anti-Takeover Provisions in the Memorandum and Articles of Association***

Some provisions of our memorandum and articles of association may discourage, delay or prevent a change in control of our company or management that shareholders may consider favorable, including provisions that authorize our board of directors to issue preferred shares in one or more series and to designate the price, rights, preferences, privileges and restrictions of such preferred shares without any further vote or action by our shareholders.

However, under Cayman Islands law, our directors may only exercise the rights and powers granted to them under our memorandum and articles of association, as amended and restated from time to time, for a proper purpose and for what they believe in good faith to be in the best interests of our company.

#### ***Directors' Fiduciary Duties***

Under Delaware corporate law, a director of a Delaware corporation has a fiduciary duty to the corporation and its shareholders. This duty has two components: the duty of care and the duty of loyalty. The duty of care requires that a director act in good faith, with the care that an ordinarily prudent person would exercise under similar circumstances. Under this duty, a director must inform himself of and disclose to shareholders, all material information reasonably available regarding a significant transaction. The duty of loyalty requires that a director act in a manner he or she reasonably believes to be in the best interests of the corporation. He or she must not use his or her corporate position for personal gain or advantage. This duty prohibits self-dealing by a director and mandates that the best interest of the corporation and its shareholders take precedence over any interest possessed by a director, officer or controlling shareholder and not shared by the shareholders generally. In general, actions of a director are presumed to have been made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation. However, this presumption may be rebutted by evidence of a breach of one of the fiduciary duties. Should such evidence be presented concerning a transaction by a director, a director must prove the procedural fairness of the transaction and that the transaction was of fair value to the corporation.

As a matter of Cayman Islands law, a director of a Cayman Islands company is in the position of a fiduciary with respect to the company and therefore he owes the following duties to the company — a duty to act in good faith in the best interests of the company, a duty not to make a personal profit based on his or her position as director (unless the company permits him to do so), a duty not to put himself in a position where the interests of the company conflict with his or her personal interest or his or her duty to a third party and a duty to exercise powers for the purpose for which such powers were intended. A director of a Cayman Islands company owes to the company a duty to act with skill and care. It was previously considered that a director need not exhibit in the performance of his or her duties a greater degree of skill than may reasonably be expected from a person of his or her knowledge and experience. However, English and Commonwealth courts have moved towards an objective standard with regard to the required skill and care and these authorities are likely to be followed in the Cayman Islands.

#### ***Shareholder Proposals***

Under the Delaware General Corporation Law, a shareholder has the right to put any proposal before the annual meeting of shareholders, provided it complies with the notice provisions in the governing documents. The Delaware General Corporation Law does not provide shareholders an express right to put any proposal before the annual meeting of shareholders, but in keeping with common law, Delaware corporations generally afford shareholders an opportunity to make proposals and nominations provided that they comply with the notice provisions in the certificate of incorporation or bylaws. A special meeting may be called by the board of directors or any other person authorized to do so in the governing documents, but shareholders may be precluded from calling special meetings.

Cayman Islands law provides shareholders with only limited rights to requisition a general meeting, and does not provide shareholders with any right to put any proposal before a general meeting. However, these rights may be provided in a company's articles of association. Our memorandum and articles of association provides that, on the written requisition of any two or more shareholders holding shares representing in aggregate not less than one-tenth of the total voting rights in the paid up capital of our company, the board shall convene an extraordinary general meeting. However, our memorandum and articles of association do not provide our shareholders with any right to put any proposals before annual general meetings or extraordinary general meetings not called by such shareholders. As an exempted Cayman Islands company, we are not obliged by law to call shareholders' annual general meetings, but our memorandum and articles of association obliges our company in each year to hold a general meeting as its annual general meeting in addition to any other meeting in that year. The annual general meeting may be held at such time and place as our board of directors shall appoint.

#### ***Cumulative Voting***

Under the Delaware General Corporation Law, cumulative voting for elections of directors is not permitted unless the corporation's certificate of incorporation specifically provides for it. Cumulative voting potentially facilitates the representation of minority shareholders on a board of directors since it permits the minority shareholder to cast all the votes to which the shareholder is entitled on a single director, which increases the shareholder's voting power with respect to electing such director. Cayman Islands law does not prohibit cumulative voting, but our articles of association do not provide for cumulative voting. As a result, our shareholders are not afforded any less protections or rights on this issue than shareholders of a Delaware corporation.

#### ***Removal of Directors***

Under the Delaware General Corporation Law, a director of a corporation with a classified board may be removed only for cause with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise. Under our memorandum and articles of association, directors may be removed by a special resolution of our shareholders or by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the director (including himself) then in office.

#### ***Transactions with Interested Shareholders***

The Delaware General Corporation Law contains a business combination statute applicable to Delaware public corporations whereby, unless the corporation has specifically elected not to be governed by such statute by amendment to its certificate of incorporation or bylaws that is approved by its shareholders, it is prohibited from engaging in certain business combinations with an "interested shareholder" for three years following the date that such person becomes an interested shareholder. An interested shareholder generally is a person or a group who or which owns or owned 15% or more of the target's outstanding voting stock or who or which is an affiliate or associate of the corporation and owned 15% or more of the corporation's outstanding voting stock within the past three years. This has the effect of limiting the ability of a potential acquirer to make a two-tiered bid for the target in which all shareholders would not be treated equally. The statute does not apply if, among other things, prior to the date on which such shareholder becomes an interested shareholder, the board of directors approves either the business combination or the transaction which resulted in the person becoming an interested shareholder. This encourages any potential acquirer of a Delaware corporation to negotiate the terms of any acquisition transaction with the target's board of directors.

Cayman Islands law has no comparable statute. As a result, we cannot avail ourselves of the types of protections afforded by the Delaware business combination statute. However, although Cayman Islands law does not regulate transactions between a company and its significant shareholders, it does provide that such transactions must be entered into bona fide in the best interests of the company and for a proper corporate purpose and not with the effect of constituting a fraud on the minority shareholders.

### ***Dissolution; Winding Up***

Under the Delaware General Corporation Law, unless the board of directors approves the proposal to dissolve, dissolution must be approved by shareholders holding 100% of the total voting power of the corporation. Only if the dissolution is initiated by the board of directors may it be approved by a simple majority of the corporation's outstanding shares. Delaware law allows a Delaware corporation to include in its certificate of incorporation a supermajority voting requirement in connection with dissolutions initiated by the board. Under Cayman Islands law, a company may be wound up by either an order of the courts of the Cayman Islands or by a special resolution of its members or, if the company is unable to pay its debts as they fall due, by an ordinary resolution of its members. The court has authority to order winding up in a number of specified circumstances including where it is, in the opinion of the court, just and equitable to do so.

### ***Variation of Rights of Shares***

Under the Delaware General Corporation Law, a corporation may vary the rights of a class of shares with the approval of a majority of the outstanding shares of such class, unless the certificate of incorporation provides otherwise. Under Cayman Islands law and our articles of association, if our share capital is divided into more than one class of shares, we may vary the rights attached to any class only with the written consent of the holders of two-thirds in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of shares of that class.

### ***Amendment of Governing Documents***

Under the Delaware General Corporation Law, a corporation's certificate of incorporation may be amended only if adopted and declared advisable by the board of directors and approved by a majority of the outstanding shares entitled to vote and the bylaws may be amended with the approval of a majority of the outstanding shares entitled to vote and may, if so provided in the certificate of incorporation, also be amended by the board of directors. Under the Companies Law, our memorandum and articles of association may only be amended by special resolution of our shareholders.

### ***Rights of Non-Resident or Foreign Shareholders***

There are no limitations imposed by our memorandum and articles of association on the rights of non-resident or foreign shareholders to hold or exercise voting rights on our shares. In addition, there are no provisions in our memorandum and articles of association governing the ownership threshold above which shareholder ownership must be disclosed.

### ***Directors' Power to Issue Shares***

Under our memorandum and articles of association, our board of directors is empowered to issue or allot shares with or without preferred, deferred, qualified or other special rights or restrictions.

### ***C. Material Contracts***

We have not entered into any material contracts for the two years immediately preceding the date of this annual report other than in the ordinary course of business and other than those described elsewhere in this annual report on Form 20-F.

### ***D. Exchange Controls***

See "Item 4. Information on the Company—B. Business Overview—Government Regulation and Legal Uncertainties—Classified Regulations—Foreign Exchange." and "Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—Restrictions on paying dividends or making other payments to us bind our subsidiaries and VIEs in China."

**E. Taxation**

The following summary of the material Cayman Islands and United States federal income tax consequences of an investment in our 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. This summary does not deal with all possible tax consequences relating to an investment in our ordinary shares, such as the tax consequences under state, local and other tax laws.

***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 after execution 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 by our company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

***United States Federal Income Taxation Consideration***

The following discussion is a summary of United States federal income tax considerations relating to an investment in our ordinary shares by a U.S. Holder (defined below) that will hold our ordinary shares as “capital assets” (generally, property held for investment) under the United States Internal Revenue Code of 1986, as amended (the “Code”). This summary is based upon applicable provisions of the Code, Treasury regulations promulgated thereunder, pertinent judicial decisions, interpretive rulings of the Internal Revenue Service (the “IRS”) and such other authorities as we have considered relevant, which are subject to differing interpretation or change, possibly with retroactive effect. 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 and other financial institutions;
- broker dealers or traders in securities;
- regulated investment companies;
- persons that elect to mark their securities to market;
- tax-exempt entities;
- persons liable for the alternative minimum tax;
- persons holding ordinary share as part of a straddle, hedging, conversion or integrated transaction;
- persons that actually or constructively own 10% or more of our voting shares;
- persons that have a functional currency other than the United States dollar; and
- persons who acquired ordinary shares pursuant to the exercise of any employee share option or otherwise as consideration for services.

In addition, this summary does not discuss any non-United States, state, or local tax considerations. Each U.S. Holder is urged to consult its tax advisor regarding the United States federal, state, local, and non-United States income and other tax considerations of an investment in our ordinary shares.

The discussion below of the United States federal income tax consequences to “U.S. Holders” will apply if you are the beneficial owner of ordinary shares and you are, for United States federal income tax purposes,

- a citizen or individual resident of the United States;

- a corporation (or other entity taxable as a corporation for United States federal income tax purposes) organized under the laws of the United States, any State or the District of Columbia;
- an estate whose income is subject to United States federal income taxation regardless of its source; or
- a trust that (1) is subject to the supervision of a court within the United States and the control of one or more United States persons or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

If a partnership is a beneficial owner of our ordinary shares, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. If a U.S. Holder is a partner of a partnership holding our ordinary shares, such U.S. Holder is urged to consult its tax advisor regarding an investment in our ordinary shares.

#### ***Taxation of Dividends and Other Distributions on the Ordinary Shares***

Subject to the passive foreign investment company rules discussed below, the gross amount of any cash distribution (including the amount of any PRC tax withheld if we are deemed to be a resident enterprise under PRC tax law) paid on our ordinary shares out of our current or accumulated earnings and profits, as determined under United States federal income tax principles, will generally be includible in your gross income as dividend income on the day actually or constructively received by you. Because we do not intend to determine our earnings and profits on the basis of United States federal income tax principles, any distribution paid will generally be treated as a “dividend” for United States federal income tax purposes. Dividends received on our ordinary shares will not be eligible for the dividends received deduction allowed to corporations under the Code. Any dividend from us will not be eligible for the dividends-received deduction generally allowed to corporations in respect of dividends received from United States corporations.

A non-corporate recipient will be subject to tax at the lower capital gain tax rate applicable to “qualified dividend income,” provided that certain conditions are satisfied, including that (1) our ordinary shares are readily tradable on an established securities market in the United States, or, in the event that we are deemed to be a resident enterprise under the PRC tax law, we are eligible for the benefit of the United States-PRC income tax treaty (the “Treaty”), (2) we are neither a passive foreign investment company nor treated as such with respect to a U.S. Holder (as discussed below) for the taxable year in which the dividend was paid and for the preceding taxable year, and (3) certain holding period requirements are met. United States Treasury guidance indicates that common or ordinary 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 Global Select Market, as are our ordinary shares. If we are treated as a “resident enterprise” for PRC tax purposes, we may be eligible for the benefits of the Treaty. You should consult your tax advisers regarding the availability of the lower capital gains rate applicable to qualified dividend income for dividends paid with respect to the ordinary shares (including rules relating to foreign tax credit limitations).

For United States foreign tax credit purposes, dividends generally will be treated as income from foreign sources and generally will constitute passive category income. Depending on your particular circumstances, you may be eligible, subject to a number of complex limitations, to claim a foreign tax credit in respect of any foreign withholding taxes imposed on dividends received on our ordinary shares. If you do not elect to claim a foreign tax credit for foreign taxes withheld, you are permitted instead to claim a deduction, for United States federal income tax purposes, in respect of such withholdings, but only for a year in which you elect to do so for all creditable foreign income taxes. The rules governing the foreign tax credit are complex. You are urged to consult your tax advisor regarding the availability of the foreign tax credit under your particular circumstances.

#### ***Sale or Other Taxable Disposition of Ordinary Shares***

Subject to the passive foreign investment company rules discussed below, you generally will recognize capital gain or loss upon the sale or other taxable disposition of our ordinary shares in an amount equal to the difference, if any, between the amount realized upon the disposition and your adjusted tax basis in such ordinary shares. Any capital gain or loss will be long-term if you have held the ordinary shares for more than one year and will generally be United States-source gain or loss for United States foreign tax credit purposes. In the event that we are deemed to be a resident enterprise under PRC tax law, and gain from the disposition of the ordinary shares would be subject to tax in the PRC, such gain may be treated as PRC-source gain for foreign tax credit purposes under the Treaty. The deductibility of a capital loss may be subject to limitations. You are urged to consult your tax advisor regarding the tax consequences if a foreign tax is imposed on a disposition of our ordinary shares, including the availability of the foreign tax credit under your particular circumstances.



### ***Passive Foreign Investment Company Considerations***

As was the case for 2014, we believe that it is likely that we were a passive foreign investment company (“PFIC”) for our taxable year ended December 31, 2015 and, unless we choose to deploy our passive assets for working capital or other active purposes or the value of our ordinary shares increases, it is likely that we will be a PFIC for the current taxable year. Nevertheless, the application of the PFIC rules is subject to ambiguity in several respects and, in addition, we must make a separate determination each year as to whether we are a PFIC (after the close of each taxable year). Accordingly, we cannot assure you that we will or will not be a PFIC for the current or any other taxable year. A non-U.S. corporation, such as our company, is considered to be a PFIC for any taxable year if either:

- at least 75% of its gross income is passive income (the “income test”), or
- at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income (the “asset test”).

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.

We must make a separate determination each year as to whether we are a PFIC. As a result, our PFIC status may change from year to year. The total value of our assets for purposes of the asset test generally will be calculated with reference to the market price of our ordinary shares. Accordingly, fluctuations in the market price of the ordinary shares may result in our being a PFIC for any year. If we are a PFIC for any year during which you hold ordinary shares, we will continue to be treated as a PFIC for all succeeding years during which you hold ordinary shares. However, if we cease to be a PFIC, provided that you have not made a “mark-to-market” election, as described below, you may avoid some of the adverse effects of the PFIC regime by making a deemed sale election with respect to the ordinary shares, as applicable.

Although the law in this regard is not entirely clear, we treat our VIEs as being owned by us for United States federal income tax purposes because we control its management decisions and we are entitled to substantially all of their economic benefits and, as a result, we consolidate their results of operations in our consolidated U.S. GAAP financial statements. If it were determined, however, that we are not the owner of our VIEs for United States federal income tax purposes, we would likely be treated as a PFIC for subsequent taxable years, generally without regard to whether we reduce our cash holdings.

For each taxable year that we are treated as a PFIC with respect to ordinary shares you own, 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 ordinary shares, unless 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 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 ordinary shares,
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we became a PFIC, will be treated as ordinary income, and
- the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for you for such year and would 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 ordinary shares cannot be treated as capital, even if you hold the ordinary shares as capital assets.

Alternatively, a U.S. Holder of “marketable stock” (as defined below) in a PFIC may make a mark-to-market election for such stock of a PFIC to elect out of the tax treatment discussed in the two preceding paragraphs. If you make a valid mark-to-market election for the ordinary shares, you will include in income each year an amount equal to the excess, if any, of the fair market value of the ordinary shares as of the close of your taxable year over your adjusted basis in such ordinary shares. You are allowed a deduction for the excess, if any, of the adjusted basis of the ordinary shares over their fair market value as of the close of the taxable year. However, deductions are allowable only to the extent of any net mark-to-market gains on the ordinary shares 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 ordinary shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the ordinary shares, as well as to any loss realized on the actual sale or disposition of the ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ordinary shares. Your basis in the ordinary shares will be adjusted to reflect any such income or loss amounts. If you make such a mark-to-market election, tax rules that apply to distributions by corporations which are not PFICs would apply to distributions by us (except that the lower applicable capital gains rate would not apply).

The mark-to-market election is available only for “marketable stock” which is stock that is traded in other than *de minimis* quantities on at least 15 days during each calendar quarter (“regularly traded”) on a qualified exchange or other market, as defined in applicable Treasury regulations. We expect that the ordinary shares will continue to be listed on the NASDAQ Global Select Market, which is a qualified exchange for these purposes, and, consequently, assuming that the ordinary shares are regularly traded, if you are a holder of ordinary shares, it is expected that the mark-to-market election would be available to you were we to become a PFIC.

Because, as a technical matter, a mark-to-market election cannot be made for any lower-tier PFICs that we may own, a U.S. Holder may continue to be subject to the PFIC rules with respect to such U.S. Holder’s indirect interest in any investments held by us that are treated as an equity interest in a PFIC for United States federal income tax purposes.

A U.S. Holder that holds our ordinary shares in any year in which we are classified as a PFIC may make a “deemed sale” election with respect to such ordinary shares in a subsequent taxable year in which we are not classified as a PFIC. If you make a valid deemed sale election with respect to such ordinary shares, you will be treated as having sold all of your ordinary shares for their fair market value on the last day of the last taxable year in which we were a PFIC and such ordinary shares will no longer be treated as PFIC stock. You will recognize gain (but not loss), which will be subject to tax as an “excess distribution” received on the last day of the last taxable year in which we were a PFIC. Your basis in the ordinary shares would be increased to reflect gain recognized, and your holding period would begin on the day after we ceased to be a PFIC.

The deemed sale election is only relevant to U.S. Holders that hold ordinary shares during a taxable year in which we are a PFIC, regardless of whether we were a PFIC in any prior taxable year. U.S. Holders are urged to consult their tax advisors regarding the advisability of making a deemed sale election and the consequences thereof in light of the U.S. Holder’s individual circumstances.

We do not intend to provide information necessary for U.S. Holders to make qualified electing fund elections, which, if available, would result in tax treatment different from the general tax treatment for PFICs described above.

If you own our ordinary shares during any taxable year that we are a PFIC, temporary regulations generally require you to file IRS Form 8621, and the failure so to file may result in certain adverse United States federal income tax consequences to you. You are urged to consult your tax advisor concerning the United States federal income tax consequences of purchasing, holding, and disposing ordinary shares if we are or become a PFIC, including the possibility of making a mark-to-market election.

**Medicare Tax**

Recently enacted legislation generally imposes a 3.8% tax on a portion or all of the net investment income of certain individuals with a modified adjusted gross income of over \$200,000 (or \$250,000 in the case of joint filers or \$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 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 ordinary share) and certain other income, reduced by any deductions properly allocable to such income or net gain. You are urged to consult your tax advisors regarding the applicability of this tax to your income and gains in respect of your investment in our ordinary shares.

**Information Reporting and Backup Withholding**

Individual U.S. Holders and certain entities may be required to submit to the IRS certain information with respect to his or her beneficial ownership of our ordinary shares, if such ordinary shares are not held on his or her behalf by a financial institution. Penalties and other potential adverse tax consequences are also imposed if an individual U.S. Holder is required to submit such information to the IRS and fails to do so.

Dividend payments with respect to ordinary shares and proceeds from the sale, exchange or redemption of ordinary shares may be subject to information reporting to the IRS and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status must provide such certification on IRS Form W-9. U.S. Holders should consult their tax advisors regarding the application of the United States 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 filing the appropriate claim for refund with the IRS and furnishing any required information.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statement by Experts**

Not applicable.

**H. Documents on Display**

Our corporate internet address is <http://corp.sina.com.cn>. We make available free of charge on or through our website our annual reports, quarterly reports, current reports, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. We may from time to time provide important disclosures to investors by posting them in the investor relations section of our website, as allowed by the SEC rules. Information contained on SINA’s website is not part of this report or any other report filed with the SEC. You may read and copy any public reports we filed with the SEC at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet site <http://www.sec.gov> that contains reports, proxy and information statements, and other information that we filed electronically.

**I. Subsidiary Information**

Not applicable.

## Item 11. Quantitative and Qualitative Disclosures About Market Risk

### Interest Rate and Security Market Risk

Our investment policy limits our investments of excess cash to government or quasi-government securities, high-quality corporate securities and bank-guaranteed products. We protect and preserve our invested funds by limiting default, market and reinvestment risk.

Our exposure to interest rate risk primarily relates to the interest income generated by excess cash, which is mostly held in interest-bearing bank deposits. In 2015, our interest income was \$38.7 million. As of December 31, 2015, we had approximately \$2,209.9 million in cash, cash equivalents and short-term investments held by financial institutions in China, Hong Kong, Taiwan, Singapore and the United States. Interest-earning instruments carry a degree of interest rate risk and fluctuations of interest rates for RMB and U.S. dollars bank deposits can impact our financial results.

### Foreign Currency Exchange Rate Risk

The majority of our revenues derived and expenses and liabilities incurred are in RMB with a relatively small amount in New Taiwan dollars, Hong Kong dollars and U.S. dollars. Thus, our revenues and operating results may be impacted by exchange rate fluctuations in the currencies of China, Taiwan and Hong Kong. See “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—Currency fluctuations and restrictions on currency exchange may adversely affect our business, including limiting our ability to convert RMB into foreign currencies and, if RMB were to decline in value, reducing our revenues and profits in U.S. dollar terms.” We have not reduced our exposure to exchange rate fluctuations by using hedging transactions. While we may choose to do so in the future, the availability and effectiveness of any hedging transactions may be limited and we may not be able to successfully hedge our exchange rate risks. Accordingly, we may experience economic losses and negative impacts on earnings and equity as a result of foreign exchange rate fluctuations. In 2015, the foreign currency translation adjustments to our comprehensive income were a loss of \$37.0 million and net currency transaction loss of \$4.7 million, respectively. Below is a sensitivity analysis on the impact of a change in the value of the RMB against the U.S. dollar assuming: (1) projected net income from operation in China equal to the net income of 2015, (2) projected net assets of the operation in China equal to the balances in RMB and U.S. dollar as of December 31, 2015 and (3) currency fluctuation occurs proportionately over the period:

Change in the Value of RMB Against the U.S. Dollar	Translation Adjustments to Comprehensive Income	Transaction Gain (Loss)
	(in \$ thousands)	
Appreciate 2%	18,513	1,528
Appreciate 5%	46,307	3,820
Depreciate 2%	(18,500)	(1,528)
Depreciate 5%	(46,224)	(3,820)

### Investment Risk

As of December 31, 2015, our long-term investments, including marketable securities, totaled \$1,212.6 million. We periodically review our investments for impairment. If we conclude that any of these investments are impaired, we determine whether such impairment is other-than-temporary. Factors we consider to make such determination include the duration and severity of the impairment, the reason for the decline in value, the potential recovery period, and our intent to sell, or whether it is more likely than not that we will be required to sell, the investment before recovery. If any impairment is considered other-than-temporary, we will write down the asset to its fair value and take a corresponding charge to our consolidated statements of comprehensive income. We are unable to control these factors and an impairment charge recognized by us will unfavorably impact our operating results and financial position.

For 2013, 2014 and 2015, we recognized impairment charges on long-term investments and related accounts in the amount of \$6.1 million, \$19.6 million and \$8.5 million, respectively. In 2013, we recognized a loss of \$10.2 million in the investment in E-House, which was related to the issuance of incremental shares by E-House to its management in March 2013, whose issuance price per share was less than our average carrying value per share. In 2014, we recognized a gain of \$29.1 million from Tencent’s acquisition of a 15% equity interest in Leju, a subsidiary of E-house, on a fully diluted basis and a \$19.2 million gain as a result of the initial public offering of Leju. We may be subject to additional investment loss if we had to or choose to sell our investments at a price lower than its carrying value. In 2015, we recognized a gain of \$18.9 million from the partial disposal of Youku Tudou shares.

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Our short-term investment as of December 31, 2015 was \$1.4 billion, which was composed of bank time deposits over three months but within one year.

**Item 12. Description of Securities Other than Equity Securities**

Not applicable.

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

None.

**Item 15. Controls and Procedures**

**Disclosure Controls and Procedures**

We carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this annual report on Form 20-F. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

**Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) under the Securities Exchange Act of 1934, as amended). Our management evaluated the effectiveness of our internal control over financial reporting based on criteria established in the framework in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2015.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness of our internal control over financial reporting 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 and procedures may deteriorate.

**Attestation Report of the Registered Public Accounting Firm**

PricewaterhouseCoopers Zhong Tian LLP has audited the effectiveness of our internal control over financial reporting as of December 31, 2015 as stated in its report, which appears on page F-2 of this annual report.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**Item 16A. Audit Committee Financial Expert**

Our board of directors has determined that Mr. Song-Yi Zhang, an independent director (under the standards set forth in NASDAQ Listing Rule 5605(a)(2) and Rule 10A-3 under the Exchange Act) and member of our audit committee, is an audit committee financial expert.

**Item 16B. Code of Ethics**

We have adopted a Code of Ethics which applies to our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. We have posted the code on our corporate website at [www.corp.sina.com.cn](http://www.corp.sina.com.cn).

**Item 16C. Principal Accountant Fees and Services**

The following table sets forth the aggregate fees billed by PricewaterhouseCoopers Zhong Tian LLP (“PwC”) and its affiliates, our independent auditor and principal accountant for 2014 and 2015:

	2014	2015
Audit Fees <sup>(1)</sup>	2,980,699	3,656,477
Audit Related Fees <sup>(2)</sup>	1,510,944	81,237
Tax Fees <sup>(3)</sup>	48,064	23,000
All Other Fees <sup>(4)</sup>	1,800	1,800

- (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 assistance with and review of documents filed with the SEC. In 2014 and 2015, the audit refers to financial audit.
- (2) “Audit-related fees” means fees billed in each of the fiscal years listed for the issue of comfort letter, rendering of listing advice related to our subsidiary Weibo and other audit-related services.
- (3) “Tax fees” consist of fees billed for professional services related to tax advice and assistance with tax reporting.
- (4) “All other fees” consist of \$1,800 subscription fee for accounting rules and materials.

The Audit Committee’s policy is to approve all audit and audit-related services. Permissible non-audit services are pre-approved according to fee amount threshold. Permissible non-audit services may include tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to an initial estimated budget. PwC and management are required to periodically report to the Audit Committee regarding the extent of services provided by PwC in accordance with this pre-approval, and the fees performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

In April 2014, our board of directors approved a share repurchase program, whereby we are authorized to repurchase our ordinary shares with an aggregate value of up to \$500 million. The share repurchase program expired in May 2015. The table below sets forth a summary of the ordinary shares repurchased by us as of December 31, 2015.

Period	Total Number of Ordinary Shares Purchased	Average Price Paid Per Share	Total Number of Ordinary Shares Purchased as Part of Publicly Announced Plan	Approximate Dollar Value of Ordinary Shares that May Yet Be Purchased Under the Plan
January 2015	1,320,931	\$ 36.14	7,719,848	\$ 203,262,859
February 2015	382,759	\$ 36.53	8,102,607	\$ 189,282,006
Total	1,703,690	\$ 36.22	8,102,607	\$ 189,282,006

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In February 2016, our board of directors approved a share repurchase program, whereby we are authorized to repurchase our ordinary shares with an aggregate value of up to \$500 million for a period through the end of June 2017. The share repurchase program was publicly announced on March 2, 2016. As of the date of this annual report, no shares have been repurchased.

**Item 16F. Change in Registrant's Certifying Accountant**

There is no change in our certifying accountant during the two most recent fiscal years or any subsequent interim period.

**Item 16G. Corporate Governance**

As a foreign private issuer whose securities are listed on the NASDAQ Global Select Market, we are permitted to follow certain home country corporate governance practices instead of the requirements of the NASDAQ Marketplace Rules (the "NASDAQ Rules") pursuant to NASDAQ Rule 5615, which provides for such exemption to compliance with the NASDAQ Rule 5600 Series. We intend to rely on the exemption available to foreign private issuers for the requirements in terms of:

- the minimum number requirement of audit committee members under NASDAQ Rule 5605(c)(2)(A);
- independent director oversight of director nominations under NASDAQ Rule 5605(e); and
- shareholder approval for share incentive plans under NASDAQ Rule 5635(c).

We are not required to and will not voluntarily meet these requirements. As a result of our use of the "foreign private issuer" exemption, our investors will not have the same protection afforded to shareholders of companies that are subject to all of NASDAQ's corporate governance requirements. Other than the home country practice disclosed above, we have followed and intend to continue to follow the applicable corporate governance standards under the Nasdaq Rules.

**Item 16H. Mine Safety Disclosure**

Not applicable.

**PART III**

**Item 17. Financial Statements**

We have elected to provide financial statements pursuant to Item 18.

**Item 18. Financial Statements**

The consolidated financial statements of Sina Corporation and its subsidiaries are included at the end of this annual report.

**Item 19. Exhibits**

The agreements filed as exhibits to this annual report on Form 20-F are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about our company or the other parties to the agreements. The agreements may contain representations and warranties by each of the parties to the applicable agreement, and such representations and warranties have been made solely for the benefit of the other parties to the applicable agreement. The representations and warranties (i) may not be categorical statements of fact, but rather as a method of allocating the risk to one of the parties should such statements prove to be inaccurate, (ii) have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement, (iii) may apply standards of materiality in a way that is different from what may be viewed as material by investors, and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments. Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about our company may be found elsewhere in this annual report on Form 20-F and our other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>.

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<b>Exhibit Number</b>	<b>Description</b>
1.1	Amended and Restated Articles of Association of Sina Corporation (Filed as Exhibit 3.1 to the Company's Report of Foreign Issuer on Form 6-K filed on December 23, 2009 and incorporated herein by reference).
2.1	Form of Subordinated Note due July 15, 2023 (Filed as Exhibit 4.1 to the Company's Report on Form 10-Q for the three month period ended June 30, 2003, and incorporated herein by reference).
2.2	Indenture, dated as of July 7, 2003, by and between the Company and the Bank of New York (Filed as Exhibit 4.2 to the Company's Report on Form 10-Q for the three month period ended June 30, 2003, and incorporated herein by reference).
2.3	Registration Rights Agreement, dated as of July 7, 2003, by and between the Company and Credit Suisse First Boston LLC (Filed as Exhibit 4.3 to the Company's Report on Form 10-Q for the three month period ended June 30, 2003, and incorporated herein by reference).
2.4	Rights Agreement dated as of February 22, 2005 between Sina Corporation and American Stock Transfer & Trust Company, as Rights Agent (Filed as Exhibit 4.1 to the Company's Report on Form 8-K filed on February 24, 2005, and incorporated herein by reference).
2.5	Amendment No. 1 to Rights Agreement dated as of November 18, 2009 between Sina Corporation and American Stock Transfer & Trust Company, as Rights Agent (Filed as Exhibit 4.2 to the Company's Report on Form 6-K filed on November 20, 2009, and incorporated herein by reference).
2.6	Amendment No. 2 to Rights Agreement dated as of November 20, 2013 between Sina Corporation and American Stock Transfer & Trust Company, as Rights Agent (Filed as Exhibit 2.6 to the Company's Annual Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
2.7	Rights Agreement dated as of April 23, 2015 between Sina Corporation and American Stock Transfer & Trust Company, as Rights Agent (Filed as Exhibit 1 to the Company's Registration Statement on Form 8-A12B (No. 001-37361) filed on April 28, 2015, and incorporated herein by reference).
2.8	Amendment No. 1 to Rights Agreement dated as of June 22, 2015 between Sina Corporation and American Stock Transfer & Trust Company, as Rights Agent (Filed as Exhibit 2 to the Amendment No. 1 to the Company's the Company's Registration Statement on Form 8-A12B (No. 001-37361) filed on November 27, 2015, and incorporated herein by reference).
2.9	Indenture, dated November 20, 2013 between Sina Corporation and The Bank of New York Mellon, as trustee (Filed as Exhibit 2.7 to the Company's Annual Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
2.10	144A 1.00% Convertible Senior Notes due 2018 (Filed as Exhibit 2.8 to the Company's Annual Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
4.1	Form of Indemnification Agreement between SINA.COM (currently known as Sina Corporation) and each of its officers and directors (Filed as Exhibit 10.1 to the Company's Registration Statement on Form F-1, Registration No. 333-11718, filed on March 27, 2000, as amended, and incorporated herein by reference).



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<b>Exhibit Number</b>	<b>Description</b>
4.2	SRS International Ltd. 1997 Stock Option Plan and form of incentive stock option agreement (Filed as Exhibit 10.2 to the Company's Registration Statement on Form F-1, Registration No. 333-11718, filed on March 27, 2000, as amended, and incorporated herein by reference).
4.3	Sinanet.com 1997 Stock Plan and form of stock option agreement (Filed as Exhibit 10.3 to the Company's Registration Statement on Form F-1, Registration No. 333-11718, filed on March 27, 2000, as amended, and incorporated herein by reference).
4.4	Amended SINA.COM (currently known as Sina Corporation) 1999 Stock Plan and form of share option agreement (Filed as Exhibit 10.4 to the Company's Registration Statement on Form F-1, Registration No. 333-11718, filed on March 27, 2000, as amended, and incorporated herein by reference).
4.5	Form of share option agreement under the amended SINA.COM (currently known as Sina Corporation) 1999 Stock Plan (Filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K filed on March 16, 2005 and incorporated by reference herein).
4.6	1999 Directors' Stock Option Plan (Filed as Exhibit 10.6 to the Company's Registration Statement on Form F-1, Registration No. 333-11718, filed on March 27, 2000, as amended, and incorporated herein by reference).
4.7	Form of nonstatutory stock option agreement under the 1999 Directors' Stock Option Plan (Filed as Exhibit 10.6 to the Company's Registration Statement on Form F-1, Registration No. 333-11718, filed on March 27, 2000, as amended, and incorporated herein by reference).
4.8	Lease Agreement of Ideal International Plaza between the Registrant's subsidiaries or VIEs and Beijing Zhongwu Ideal Real Estate Development Co., Ltd. for the office located in Ideal International Plaza, 58 North 4th Ring Road West, Haidian, Beijing, PRC, and the list of the lease agreements (Filed as Exhibit 4.9 to the Company's Report on Form 20-F filed on June 29, 2009, and incorporated herein by reference).
4.9*	Translation of Share Pledge Agreements by and between our wholly owned subsidiaries and individual shareholders of our VIEs.
4.10*	Translation of Loan Agreements by and between our wholly owned subsidiaries and individual shareholders of our VIEs.
4.11*	Translation of Agreements on Authorization to Exercise Shareholder's Voting Power by and between our wholly owned subsidiaries and individual shareholders of our VIEs.
4.12	Translation of Form Loan Repayment Agreement by and between our wholly owned subsidiaries and individual shareholders of our VIEs. (Filed as Exhibit 4.13 to the Company's Report on Form 20-F filed on April 27, 2012, and incorporated herein by reference)
4.13	Translation of Form Share Transfer Agreement by and between our wholly owned subsidiaries and individual shareholders of our VIEs. (Filed as Exhibit 4.14 to the Company's Report on Form 20-F filed on April 27, 2012, and incorporated herein by reference)
4.14	Translation of Form Exclusive Technical Services Agreement by and between our wholly owned subsidiaries and our VIEs (Filed as Exhibit 4.15 to the Company's Report on Form 20-F filed on April 27, 2012, and incorporated herein by reference).
4.15	Translation of Form Exclusive Sales Agency Agreement by and between our wholly owned subsidiaries and our VIEs (Filed as Exhibit 4.16 to the Company's Report on Form 20-F filed on April 27, 2012, and incorporated herein by reference).

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<b>Exhibit Number</b>	<b>Description</b>
4.16	Translation of Form Trademark License Agreement by and between our wholly owned subsidiaries and our VIEs (Filed as Exhibit 4.17 to the Company's Report on Form 20-F filed on April 27, 2012, and incorporated herein by reference).
4.17	Change of Control Agreement dated February 1, 2001 with Charles Chao (Filed as Exhibit 10.48 to the Company's Report on Form 10-Q for the three month period ended March 31, 2001, and incorporated herein by reference).
4.18	2007 Share Incentive Plan (Filed as Exhibit 4.2 to the Company's Report on Form S-8 filed on July 26, 2007, and incorporated herein by reference).
4.19	Form of share option agreement for non-employee directors (Filed as Exhibit 4.44 to the Company's Report on Form 20-F filed on June 30, 2008, and incorporated herein by reference).
4.20	Form of restricted share unit agreement for existing service providers (Filed as Exhibit 4.45 to the Company's Report on Form 20-F filed on June 30, 2008, and incorporated herein by reference).
4.21	Form of performance restricted share unit agreement (Filed as Exhibit 4.46 to the Company's Report on Form 20-F filed on June 30, 2008, and incorporated herein by reference).
4.22	Form of share option agreement for existing service providers (Filed as Exhibit 4.47 to the Company's Report on Form 20-F filed on June 30, 2008, and incorporated herein by reference).
4.23	Form of restricted share unit agreement for existing service providers (Filed as Exhibit 4.40 to the Company's Report on Form 20-F filed on June 29, 2009, and incorporated herein by reference).
4.24	Form of restricted share unit agreement for existing service providers (Filed as Exhibit 4.41 to the Company's Report on Form 20-F filed on June 29, 2009, and incorporated herein by reference).
4.25	Share Subscription Agreement dated as of September 22, 2009 by and between New-Wave Investment Holding Company Limited and the Company (Filed as Exhibit 4.41 to the Company's Report on Form 20-F filed on May 14, 2010, and incorporated herein by reference).
4.26	Letter Amendment dated as of September 23, 2009 by and between New-Wave Investment Holding Company Limited and the Company (Filed as Exhibit 4.42 to the Company's Report on Form 20-F filed on May 14, 2010, and incorporated herein by reference).
4.27	Amended and Restated Registration Rights Agreement dated as of November 18, 2009 by and between New-Wave Investment Holding Company Limited and the Company (Filed as Exhibit 4.43 to the Company's Report on Form 20-F filed on May 14, 2010, and incorporated herein by reference).
4.28	Amended and Restated 2007 Share Incentive Plan (Filed as Exhibit 4.1 to the Company's Report on Form S-8 filed on September 3, 2010, and incorporated herein by reference).
4.29	Investor Rights Agreement, dated August 16, 2012, between Sina Corporation and E-House (China) Holdings Ltd. (Filed as Exhibit 99.A to Schedule 13D/A filed by Sina Corporation on August 16, 2012, and incorporated herein by reference).
4.30	English translation of the Strategic Cooperation Agreement, dated April 29, 2013, between Weibo Internet Technology (China) Co., Ltd. and Alibaba (China) Co., Ltd (Filed as Exhibit 4.30 to the Company's Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).

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<b>Exhibit Number</b>	<b>Description</b>
4.31	Amended and Restated Shareholders' Agreement between Sina Corporation, Ali WB Investment Holding Limited and Weibo Corporation and the amendments thereto (Filed as Exhibit 4.31 to the Company's Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
4.32	Master Transaction Agreement between Sina Corporation and Weibo Corporation (Filed as Exhibit 4.32 to the Company's Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
4.33	Transitional Services Agreement between Sina Corporation and Weibo Corporation (Filed as Exhibit 4.33 to the Company's Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
4.34	Non-Competition Agreement between Sina Corporation and Weibo Corporation (Filed as Exhibit 4.34 to the Company's Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
4.35	Sales and Marketing Services Agreement between Sina Corporation and Weibo Corporation (Filed as Exhibit 4.35 to the Company's Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
4.36	Intellectual Property License Agreement between Sina Corporation and Weibo Corporation (Filed as Exhibit 4.36 to the Company's Report on Form 20-F filed on April 29, 2014, and incorporated herein by reference).
4.37	Subscription Agreement between Sina Corporation and Mr. Charles Chao dated as of June 1, 2015 (Filed as Exhibit B to the Schedule 13D filed jointly by Mr. Charles Chao and New Wave MMXV Limited on November 16, 2015, and incorporated herein by reference).
4.38	Registration Rights Agreement between Sina Corporation and New Wave MMXV Limited dated as of November 6, 2015 (Filed as Exhibit E to the Schedule 13D filed jointly by Mr. Charles Chao and New Wave MMXV Limited on November 16, 2015, and incorporated herein by reference).
4.39*	2015 Share Incentive Plan
4.40	Series A-16 Preferred Share Purchase Agreement between our subsidiary WB Online Investment Limited and Xiaoju Kuaizhi Inc. (Filed as Exhibit 4.22 to Weibo Corporation's annual report on Form 20-F filed on April 28, 2016, and incorporated herein by reference).
4.41	Equity Commitment Letter dated April 15, 2016, between Sina Corporation and E-House Holdings Ltd. (Filed as Exhibit 7.05 to the amendment no. 6 to Schedule 13D filed jointly by Sina Corporation, Mr. Xin Zhou, Mr. Neil Nanpeng Sheng and other reporting persons on April 15, 2016, and incorporated herein by reference)
4.42	Limited Guarantee dated April 15, 2016, between E-House (China) Holdings Limited, Mr. Xin Zhou, Mr. Neil Nanpeng Shen and Sina Corporation (Filed as Exhibit 7.07 to the amendment no. 6 to Schedule 13D filed jointly by Sina Corporation, Mr. Xin Zhou, Mr. Neil Nanpeng Sheng and other reporting persons on April 15, 2016, and incorporated herein by reference)
4.43	Rollover Agreement dated April 15, 2016, between E-House Holdings Ltd., Mr. Xin Zhou, Kanrich Holdings Limited, On Chance Inc., Jun Heng Investment Limited, Mr. Neil Nanpeng Shen, Smart Create Group Limited, Smart Master International Limited and Sina Corporation (Filed as Exhibit 7.08 to the amendment no. 6 to Schedule 13D filed jointly by Sina Corporation, Mr. Xin Zhou, Mr. Neil Nanpeng Sheng and other reporting persons on April 15, 2016, and incorporated herein by reference)

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<b>Exhibit Number</b>	<b>Description</b>
4.44	Voting Agreement dated April 15, 2016, between E-House Holdings Ltd., Mr. Xin Zhou, Kanrich Holdings Limited, On Chance Inc., Jun Heng Investment Limited, Mr. Neil Nanpeng Shen, Smart Create Group Limited, Smart Master International Limited and Sina Corporation (Filed as Exhibit 7.09 to the amendment no. 6 to Schedule 13D filed jointly by Sina Corporation, Mr. Xin Zhou, Mr. Neil Nanpeng Sheng and other reporting persons on April 15, 2016, and incorporated herein by reference)
8.1*	List of Subsidiaries and Variable Interest Entities.
12.1*	Certificate of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2*	Certificate of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1**	Certificate of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2**	Certificate of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
15.1*	Consent of Independent Registered Public Accounting Firm.
15.2*	Consent of TransAsia Lawyers.
15.3*	Consent of Maples and Calder.
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.

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\* Filed herewith.

\*\* Furnished herewith.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Sina Corporation

By: /s/ Charles Chao  
Charles Chao  
Chairman of the Board and  
Chief Executive Officer

Date: April 28, 2016

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## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Sina Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of comprehensive income, consolidated statements of shareholders' equity and consolidated statements of cash flows present fairly, in all material respects, the financial position of Sina Corporation and its subsidiaries at December 31, 2014 and December 31, 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 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, 2015, based on criteria established in *Internal Control - Integrated Framework* (2013) 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 ZhongTian LLP

PricewaterhouseCoopers ZhongTian LLP  
Beijing, the People's Republic of China  
April 28, 2016

**SINA CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except for par value)

	December 31,	
	2014	2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,223,682	\$ 763,439
Short-term investments	942,856	1,446,414
Restricted cash	—	140,652
Accounts receivable, net of allowances for doubtful accounts of \$22,761 and \$14,980, respectively (including due from related parties of \$99,897 and \$111,637 as of December 31, 2014 and 2015, respectively)	259,764	228,732
Prepaid expenses and other current assets	105,347	140,308
Total current assets	2,531,649	2,719,545
Property and equipment, net	63,729	47,495
Long-term investments, net	860,003	1,212,640
Intangible assets, net	13,011	9,092
Goodwill	51,478	52,862
Other assets	183,458	320,205
Total assets	<u>\$ 3,703,328</u>	<u>\$ 4,361,839</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<i>Current liabilities (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of \$223,795 and \$378,203 as of December 31, 2014 and 2015, respectively. Note 2):</i>		
Accounts payable	\$ 3,853	\$ 3,550
Amount due to customers	42,426	140,652
Accrued liabilities	276,700	343,291
Income taxes payable	17,979	16,426
Deferred revenues (including deferred revenue from related parties of \$10,434 and \$14,748 as of December 31, 2014 and 2015, respectively)	50,557	79,528
Convertible debt (Note 18)	—	800,000
Total current liabilities	391,515	1,383,447
<i>Long-term liabilities (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of \$3,138 and \$23,379 as of December 31, 2014 and 2015, respectively. Note 2):</i>		
Convertible debt (Note 18)	800,000	—
Deferred revenues from related parties	85,391	76,003
Other long-term liabilities (Note 19)	5,152	25,721
Total long-term liabilities	890,543	101,724
Total liabilities	<u>1,282,058</u>	<u>1,485,171</u>
Commitments and contingencies (Note 19)		
Shareholders' equity:		
SINA shareholders' equity:		
Ordinary shares: \$0.133 par value; 150,000 and 150,000 shares authorized; 67,605 shares issued and 60,034 shares outstanding as of December 31, 2014; 79,115 shares issued and 69,841 shares outstanding as of December 31, 2015, respectively)	8,991	10,522
Treasury stock (7,571 and 9,275 shares as of December 31, 2014 and 2015, respectively)	(348,979)	(410,693)
Additional paid-in capital	1,746,293	2,211,901
Accumulated other comprehensive income	216,517	204,914
Retained earnings	522,950	548,628
Total SINA shareholders' equity	2,145,772	2,565,272
Non-controlling interests	275,498	311,396
Total shareholders' equity	<u>2,421,270</u>	<u>2,876,668</u>
Total liabilities and shareholders' equity	<u>\$ 3,703,328</u>	<u>\$ 4,361,839</u>

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



**SINA CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands, except per share data)

	Years Ended December 31,		
	2013	2014	2015
Net revenues:			
Advertising			
Third parties	\$ 439,911	\$ 445,426	\$ 505,934
Related parties	86,583	194,860	237,295
	526,494	640,286	743,229
Non-advertising (including amortization of deferred revenues from E-House of \$18,745, \$11,959 and \$10,435 for 2013, 2014 and 2015, respectively)	138,612	127,955	137,440
	665,106	768,241	880,669
Costs of revenues:			
Advertising	216,513	244,697	280,455
Non-advertising	54,551	45,644	54,925
	271,064	290,341	335,380
Gross profit	394,042	477,900	545,289
Operating expenses:			
Sales and marketing	160,411	228,927	230,428
Product development	146,332	192,322	209,771
General and administrative	64,727	83,039	92,868
Goodwill impairment	—	14,526	—
Total operating expenses	371,470	518,814	533,067
Income (loss) from operations	22,572	(40,914)	12,222
Interest and other income, net	18,792	28,925	22,392
Change in fair value of investor option liability (Note 17)	21,064	(46,972)	—
Income from equity method investments, net	9,525	19,471	218
Realized gain (loss) on investments	(7,387)	227,824	19,790
Investment related impairment	(6,134)	(19,593)	(8,479)
Income before income tax expense	58,432	168,741	46,143
Income tax expense	(14,602)	(6,970)	(10,420)
Net income	43,830	161,771	35,723
Less: Net income (loss) attributable to the non-controlling interests	(1,302)	(15,031)	10,045
Net income attributable to SINA	\$ 45,132	\$ 176,802	\$ 25,678
Other comprehensive income			
Available-for-sale investments:			
Change in unrealized gain (net of tax of nil, nil, and nil for 2013, 2014 and 2015 respectively)	46,787	76,431	43,878
Less: reclassification adjustment for net gain included in net income (net of tax of nil, nil, and nil for 2013, 2014 and 2015, respectively)	—	981	18,986
Net change in unrealized gain, net of tax	46,787	75,450	24,892
Currency translation adjustments	21,307	(17,446)	(37,009)
Total other comprehensive income (loss)	\$ 68,094	\$ 58,004	\$ (12,117)
Total comprehensive income	111,924	219,775	23,606
Less: Comprehensive income (loss) attributable to non-controlling interests	(859)	(15,351)	9,531
Comprehensive income attributable to SINA	\$ 112,783	\$ 235,126	\$ 14,075
Basic net income per share attributable to SINA	\$ 0.68	\$ 2.72	\$ 0.43
Shares used in computing basic net income per share attributable to SINA	66,741	64,950	60,237
Diluted net income per share attributable to SINA	\$ 0.66	\$ 2.63	\$ 0.40
Shares used in computing diluted net income per share attributable to SINA	67,087	71,565	60,648

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

**SINA CORPORATION**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In thousands)

	SINA Shareholders' Equity								
	Ordinary Shares		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Retained Earnings	Non- controlling Interests	Total Shareholders' Equity
	Shares	Amount	Shares	Amount					
Balances at December 31, 2012	66,639	\$ 8,863	—	—	\$ 736,249	\$ 90,542	\$ 301,016	\$ 9,203	\$ 1,145,873
Issuance of ordinary shares pursuant to stock plans	555	74	—	—	11,536	—	—	—	11,610
Repurchase of ordinary shares (Note 18)	—	—	(1,172)	(99,975)	—	—	—	—	(99,975)
Sale (Purchase) of subsidiaries' shares from non-controlling interest	—	—	—	—	(539)	—	—	4,272	3,733
Sale of Weibo Corporation ("Weibo")'s shares to non-controlling interest shareholder (Note 7)	—	—	—	—	—	—	—	479,612	479,612
Settlement of stock-based awards in a subsidiary	—	—	—	—	14,802	—	—	(11,925)	2,877
Non-cash Stock-based compensation expenses	—	—	—	—	15,859	—	—	4,105	19,964
Net income	—	—	—	—	—	—	45,132	(1,302)	43,830
Unrealized gain on available-for-sale securities, net	—	—	—	—	—	46,787	—	—	46,787
Currency translation adjustments	—	—	—	—	—	20,864	—	443	21,307
Balances at December 31, 2013	67,194	\$ 8,937	(1,172)	\$ (99,975)	\$ 777,907	\$ 158,193	\$ 346,148	\$ 484,408	\$ 1,675,618
Issuance of ordinary shares pursuant to stock plans	411	54	—	—	7,803	—	—	—	7,857
Non-cash stock-based compensation expenses	—	—	—	—	18,714	—	—	13,779	32,493
Repurchase of ordinary shares (Note 18)	—	—	(6,399)	(249,004)	—	—	—	—	(249,004)
Proceeds from Weibo IPO, net of issuance costs	—	—	—	—	301,278	—	—	—	301,278
SINA sale Weibo shares to Alibaba	—	—	—	—	346,667	—	—	—	346,667
Conversion of Weibo preferred shares to ordinary shares and adjustments to non-controlling interests	—	—	—	—	216,394	—	—	(216,394)	—
Deemed contribution from exercise of Weibo call option by Alibaba	—	—	—	—	76,476	—	—	—	76,476
Sale of subsidiaries' shares to non-controlling interests	—	—	—	—	79	—	—	8,145	8,224
Settlement of stock-based awards in a subsidiary	—	—	—	—	975	—	—	911	1,886
Net income	—	—	—	—	—	—	176,802	(15,031)	161,771
Unrealized gain on available-for-sale securities	—	—	—	—	—	75,450	—	—	75,450
Currency translation adjustments	—	—	—	—	—	(17,126)	—	(320)	(17,446)
Balances at December 31, 2014	67,605	\$ 8,991	(7,571)	\$ (348,979)	\$ 1,746,293	\$ 216,517	\$ 522,950	\$ 275,498	\$ 2,421,270
Issuance of ordinary shares pursuant to stock plans	510	68	—	—	1,394	—	—	—	1,462
Issuance of ordinary shares to the chief executive officer (See Note 15)	11,000	1,463	—	—	454,927	—	—	—	456,390
Non-cash stock-based compensation expenses	—	—	—	—	29,740	—	—	26,399	56,139
Repurchase of ordinary shares (Note 18)	—	—	(1,704)	(61,714)	—	—	—	—	(61,714)
Deemed distribution to non-controlling shareholders (related to sale of the Weibo Fund by SINA to Weibo)	—	—	—	—	(8,153)	—	—	8,153	—
Tax payment on SINA's sale of Weibo share	—	—	—	—	(27,800)	—	—	—	(27,800)
Sale (Purchase) of subsidiaries' shares to/from non-controlling interests	—	—	—	—	—	—	—	(808)	(808)
Settlement of stock-based awards in a subsidiary	—	—	—	—	15,500	—	—	(7,377)	8,123
Net income	—	—	—	—	—	—	25,678	10,045	35,723
Unrealized gain on available-for-sale securities	—	—	—	—	—	24,892	—	—	24,892
Currency translation adjustments	—	—	—	—	—	(36,495)	—	(514)	(37,009)
Balances at December 31, 2015	79,115	\$ 10,522	(9,275)	\$ (410,693)	\$ 2,211,901	\$ 204,914	\$ 548,628	\$ 311,396	\$ 2,876,668

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

**SINA CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Years Ended December 31,		
	2013	2014	2015
Cash flows from operating activities:			
Net income	\$ 43,830	\$ 161,771	\$ 35,723
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of property and equipment	34,433	41,906	33,218
Amortization of intangible assets	604	3,364	3,564
Amortization of convertible debt issuance cost	699	5,592	4,393
Stock-based compensation	19,964	32,493	56,139
Provision for allowance for doubtful accounts	10,385	21,574	14,933
Deferred income taxes provision (benefits)	1,782	(1,228)	(3,528)
Income from equity method investments, net	(9,525)	(19,471)	(218)
Realized loss (gain) on investments	7,387	(226,526)	(19,790)
Investment related impairment	6,134	19,593	8,479
Goodwill impairment	—	14,526	—
Foreign exchange loss	96	4,922	2,191
Loss (gain) on disposal of property and equipment	(41)	70	223
Change in fair value of investor option liability (Note 17)	(21,064)	46,972	—
Changes in assets and liabilities, net of acquisitions:			
Accounts receivable	(61,787)	(87,121)	5,012
Prepaid expenses and other current assets	9,593	540	3,371
Other assets	(4,380)	(4,950)	3,496
Accounts payable	42	(75)	(73)
Amount due to customers	4,467	37,959	98,226
Accrued liabilities	30,771	54,052	62,728
Income taxes payable	7,686	(3,279)	(949)
Deferred revenues	(7,449)	(1,659)	20,758
Others	86	—	242
Net cash provided by operating activities	73,713	101,025	328,138
Cash flows from investing activities:			
Purchases of short-term investments	(1,661,286)	(1,555,243)	(1,933,878)
Maturities of short-term investments	1,225,993	1,568,171	1,434,525
Cash paid for business combination, net of cash acquired	(3,355)	(12,695)	—
Purchases of property and equipment	(97,685)	(102,853)	(45,466)
Transfer to restricted cash	—	—	(140,652)
Cash paid (including prepayments) on long-term investments	(63,066)	(228,156)	(687,176)
Loan to a third party (Note 9)	—	—	(21,000)
Proceeds from disposal/ refund of long-term investments	—	139,216	227,002
Others	—	—	97
Net cash used in investing activities	(599,399)	(191,560)	(1,166,548)
Cash flows from financing activities:			
Proceeds from issuance of ordinary shares pursuant to stock plans	11,331	10,439	9,284
Proceeds from issuance of ordinary shares to chief executive officer (Note 15)	—	—	456,390
Proceeds from sales of non-controlling interests in subsidiaries	2,593	2,117	652
Cash paid for purchase of non-controlling interests in subsidiary	(45,876)	(6,873)	(1,460)
Proceeds from Weibo's IPO, net of underwriter's commission	—	306,491	—
Payment of offering expenses	—	(5,213)	—
Proceeds from Alibaba for purchase Weibo shares	585,799	346,667	—
Tax payment on SINA's sale of Weibo share	—	—	(27,800)
Proceeds from issuance of senior convertible notes, net of issuance costs (Note 18)	783,227	—	—
Repurchase of ordinary shares (Note 18)	(99,975)	(249,004)	(61,714)
Proceeds from bank loan	—	—	55,062
Repayment of bank loan	—	—	(55,062)
Proceeds from a long-term loan (Note 19)	—	—	21,000
Net cash provided by financing activities	1,237,099	404,624	396,352
Effect of exchange rate change on cash and cash equivalents	5,037	(6,683)	(18,185)
Net increase (decrease) in cash and cash equivalents	716,450	307,406	(460,243)
Cash and cash equivalents at the beginning of the year	199,826	916,276	1,223,682
Cash and cash equivalents at the end of the year	\$ 916,276	\$ 1,223,682	\$ 763,439
Supplemental disclosures:			
Cash paid for income taxes	\$ (5,407)	\$ (12,067)	\$ (14,522)
Cash paid for interest, net of amounts capitalized	\$ —	\$ (8,244)	\$ (6,949)
Non-cash investing and financing activities			
Deemed contribution from exercise of Weibo call option	\$ —	\$ 76,476	\$ —
Deemed distribution to non-controlling interests from the transfer of Weibo Fund (Note 7)	\$ —	\$ —	\$ 8,153

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

**SINA CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Operations**

Sina Corporation (“SINA,” “we” or the “Company”) is an online media company serving China and the global Chinese communities. The Company’s digital media network of SINA.com (portal), SINA mobile (mobile portal and mobile apps) and Weibo (social media) enables Internet users to access professional media and user generated content (UGC) in multi media formats from desktop personal computers and mobile devices and share their interests to friends and acquaintances. SINA.com offers distinct and targeted professional content on each of its region specific websites and a full range of complementary offerings. SINA mobile provides news information and entertainment content from SINA.com customized for mobile users in WAP (mobile browser) format, SINA.cn and mobile application format. Weibo is a leading social media for people to create, share and discover Chinese-language content. By providing an unprecedented and simple way for people and organizations to publicly express themselves in real time, interact with others on a massive global platform and stay connected with the world, Weibo has had a profound social impact in China. Through these properties and other product lines, the Company offers an array of online media and social media services to users to create a rich canvas for businesses and advertisers to effectively connect and engage with their targeted audiences. The Company generates the majority of its revenues from online advertising and marketing services, and, to a lesser degree, from fee-based services.

On April 17, 2014, Weibo completed its initial public offering (“IPO”) on the Nasdaq Global Select Market. After Weibo’s offering, SINA continues to control Weibo and consolidates Weibo as its controlling shareholder, but recognizes non-controlling interest reflecting the shares held by the shareholders other than SINA in the consolidated financial statements.

**2. Significant Accounting Policies**

***Basis of presentation and use of estimates***

The preparation of the Company’s consolidated financial statements is in conformity with Generally Accepted Accounting Principles in the United States (“US GAAP”), which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the periods reported. Actual results may differ materially from such estimates. The Company believes the basis of consolidation, fair value, the recognition of non-controlling interests, revenue recognition, taxation, business combination, net income (loss) per share, goodwill and other long-lived assets, allowances for doubtful accounts, long-term investments, stock-based compensation and foreign currency represent critical accounting policies that reflect the more significant judgments and estimates used in the preparation of its consolidated financial statements.

***Consolidation***

The consolidated financial statements include the accounts of the Company, its wholly-owned and majority-owned subsidiaries and its variable interest entities (“VIEs”), in which the Company is the primary beneficiary. All significant intercompany balances and transactions have been eliminated.

To comply with PRC laws and regulations, the Company provides substantially all of its Internet content and mobile value added service (“MVAS”) services in China via its VIEs, which hold critical operating licenses that enable the Company to do business in China. Substantially all of the Company’s revenues, costs and net income (loss) in China are directly or indirectly generated through these VIEs. The Company has signed various agreements with its VIEs to allow the transfer of economic benefits from the VIEs to the Company.

The Company's VIEs are wholly or partially owned by nominee shareholders of the Company. The capital for the VIEs are funded by the Company and recorded as interest-free loans to these nominee shareholders. These loans were eliminated with the capital of the VIEs during consolidation. Under various contractual agreements, nominee shareholders of the VIEs are required to transfer their ownership in these entities to the Company's subsidiaries in China when permitted by PRC laws and regulations or to designees of the Company at any time for the amount of loans outstanding. All voting rights of the VIEs are assigned to the Company and the Company has the right to appoint all directors and senior management personnel of the VIEs. The Company has also entered into exclusive technical service agreements with the VIEs, under which the Company provided technical and other services to the VIEs. In addition, nominee shareholders of the VIEs have pledged their shares in the VIEs as collateral for the non-payment of loans or for the technical and other services fees due to the Company. As of December 31, 2014 and 2015, the total amount of interest-free loans to these nominee shareholders was \$60.0 million and \$61.4 million, respectively, and the aggregate accumulated losses of all VIEs were approximately \$29.5 million and \$43.9 million, respectively, which have been included in the consolidated financial statements.

The following table sets forth the assets, liabilities, results of operations and changes in cash and cash equivalents of the VIEs and their subsidiaries taken as a whole, which were included in the Company's consolidated balance sheets and statements of comprehensive income (loss) with intercompany transactions eliminated:

	As of December 31,		
	2014		2015
	(In thousands)		
Total assets	\$	267,400	\$ 403,109
Total liabilities	\$	226,933	\$ 401,582

	Year Ended December 31,		
	2013	2014	2015
	(In thousands)		
Net revenues	\$ 455,097	\$ 621,705	\$ 743,535
Net income (loss)	\$ 1,415	\$ (16,509)	\$ (14,378)

	Year Ended December 31,		
	2013	2014	2015
	(In thousands)		
Net cash provided by operating activities	\$ 80,809	\$ 63,738	\$ 368,185
Net cash used in investing activities	(23,323)	(48,643)	(317,827)
Net cash provided by financing activities	2,685	32,212	20,280
Net increase in cash and cash equivalents	\$ 60,171	\$ 47,307	\$ 70,638

As of December 31, 2014 and 2015, the total assets for the consolidated VIEs were \$267.4 million and \$403.1 million, respectively, which mainly comprised of \$181.2 million and \$256.6 million in cash, cash equivalents and short-term investments, nil and \$140.7 million in restricted cash and the remaining balances include goodwill, intangible assets, accounts receivable, long-term investments and property and equipment. As of December 31, 2014 and 2015, total liabilities for the consolidated VIEs were \$226.9 million and \$401.6 million, respectively, which mainly included \$138.9 million and \$163.7 million in accrued liabilities, \$42.4 million and \$140.7 million in amount due to customers related to SINA Pay, \$13.2 million and \$19.6 million in income taxes payable, and \$29.3 million and \$54.3 million in deferred revenues, respectively.

Under the contractual arrangements with the VIEs, the Company has the power to direct activities of the VIEs and can have assets transferred freely out of the VIEs without restrictions. Therefore, the Company considers that there is no asset of VIEs that can only be used to settle obligations of the respective VIEs, except for registered capital and PRC statutory reserves of VIEs amounting to a total of \$88.5 million and \$87.6 million as of December 31, 2014 and 2015, respectively. Since the VIEs are incorporated as limited liability companies under the PRC Company Law, creditors of the VIEs do not have recourse to the general credit of the Company. There is currently no contractual arrangement that would require the Company to provide additional financial support to the VIEs. As the Company is conducting certain businesses mainly through its VIEs, the Company may provide such support on a discretionary basis in the future, which could expose the Company to a loss.

The following is a summary of the Company's major VIEs and subsidiary of VIEs as of December 31, 2015:

- Beijing SINA Internet Information Service Co., Ltd. (the "ICP Company"), a Chinese company controlled through business agreements, is responsible for operating www.sina.com and www.sina.cn in connection with its Internet content company license, sell online advertising and provide MVAS with its Value-Added Telecommunication Services Operating License via third-party operators in China. The register capital of the ICP Company is \$19.0 million.
- Guangzhou Media Message Technologies, Inc. ("Xunlong"), a Chinese company controlled through business agreements, is responsible for providing MVAS via third-party operators in China under its Value-Added Telecommunication Services Operating License. It is owned by two nominee shareholders of the Company. The registered capital of the Xunlong is \$1.2 million.
- Beijing Star-Village Online Cultural Development Co., Ltd. ("StarVI"), formerly Beijing Star-Village.com Cultural Development Co., Ltd, a Chinese company controlled through business agreements, is responsible for providing MVAS in China via third-party operators under its Value-Added Telecommunication Services Operating License. It is owned by three nominee shareholders of the Company. The registered capital of the StarVI is \$1.2 million.
- Shenzhen Wangxing Technology Co., Ltd. ("Wangxing"), a Chinese company controlled through business agreements, is responsible for providing MVAS in China via third-party operators under its Value-Added Telecommunication Services Operating License. It is owned by two nominee shareholders of the Company. The registered capital of Wangxing is \$1.2 million.
- Jinzhao Hengbang Technology (Beijing) Co., Ltd. ("the IAD Company"), formerly Beijing SINA Infinity Advertising Co., Ltd., is an advertising agency in China controlled through business agreements and approved for the design, production, issuance and serving as an agency of advertisements. It is owned by two nominee shareholders of the Company. The registered capital of the IAD Company is \$24.8 million.
- Beijing Weimeng Technology Co., Ltd ("Weimeng"), a Chinese company controlled through business agreement, is responsible for operating www.weibo.com and www.weibo.cn in connection with its Internet content company license and providing MVAS in China via third-party operators under its Value-Added Telecommunication Services Operating License. It is owned by three nominee shareholders of the Company. The registered capital of Weimeng is \$9.1 million.
- Beijing Weibo Interactive Internet Technology Co., Ltd. ("Weibo Interactive"), an online-game platform company, was acquired by the IAD Company in May 2013. All of the equity interest in Weibo Interactive was transferred to Weimeng in December 2013 (see Note 5). The registered capital of Weibo Interactive is \$8.7 million.
- Beijing Sina Payment Technology Co., Ltd. ("SINA Pay"), an online payment service company wholly owned by the ICP Company. The registered capital of SINA Pay is \$15.7 million.

The Company began to consolidate the ICP Company in October 2001. Xunlong and StarVI were acquired from Memestar Limited in January 2003 and the operating results for these two companies have been consolidated by the Company since January 2003. Wangxing was acquired from Crillion Corporation in March 2004 and the operating results for Wangxing have been consolidated by the Company since March 2004. The operating results of the IAD Company, Weimeng have been consolidated since its establishment in 2004, and 2010, respectively.

Unrecognized revenue-producing assets held by the VIEs mainly include licenses, such as the Internet Content Provision License, the Value-Added Telecommunication Services Operating License, the Online Culture Operating Permit, and trademarks, patents, copy rights and the domain names. Recognized revenue-producing assets held by the VIEs include core technology, trademarks, domain names, customer lists relating to game-related services, game platform technology and exclusive content distribution right, arising from acquisitions. Unrecognized revenue-producing assets, including customer lists relating to advertising and marketing services, game-related services, Weibo VIP memberships and data licensing, as well as trademarks, are held by the Wholly Foreign Owned Enterprises (“WFOEs”).

The following is a summary of the VIE agreements:

*Loan Agreements.* One of the Company’s wholly owned subsidiaries, Sina.com Technology (China) Co., Ltd. (“STC”), or Weibo Internet Technology (China) Co., Ltd. (“Weibo Technology”) in the case of Weimeng, has granted interest-free loans to the shareholders of the VIEs with the sole purpose of providing funds necessary for the capital injection of the VIEs. The terms of the loans in general are for 10 years. STC or Weibo Technology in the case of Weimeng, at its own discretion, has the right to shorten or extend the terms of the loans if necessary. These loans were eliminated with the capital of the VIEs during consolidation.

*Share Transfer Agreements.* Each shareholder of the VIEs has granted STC, or Weibo Technology in the case of Weimeng, an option to purchase his/her shares in the respective VIEs at a purchase price equal to the amount of capital injection. STC, or Weibo Technology in the case of Weimeng, may exercise such option at any time until it has acquired all shares of such VIE, subject to applicable PRC laws. The options will be effective until the earlier of (i) the shareholders of the VIEs and STC, or Weibo Technology in the case of Weimeng, have fully performed their obligations under this agreement, or (ii) the respective shareholders of the VIEs and STC, or Weibo Technology in the case of Weimeng, agree to terminate the share transfer agreement in writing.

*Loan Repayment Agreements.* Each shareholder of the VIEs and STC, or Weibo Technology in the case of Weimeng, has agreed that the interest-free loans under the loan agreements shall only be repaid through share transfer. Once the share transfers are completed, the purchase price for the share transfer will be offset against the loan repayment. The loan repayment agreements will be effective until the earlier of (i) the shareholders of the VIEs and STC, or Weibo Technology in the case of Weimeng, have fully performed their obligations under the respective agreement, and (ii) the respective shareholders of the VIEs and STC, or Weibo Technology in the case of Weimeng, agree to terminate the share transfer agreement in writing.

*Agreements on Authorization to Exercise Shareholder’s Voting Power.* Each shareholder of the VIEs has authorized STC, or Weibo Technology in the case of Weimeng, to exercise all of his/her voting power as a shareholder of the respective VIE. The authorizations are irrevocable and will not expire until the respective VIE dissolves. Modification, supplement or adjustment of the terms may only be made with the consents from STC, or Weibo Technology in the case of Weimeng.

*Share Pledge Agreements.* Each shareholder of the VIEs has pledged all of his/her shares in the VIEs and all other rights relevant to the share rights to STC, or Weibo Technology in the case of Weimeng, as a collateral security for his/her obligations to pay off all debts to STC, or Weibo Technology in the case of Weimeng, under the loan agreement and for the payment obligations of the VIEs under the trademark license agreement and the technical services agreement. In the event of default of any payment obligations, STC, or Weibo Technology in the case of Weimeng, will be entitled to certain rights, including transferring the pledged shares to itself and disposing of the pledged shares through a sale or auction. During the term of each agreement, STC, or Weibo Technology in the case of Weimeng, is entitled to receive all dividends and distributions paid on the pledged shares. The pledges will be effective until the earlier of (i) the three-year anniversary of the due date of the last guaranteed debt, (ii) the VIEs and the shareholders of the VIEs have fully performed their obligations under the above-referred agreements, or (iii) STC, or Weibo Technology in the case of Weimeng, has unilaterally consented to terminate the respective share pledge agreement.

*Exclusive Technical Services Agreements.* Each of the VIEs below has entered into an exclusive technical services agreement with STC, or Weibo Technology in the case of Weimeng, pursuant to which STC, or Weibo Technology in the case of Weimeng, is engaged to provide certain technical services to the VIEs, depending on the licenses obtained and held by the VIE. These exclusive technical services agreements can only be prematurely terminated by STC, or Weibo Technology in the case of Weimeng, and will not expire until the respective VIE dissolves, and the service fees are adjusted annually through written agreements. Due to its control over the respective VIEs, the Company’s wholly owned subsidiaries have the right to determine the service fees to be charged to the respective VIEs by considering, among others, the technical complexity of the services, the actual costs that may be incurred for providing the services, the operations of each VIE, applicable tax rates, planned capital expenditures and business strategies. The service fees that the Company’s wholly owned subsidiaries charged to the major VIEs amounted to \$186.3 million, \$322.2 million, and \$352.6 million, respectively, for the fiscal years ended December 31, 2013, 2014 and 2015, respectively.



Xunlong, one of our VIEs, has engaged STC to provide technical services for its Internet information service and MVAS businesses, and STC has the sole right to appoint any company or companies at its discretion to perform such technical services. Beijing New Media Information Technology Co., Ltd., our wholly owned subsidiary, has been appointed by STC to perform technical services for Xunlong.

Wangxing, one of our VIEs, has also entered into a technical services agreement with STC with terms and rights substantially identical to the technical services agreement entered into between Xunlong and STC for the Internet information service and MVAS businesses described above.

The ICP Company, one of our VIEs, has engaged STC to provide technical services for its (i) online advertising and other related businesses, and (ii) value added telecommunication and other related businesses. The ICP Company is obligated to pay service fees to STC.

The IAD Company, one of our VIEs, has also entered into a technical services agreement with STC with terms substantially identical to the technical services agreement entered into between the ICP Company and STC for the online advertising and other related businesses described above. Pursuant to changes in applicable PRC laws in 2008, SINA established two wholly owned subsidiaries to engage directly in online advertising and related businesses.

StarVI, one of our VIEs, has also entered into a technical services agreement with STC with terms substantially identical to the technical services agreement entered into between Xunlong and STC for the value added telecommunication and other related businesses described above.

Weimeng, one of our VIEs, has engaged Weibo Technology to provide technical services for its online advertising and other related businesses.

*Exclusive Sales Agency Agreements.* Each of the VIEs has granted STC, or Weibo Technology in case of Weimeng, the exclusive right to distribute, sell and provide agency services for all the products and services provided by the VIEs. These exclusive sale agency agreements will not expire until the respective VIEs dissolve. The Exclusive Sales Agency Agreements enable us to collect sales agency fees from the VIEs if we decide to do so.

*Trademark License Agreements.* STC, or Weibo Technology in case of Weimeng, has granted each of the VIEs trademark licenses to use the trademarks held by STC, or Weibo Technology in case of Weimeng, in specific areas, and each of the licensed VIEs is obligated to pay license fees to STC, or Weibo Technology in case of Weimeng. The term of these agreements is for one year and is automatically renewed provided that there is no objection from STC, or Weibo Technology in case of Weimeng. In addition, only STC or Weibo Technology in the case of Weimeng may terminate the respective trade license agreement prematurely. We have entered into the Trademark License Agreements to provide other potential revenue-generating channels from the VIEs.

The Company believes that the contractual arrangements among its subsidiaries, the VIEs and its shareholders are in compliance with the current PRC laws and legally enforceable. However, uncertainties in the interpretation and enforcement of the PRC laws, regulations and policies could limit the Company's ability to enforce these contractual arrangements. As a result, the Company may be unable to consolidate the VIEs and its subsidiary in the consolidated financial statements. The Company's ability to control its VIEs also depends on the authorization by the shareholders of the VIEs to exercise voting rights on all matters requiring shareholders' approval in the VIEs. The Company believes that the agreements on authorization to exercise shareholder's voting power are legally enforceable. In addition, if the legal structure and contractual arrangements with its VIEs were found to be in violation of any future PRC laws and regulations, the Company may be subject to fines or other actions. The Company believes the possibility that it will no longer be able to control and consolidate its VIEs will occur as a result of the aforementioned risks and uncertainties is remote.

#### ***Non-controlling interests***

For the Company's majority-owned subsidiaries and VIEs, non-controlling interests are recognized to reflect the portion of their equity that are not attributable, directly or indirectly, to the Company as the controlling shareholders. The majority of the Company's non-controlling interests relate to Weibo Corporation and its subsidiaries. To reflect the economic interest in Weibo held by non-controlling shareholders, Weibo's net income (loss) attributable to the non-controlling ordinary shareholders is recorded as non-controlling interests in the Company's consolidated statements of comprehensive income (loss). Pursuant to the liquidation terms and redemption terms of the preferred shares, any net loss of Weibo is not allocated to the non-controlling preferred shareholders. After Weibo's IPO, the preferred shares automatically converted into ordinary shares and participated in share of net income or loss of Weibo. Non-controlling interests are classified as a separate line item in the equity section of the Company's consolidated balance sheets and have been separately disclosed in the Company's consolidated financial statements to distinguish the interests from that of the Company.

#### ***Fair value***

All financial assets and liabilities are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Accounting guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

The Company measures certain financial assets, including the investments under the cost method and equity method on other-than —temporary basis, intangible assets, goodwill and fixed assets are marked to fair value when an impairment charge is recognized.

Accounting guidance establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Accounting guidance establishes three levels of inputs that may be used to measure fair value:

- Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical asset or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model- derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.
- Level 3 applies to asset or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The carrying amount of cash and cash equivalents, short-term investments, restricted cash, accounts receivable and other current assets, accounts payable, amount due to customers and accrued liabilities approximates fair value. The fair values of the preferred shares and ordinary shares granted to Alibaba were derived from the income approach by applying the discounted cash flow method based on the Company's best estimate of projected cash flow as of the grant date. The Company utilized the Binomial option pricing model to determine the fair value of the option liability, which was measured using significant unobservable input (level 3) and required an assessment of the probability weight for each exercise scenario.

#### ***Net income (loss) per share***

Basic net income (loss) per share is computed using the weighted average number of ordinary shares outstanding during the period. Options to purchase ordinary shares and restricted share units are not considered outstanding in computation of basic earnings per share. Diluted net income (loss) per share is computed using the weighted average number of ordinary shares and potential ordinary shares outstanding during the period, which include options to purchase ordinary shares, restricted share units and conversion of the convertible debt. The computation of diluted net income (loss) per share does not assume conversion, exercise, or contingent issuance of securities that would have an anti-dilutive effect (i.e. an increase in earnings per share amounts or a decrease in loss per share amounts) on net income (loss) per share. Additionally, the Company takes into account the effect on consolidated net income (loss) per share of dilutive shares of entities in which the Company holds equity interests, including long-term investments accounted for using the equity method, the consolidated subsidiaries, such as Weibo and interest expenses along with relevant amortized issuance costs of convertible debt under certain circumstances.

#### ***Cash equivalents***

The Company considers all highly liquid investments with original maturities of three months or less as cash equivalents. Cash equivalents are comprised of investments in time deposits that mature within three months, which are stated at cost plus accrued interest, and money market funds are stated at fair market value.

#### ***Restricted cash and amount due to customers***

The restricted cash primarily represents the cash balances temporarily held on account for the merchant customers of the Company through the SINA Pay online payment platform and is considered legally restricted with the release of Measures for Online Payment Business of Non-financial Institutions by the People's Bank of China ("PBOC") in December 2015. The Company can only use segregated bank accounts for such customer amounts and the cash in the segregated accounts can only be used for the online payment business as designated by the customers. As of December 31, 2014, the cash balance for its online payment business was not legally restricted, therefore the relevant cash balance was included in the cash and cash equivalent in its consolidated balance sheets.

Amount due to customers represents the balances that are payable on demand to customers and therefore reflected as current liability on the consolidated balance sheets. The SINA Pay customer accounts are used to facilitate payments to online merchants or third party banks and are deemed as pass through accounts between the payor and the online merchant. The balances are in-transit to customers and the payments are normally made within the normal trade settlement dates. The changes in restricted cash are presented within investing activities and the changes in amount due to customers are presented within operating activities in the consolidated statements of cash flows.

#### ***Business combination***

Business combinations are recorded using the purchase method of accounting, and the cost of an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred, and equity instruments issued as well as the contingent considerations and all contractual contingencies as of the acquisition date. The costs directly attributable to the acquisition are expensed as incurred. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date, irrespective of the extent of any non-controlling interests. The excess of the (i) the total of consideration of acquisition, fair value of the non-controlling interests and acquisition date fair value of any previously held equity interest in the subsidiary acquired over (ii) the fair value of the identifiable net assets of the subsidiary acquired is recorded as goodwill. If the consideration of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated statements of comprehensive income (loss).

In a business combination achieved in stages, the Company remeasures its previously held equity interest in the acquiree immediately before obtaining control at its acquisition-date fair value and the re-measurement gain or loss, if any, is recognized in earnings. The determination and allocation of fair values to the identifiable assets acquired, liabilities assumed and non-controlling interests is based on various assumptions and valuation methodologies requiring considerable judgment from management. The most significant variables in these valuations are discount rates, terminal values, the number of years on which to base the cash flow projections, as well as the assumptions and estimates used to determine the cash inflows and outflows. The Company determines discount rates to be used based on the risk inherent in the related activity's current business model and industry comparisons. Terminal values are based on the expected life of assets, forecasted life cycle and forecasted cash flows over that period.

### ***Goodwill***

Goodwill represents the excess of the purchase price over the fair value of the identifiable assets and liabilities acquired as a result of the Company's acquisitions of interests in its subsidiaries and consolidated VIEs. The Company assesses goodwill for impairment in accordance with ASC subtopic 350-20 ("ASC 350-20"), Intangibles - Goodwill and Other: Goodwill, which requires that goodwill be tested for impairment at the reporting unit level at least annually and more frequently upon the occurrence of certain events, as defined by ASC 350-20. US GAAP provides the option to apply the qualitative assessment first and then the quantitative assessment, if necessary, or to apply the quantitative assessment directly. The qualitative approach starts the goodwill impairment test by assessing qualitative factors by taking into consideration of macroeconomics, overall financial performance, industry and market conditions and the share price of the Company, to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If so, the quantitative impairment test is performed; otherwise, no further testing is required. The quantitative impairment test consists of a comparison of the fair value of goodwill with its carrying value. For reporting units directly applying a quantitative assessment, the goodwill impairment test is quantitatively performed by comparing the fair values of those reporting units to their carrying amounts. Commencing in January 2012, the Company adopted the option to apply the qualitative approach to assess its goodwill on the relevant reporting units. 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.

### ***Long-lived assets***

Intangible assets arising from acquisitions are recognized at fair value upon acquisition and amortized on a straight-line basis over their estimated useful lives, generally from two to ten years. The amortization of intangible assets was \$0.6 million, \$3.4 million and \$3.6 million for 2013, 2014 and 2015, respectively.

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally from three to four years for computers and equipment and five years for furniture and fixtures. Leasehold improvements are amortized over the shorter of the estimated useful lives of the assets or the remaining lease term. Depreciation expenses were \$34.4 million, \$41.9 million and \$33.2 million for 2013, 2014 and 2015, respectively.

Long-lived assets and certain identifiable intangible assets other than goodwill to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. 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 loss for long-lived assets and certain identifiable intangible assets that management expects to hold or use is based on the amount by which the carrying value exceeds the fair value of the asset.

### ***Long-term investments***

Long-term investments are comprised of investments in publicly traded companies, privately-held companies and limited partnerships. For long-term investments over which the Company does not have significant influence, the cost method accounting is used. For long-term investments in shares that are not ordinary shares or in-substance ordinary shares and that do not have readily determinable fair value, the cost method accounting is used. Investments in limited partnerships over whose operating and financing policies the Company has virtually no influence are accounted for using the cost method. The Company uses the equity method to account for common-stock-equivalent equity investments and limited-partnership investments in entities over which it has significant influence but does not own a majority equity interest or otherwise control.

The Company assesses its long-term investments accounted for under the cost method and equity method for other-than-temporary impairment by considering factors including, but not limited to, stock prices of public companies in which the Company has an equity investment, current economic and market conditions, operating performance of the companies, including current earnings trends and undiscounted cash flows, and other company-specific information, such as recent financing rounds. The fair value determination, particularly for investments in privately-held companies whose revenue model is still unclear, requires significant judgment to determine appropriate estimates and assumptions. Changes in these estimates and assumptions could affect the calculation of the fair value of the investments and the determination of whether any identified impairment is other-than-temporary. If any impairment is considered other-than-temporary, the Company will write down the asset to its fair value and take the corresponding charge to the consolidated statements of comprehensive income (loss).

The Company invests in marketable equity securities to meet business objectives and intends to hold the securities for more than a year from the balance sheet date. These marketable securities are reported at fair value, classified and accounted for as available-for-sale securities under long-term Investments. The treatment of a decline in the fair value of an individual security is based on whether the decline is other-than-temporary. The Company assesses its available-for-sale securities for other-than-temporary impairment by considering factors including, but not limited to, its ability and intent to hold the individual security, severity of the impairment, expected duration of the impairment and forecasted recovery of fair value. Investments classified as available-for-sale securities are reported at fair value with unrealized gains or losses, if any, recorded in accumulated other comprehensive income in shareholders' equity. If the Company determines a decline in fair value is other-than-temporary, the cost basis of the individual security is written down to fair value as a new cost basis and the amount of the write-down is accounted for as a realized loss charged to the consolidated statements of comprehensive income. The fair value of the investment would then become the new cost basis of the investment and are not be adjusted for subsequent recoveries in fair value.

### ***Convertible debt***

The Company determines the appropriate accounting treatment of its convertible debts in accordance with the terms in relation to the conversion feature, call and put option, and beneficial conversion feature. After considering the impact of such features, the Company may account for such instrument as a liability in its entirety, or separate the instrument into debt and equity components following the respective guidance described under ASC 815 Derivatives and Hedging and ASC 470 Debt.

The debt discount, if any, together with related issuance cost are subsequently amortized as interest expense, using the effective interest method, from the issuance date to the earliest conversion date. The Company presented the issuance cost of debt in assets in the balance sheet as of December 31, 2014 and 2015 (See Note 9). In April 2015, the FASB issued updated guidance which allows the issuer to select to present the issuance costs of debt in the balance sheet as a direct deduction from the related debt rather than assets, which will be effective since 2016. Therefore the Company will present the issuance costs of debt as a direct deduction from the related debt beginning 2016. Convertible debts are classified as a current liability if their due date is or will be within one year from the balance sheet date.

### ***Treasury stock***

The Company accounted for those shares repurchased and no longer outstanding as treasury stock at cost.

## **Revenue recognition**

### *Advertising*

Advertising revenues are derived principally from online advertising and marketing, including display advertising and promoted marketing, and, to a lesser extent, sponsorship arrangements.

Display advertising arrangements allow advertisers to place advertisements on particular areas of the Company's websites or platform, in particular formats and over particular periods of time. Advertising revenues from display advertising arrangements are recognized ratably over the contract period of display, when the collectability is reasonably assured. The Company enters into cost per day ("CPD") advertising arrangements with customers, under which the Company recognizes revenues ratably over the contract period. The Company also enters into cost per mille ("CPM"), or cost per thousand impressions, advertising arrangements with the customers, under which the Company recognizes revenues based on the number of times that the advertisement has been displayed.

Promoted marketing arrangements are primarily priced based on CPM or cost per engagement ("CPE"). An engagement may include when a user clicks on a link, becomes a follower of the marketing customer account, shares the promoted feed or marks the feed as a favorite. Under the CPM model, customers are obligated to pay when the advertisement is displayed, while under the CPE model, customers are obligated to pay based on the number of engagements with the marketing feed.

Sponsorship arrangements allow advertisers to sponsor a particular area on its websites in exchange for a fixed payment over the contract period. Advertising revenues from sponsorship are recognized ratably over the contract period. Advertising revenues derived from the design, coordination and integration of online advertising and sponsorship arrangements to be placed on the Company's websites are recognized ratably over the term of such arrangements.

Revenues are recognized only when the following criteria have been met: (1) persuasive evidence of an arrangement exists; (2) the price is fixed or determinable; (3) the service is performed; and (4) collectability of the related fee is reasonably assured. The majority of the Company's revenue transactions are based on standard business terms and conditions, which are recognized net of agency rebates. Advertising arrangements involving multiple deliverables are broken down into single-element arrangements based on their relative selling price for revenue recognition purposes. The Company adopted the new revenue recognition policy on multiple-deliverable revenue arrangements, which required the arrangement consideration be allocated to all deliverables at the inception of the arrangement on the following basis (a) vendor-specific objective evidence ("VSOE") of selling price, if it exists, otherwise, (b) third-party evidence ("TPE") of the selling price. If neither (a) nor (b) exists, then use (c) management's best estimate of the selling price of the deliverable. The Company primarily uses VSOE to allocate the arrangement consideration if such selling price is available. For the deliverables that have not been sold separately, the best estimate of the selling price has taken into consideration of the pricing of advertising areas of the Company's platform with similar popularities and advertisements with similar formats and quoted prices from competitors and other market conditions. Revenues recognized with reference to best estimation of selling price were immaterial for all periods presented. The Company recognizes revenue on the elements delivered and defers the recognition of revenue for the undelivered elements until the remaining obligations have been satisfied.

Revenues from barter transactions are recognized during the period in which the advertisements are displayed on the Company's properties. Barter transactions in which physical goods or services (other than advertising services) are received in exchange for advertising services are recorded based on the fair values of the goods or services received. Revenues from barter transactions were immaterial for all periods presented.

### *Fee-based revenues*

#### *MVAS*

MVAS revenues are derived principally from providing mobile phone users with Short Messaging Service (“SMS”), Multimedia Message Service (“MMS”) and interactive voice response (“IVR”), etc. Revenues from MVAS are charged on a monthly or per-usage basis. Such revenues are recognized in the period in which the service is performed, provided that no significant obligations remain, collection of the receivables is reasonably assured and the amounts can be accurately estimated.

Revenues are recorded on a gross basis when most of the gross indicators are met, such as the Company is considered the primary obligor in the arrangement, designs and develops (in some cases with the assistance of third-parties) the MVAS, has reasonable latitude to establish price, has discretion in selecting the operators to offer its MVAS, provides customer services related to the MVAS and takes on the credit risks associated with the transmission fees. Conversely, revenues are recorded on a net basis when most of the gross indicators are not met.

Due to the time lag between when the services are rendered and when the operator billing statements are received, MVAS revenues are estimated based on the Company’s internal billing records and transmissions for the month, adjusting for prior periods’ confirmation rates with operators and prior periods’ discrepancies between internally estimated revenues and actual revenues confirmed by operators. The confirmation rate applied to the estimation of revenues is determined at the lower of the latest confirmation rate available and the average of six-month historical rates if such historical average is available. If the Company has not yet received confirmation rates for six months, revenues would be deferred until billing statements are received from the operators. Historically, there have been no significant adjustments to the revenue estimates.

#### *Other fee-based services*

Other fee-based services allow the Company’s users to subscribe to services on its websites or platform, including game-related service, Weibo VIP membership, e-reading and paid personal/corporate email services and data licensing. Revenues from these services are recognized over the periods in which the services are performed, provided that no significant obligations remain, collection of the receivables is reasonably assured and the amounts can be accurately estimated.

The majority of the game related service revenues are generated from purchasing of virtual items through its game platform. The Company collects payments from the game players in connection with the sale of virtual currency, which are converted into in-game credits (game tokens) that can be used to purchase virtual items in the third party developed games. The Company remits certain predetermined percentages of the proceeds to the game developers when the virtual currency is converted into in-game credits.

The Company has determined that the game developers are the primary obligors for the web game services given that the game developers are responsible for developing, maintaining and updating the online games and have reasonable latitude to establish the prices of virtual items for which in-game credits are used. The Company views the game developers to be its customers, and the Company's primary responsibility is to promote the games of the developers, provide virtual currency exchange services, maintain the platform for game players to easily access the games and offer customer support to resolve registration, log on, currency exchange and other related issues. Accordingly, the Company records game related revenues, net of predetermined revenue sharing with the game developers.

Virtual currencies in general are not refundable once they have been sold unless there are unused in-game credits at the time a game is discontinued. Sale of virtual items net of the game developer proceeds are recognized as revenues over the estimated consumption period of in-game virtual items, which is typically from a few days to one month after the purchase of in-game credits.

#### *Deferred revenues*

Deferred revenues are mostly derived from a licensing agreement with E-House (See Note 10). Deferred revenues also consist of contractual billings in excess of recognized revenue and payments received in advance of revenue recognition, which are mainly from the customer advance of advertising and marketing services. Deferred revenues represent the unamortized balance of license fees or service fee paid by third parties, and the deferred revenues are amortized on a straight-line basis through the service period.

#### *Allowance for doubtful accounts*

The Company maintains an allowance for doubtful accounts which reflects its best estimate of amounts that potentially will not be collected. The Company determines the allowance for doubtful accounts based on a historical, rolling average, bad debt rate in the prior year and other factors, such as credit-worthiness of the customers and the age of the receivable balances. The Company also provides specific provisions for bad debts when facts and circumstances indicate that the receivable is unlikely to be collected. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, or if the operators incur more bad debt than their original estimates, additional allowances may be required that could materially impact the Company's financial position and results of operations.

#### *Cost of revenues*

*Advertising.* Cost of advertising revenues consist mainly of costs associated with the production of websites, which includes fees paid to third parties for Internet connection, content and services, payroll-related expenses, turnover taxes and surcharges and equipment depreciation associated with the website production.

*Non-advertising.* Cost of non-advertising revenues consist mainly of fees paid to mobile operators for the billing, transmission and collection of the Company's MVAS revenue and game related costs to game providers. Costs of non-advertising revenues also consist of fees or royalties paid to third-party content and service providers, costs for providing the enterprise services and turnover taxes and surcharges levied on non-advertising revenues in China.

The Company presents taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction on a gross basis in the financial statements. With the implementation of the Pilot Program for Imposition of Value-Added Tax ("VAT") to Replace Business Tax ("Pilot Program"), the Company is subject to 6.7% VAT and surcharges and 3% cultural business construction fees for certain parts of its advertising revenues. For other non-advertising revenues, before the implementation of the Pilot Program the business tax and surcharges levied was 5.6% and became 6.7% after switching over to the VAT. The total amount of such taxes for 2013, 2014 and 2015 were \$50.9 million, \$64.0 million and \$73.8 million, respectively.



### ***Advertising expenses***

Advertising expenses consist primarily of costs for the promotion of corporate image, product marketing and direct marketing. The Company expenses all advertising costs as incurred and classifies these costs under sales and marketing expense. The nature of the Company's direct marketing activities is such that they are intended to acquire subscribers for subscription-based and usage-based MVAS. The Company expenses all such direct marketing expenses. Advertising expenses for 2013, 2014 and 2015 were \$78.7 million, \$121.1 million and \$111.6 million, respectively.

### ***Product development expenses***

Product development expenses consist primarily of payroll-related expenses incurred for enhancement to and maintenance of the Company's websites as well as costs associated with new product development and product enhancements. The Company expenses all costs incurred for the planning and post implementation phases of development and costs associated with repair or maintenance of the existing site or the development of website content. Since inception, the amount of costs qualifying for capitalization has been immaterial and, as a result, all product development costs have been expensed as incurred.

### ***Operating leases***

The Company leases office space under operating lease agreements with initial lease term up to six years. Rental expense is recognized from the date of initial possession of the leased property on a straight-line basis over the term of the lease. Certain lease agreements contain rent holidays, which are recognized on a straight-line basis over the lease term. Lease renewal periods are considered on a lease-by-lease basis and are generally not included in the initial lease terms.

### ***Stock-based compensation***

All stock-based awards to employees and directors, including stock options and restricted share units ("RSUs"), are measured at the grant date based on the fair value of the awards. Stock-based compensation, net of forfeitures, is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. Options granted generally vest over four years.

The Company uses the Black-Scholes option pricing model to estimate the fair value of stock options. The determination of estimated fair value of stock-based payment awards on the grant date using an option pricing model is affected by the Company's stock price as well as assumptions regarding a number of complex and subjective variables. These variables include the Company's expected stock price volatility over the expected term of the awards, actual and projected employee stock option exercise behaviors, a risk-free interest rate and any expected dividends. Shares of the Company's subsidiary, which do not have quoted market prices before they were publicly listed, were valued based on the income approach, if a revenue model had been established, or valued based on the market approach, if information from comparable companies had been available or a weighted blend of these approaches if more than one is applicable.

Determination of estimated fair value of the Company's subsidiary before they were publicly listed requires complex and subjective judgments due to their limited financial and operating history, unique business risks and limited public information on companies in China similar to the Company's subsidiary. The Company, with the assistance of an independent valuation firm, evaluated the use of two generally accepted valuation approaches. The income approach is used if a revenue model had been established, the market approach is used if information from comparable companies had been available, or a weighted blend of these two approaches is used if more than one is applicable, to estimate the Company's subsidiary's enterprise value for purposes of recording stock-based compensation in connection with employee stock options and recording fair value changes for option liability to Alibaba (Note 7). Before April 2013, the market approach was primarily used to determine the fair value of the Company's subsidiary's ordinary shares. The Company selected guideline companies that engaged in a similar line of business with similar growth prospects and that were subject to similar financial and business risks. The income approach was applied from April 2013, prior to Weibo's initial public offering, since the revenue model for the Company's subsidiary had been established and projections of revenues, costs and expenses, incremental working capital and capital expenditures became available as the business developed. If different assumptions were used for estimating stock-based compensation expense or if a different valuation method were used, the change in stock-based compensation expense could adversely affect the Company's gross profit, operating income, net income attributable to SINA and net income per share attributable to SINA.

The Company recognizes the estimated compensation cost of service-based restricted share units based on the fair value of its ordinary shares on the date of the grant. The Company recognizes the compensation cost, net of estimated forfeitures, over a vesting term of generally four years.

Forfeitures are estimated at the time of grant and revised in subsequent periods if actual forfeitures differ from those estimates. The Company uses historical data to estimate pre-vesting option and restricted share units forfeitures and records stock-based compensation expense only for those awards that are expected to vest. See Note 15 for further discussion on stock-based compensation.

## ***Taxation***

### *Income taxes*

Income taxes are accounted for using the asset and liability approach. Under this approach, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. The Company records a valuation allowance against the amount of deferred tax assets that it determines is not more-likely-than-not to be realized.

### *Uncertain tax positions*

To assess uncertain tax positions, the Company applies a more likely than not threshold and a two-step approach for the tax position measurement and financial statement recognition. Under the two-step approach, the first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement.

## ***Foreign currency***

The Company's reporting currency and functional currency are the U.S. dollar. The Company's operations in China and in international regions use their respective currencies as their functional currencies. The financial statements of these subsidiaries are re-measured into U.S. dollars using period-end rates of exchange for assets and liabilities and average rates of exchange in the period for revenues and expenses. Translation gains and losses are recorded in accumulated other comprehensive income or loss as a component of shareholders' equity. Translation gains or losses are not released to net income unless the associated net investment has been sold, liquidated, or substantially liquidated.

Foreign currency transactions denominated in currencies other than the functional currency are re-measured into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-measured into the functional currency using the applicable exchange rates at the balance sheet dates. Net gains and losses resulting from foreign exchange transactions are included in interest and other income (expenses), net.

Foreign currency translation adjustments to the Company's comprehensive income (loss) for 2013, 2014 and 2015 were \$21.3 million, \$(17.4) million and \$(37.0) million, respectively. The Company recorded a net foreign currency transaction gain of \$1.5 million in 2013, and net foreign currency transaction losses of \$2.4 million and \$4.7 million in 2014 and 2015, respectively, which is recorded in the interest and other income, net in the consolidated statements of comprehensive income.

### **Comprehensive income (loss)**

Comprehensive income (loss) is defined as the change in equity of a company during a period from transactions and other events and circumstances excluding transactions resulting from investments from owners and distributions to owners. Comprehensive income (loss) for the periods presented includes net income, change in unrealized gains (losses) on marketable securities classified as available-for-sale (net of tax), foreign currency translation adjustments, and share of change in other comprehensive income of equity investments one quarter in arrears.

### **Recent accounting pronouncements**

In May 2014, the Financial Accounting Standards Board ("FASB") issued, ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." The guidance substantially converges final standards on revenue recognition between the FASB and the International Accounting Standards Board providing a framework on addressing revenue recognition issues and, upon its effective date, replaces almost all existing revenue recognition guidance, including industry-specific guidance, in current U.S. generally accepted accounting principles. In April 2015, the FASB proposed a one-year delay in the effective date and companies will be allowed to early adopt as of the original effective date. Accordingly, this guidance will be effective for the Company beginning the first quarter of fiscal year 2018. The Company is in the process of evaluating the impact of adoption of this guidance on the consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, "Consolidation (Topic 810) - Amendments to the Consolidation Analysis", which provides guidance for reporting entities that are required to evaluate whether they should consolidate certain legal entities. In accordance with ASU 2015-02, all legal entities are subject to reevaluation under the revised consolidation model. This guidance is effective for the Company beginning the first quarter of fiscal year 2016. Early adoption is permitted. The Company does not expect the adoption of this guidance will have a significant effect on the consolidated financial statements.

In April 2015, the FASB issued updated guidance which requires the issuer to present the issuance costs of debt in the balance sheet as a direct deduction from the related debt liability rather than as an asset. This guidance will be adopted by the Company beginning the first quarter of fiscal year 2016. As of December 31, 2015, the balance of issuance cost of debt was \$4.9 million, which was not material and included in prepaid and other current assets in the balance sheets. The Company believes the adoption of this guidance will have immaterial impact on the consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments, which eliminates the requirement for acquirers in a business combination to account for measurement-period adjustments retrospectively. Instead, acquirers must recognize measurement-period adjustments during the period in which they determine the amounts, including the effect on earnings of any amounts that would have been recorded in previous periods if the accounting had been completed at the acquisition date. This update is effective for the Company beginning the first quarter of fiscal year 2016 with early adoption permitted. The implementation of this update is not expected to have any material impact on the consolidated financial statements.

In November 2015, the FASB issued updated guidance which requires deferred tax assets and liabilities to be presented as noncurrent on the balance sheet. This guidance was required to be adopted by the Company beginning the first quarter of fiscal year 2017 with early adoption is permitted. The Company early adopted the guidance, and retrospectively presented the amount of current deferred tax assets and deferred tax liabilities as noncurrent in the balance sheets of prior periods. The Company believes the guidance will have immaterial impact on the consolidated financial statements (see Note 9).

In January 2016, the FASB issued an updated guidance, ASU 2016-1, Classification and Measurement of Financial Instruments, which intended to improve the recognition and measurement of financial instruments. This guidance will be effective for the Company beginning the first quarter of fiscal year 2018. The Company is currently evaluating the impact this new guidance will have on the consolidated financial statements.

In February 2016, the FASB issued a new standard on leases, ASU 2016-2, which requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize a liability to make lease payments (the lease liability) and a right-of-use representing its right to use the underlying asset for the lease term in the statements of financial position. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. This standard will be effective for the Company beginning the first quarter of fiscal year 2019. The Company is currently evaluating the impact this new standard will have on the consolidated financial statements.

### **3. Cash, Cash Equivalents and Short-term Investments**

Cash, cash equivalents and short-term investments consisted of the following:

	As of December 31,	
	2014	2015
	(In thousands)	
Cash and cash equivalents:		
Cash	\$ 896,505	\$ 668,796
Cash equivalents:		
Bank time deposits (matured within 3 months)	276,584	74,643
Money market funds	50,593	20,000
	327,177	94,643
	1,223,682	763,439
Short-term investments:		
Bank time deposits	942,856	1,446,414
Total cash, cash equivalents and short-term investments	\$ 2,166,538	\$ 2,209,853

The carrying amounts of cash, cash equivalents and short-term investments approximate fair values. Interest income for the years ended December 31, 2013, 2014 and 2015 were \$17.3 million, \$43.9 million and \$38.7 million, respectively. The maturity dates of the bank time deposits are within one year.

#### **4. Long-term Investments**

Long-term investments comprised of investments in publicly traded companies, privately held companies and limited partnerships. The following sets forth the changes in the Company's long-term investments.

	Cost Method	Equity Method		Available for Sale Securities	Total
		(E-House)	(Others)		
		(In thousands)			
<b>Balance at December 31, 2012</b>	153,886	183,754	41,116	88,119	466,875
New investments	40,427	—	3,341	4,769	48,537
Income from investments	—	2,250	7,275	—	9,525
Investment impairment	(6,134)	—	—	—	(6,134)
Unrealized gain	—	—	—	46,787	46,787
Disposal\change in interest of investment	(4,856)	(10,205)	(456)	—	(15,517)
Changes from cost method to consolidation	(21,289)	—	—	—	(21,289)
Changes from equity method to consolidation	—	—	(3,567)	—	(3,567)
Dividend received	—	(4,400)	(2,084)	—	(6,484)
Others	2,703	3,806	1,345	—	7,854
<b>Balance at December 31, 2013</b>	164,737	175,205	46,970	139,675	526,587
New investments	180,854	—	13,763	39,640	234,257
Income from investments	—	10,138	9,333	—	19,471
Investment impairment	(10,126)	—	(5,187)	(2,647)	(17,960)
Unrealized gain	—	—	—	75,450	75,450
Disposal\change in interest of investment	(37,625)	48,298	47,394	(9,654)	48,413
Changes from cost method to consolidation	(12,684)	—	—	—	(12,684)
Changes from cost method to available-for-sale securities	(20,000)	—	—	20,000	—
Dividend received	—	(5,867)	(4,103)	—	(9,970)
Others	(1,954)	(1,134)	(473)	—	(3,561)
<b>Balance at December 31, 2014</b>	\$ 263,202	\$ 226,640	\$ 107,697	\$ 262,464	\$ 860,003
New investments	317,817	—	46,407	64,566	428,790
Income (loss) from investments	—	1,873	(1,655)	—	218
Investment impairment	(6,609)	—	—	—	(6,609)
Unrealized gain	—	—	—	24,892	24,892
Disposal of investments	(5,416)	(4,453)	(7,566)	(48,213)	(65,648)
Changes from cost method to available-for-sale securities	(7,788)	—	—	7,788	—
Dividend received	—	(10,259)	(6,408)	—	(16,667)
Others	(6,285)	(3,340)	(2,714)	—	(12,339)
<b>Balance at December 31, 2015</b>	\$ 554,921	\$ 210,461	\$ 135,761	\$ 311,497	\$ 1,212,640

#### Cost Method

As of December 31, 2015, investments accounted for under the cost method were \$554.9 million. Investments were accounted for under the cost method if the Company had no significant influence or if the underlying shares were not considered in substance ordinary shares and had no readily determinable fair value. In December 2013, the Company obtained control of its investment in All Sure Limited through a step acquisition, the impact of which was reflected in the changes in cost method to consolidation (see Note 5). In January 2014, the Company obtained control of its investment in Beijing Weiyue Information Technology Co., Ltd (“Weiyue”) through a step acquisition, the impact of which was reflected in the changes in cost method to consolidation (also see Note 5).

In 2015, the Company invested in preference shares of Didi and Kuaidi Taxi, an online transportation network company, through their holding company, Xiaoju Kuaizhi Inc. with a total consideration of \$142.0 million. The Company also invested in preference shares of another private company, which primarily focus on developing social applications, with a total consideration of \$70 million. The Company accounted for both investments under cost method investment in accordance with ASC325 because the preferred shares invested are not considered in-substance ordinary shares and do not have readily determinable fair value.

## Equity Method

As of December 31, 2015, investments accounted for under the equity method totaled \$346.2 million, which included a \$210.5 million investment in E-House. Investments are accounted for under the equity method when the Company has significant influence in the investment and the investment is considered as in substance ordinary shares. Investments in limited partnerships, whose operating and financial policies the Company had significant influence over were also accounted for using the equity method.

None of our equity investments meets the SEC's definition of a significant subsidiary for the years ended December 31, 2013, 2014 and 2015. The Company summarizes the condensed financial information of the Company's equity investments as a group below in accordance with Rule 4-08 of Regulation S-X:

	Years Ended December 31,	
	2014	2015
	(In thousands)	
Operating data:		
Revenue	\$ 1,023,959	\$ 1,139,303
Gross profit	\$ 698,579	\$ 777,323
Income from operations	\$ 89,934	\$ 17,866
Net income	\$ 88,228	\$ 1,772
Net income attributable to our equity method investments companies	\$ 75,121	\$ 17,859
	As of December 31,	
	2014	2015
	(In thousands)	
Balance sheet data:		
Current assets	\$ 1,668,664	\$ 1,617,225
Long-term assets	\$ 610,181	\$ 903,293
Current liabilities	\$ 492,308	\$ 672,439
Long-term liabilities	\$ 161,899	\$ 100,641
Non-controlling interests	\$ 151,598	\$ 162,273

Investment in E-House was accounted for using the equity method with the cost allocated as follows:

	As of December 31,		
	2013	2014	2015
	(In thousands)		
Carrying value of investment in E-House	\$ 175,205	\$ 226,640	\$ 210,461
Proportionate share of E-house's net tangible and intangible assets *	169,194	208,731	183,125
Proportionate share of E-house's change of APIC which was not picked up by SINA	(6,465)	6,476	17,088
Excess of carrying value of investment over proportionate share of E-house's net tangible and intangible assets	\$ 12,476	\$ 11,433	\$ 10,248
The excess of carrying value has been primarily assigned to:			
Goodwill and amortizable intangible assets *	\$ 15,943	\$ 14,269	\$ 12,689
Deferred tax liabilities	(3,467)	(2,836)	(2,441)
	\$ 12,476	\$ 11,433	\$ 10,248
Cumulative (loss) gain in equity interest	\$ (5,407)	\$ 4,731	\$ 6,604

\* The weighted average life of the intangible assets recorded in E-House's financial statements was 8 years and the intangible assets not included in E-House's financial statements, excluding the asset with indefinite life, was 6 years.

In July 2009, the Company entered into a definitive agreement (the “Agreement”) with E-House to merge E-House’s real estate information and consulting services and COHT (the “Transaction”). Under the Agreement, SINA would contribute its online real estate business into its majority-owned subsidiary COHT, and CRIC would issue its own ordinary shares to SINA to acquire SINA’s equity interest in COHT in exchange for shares in CRIC. In September 2009, the Company entered into an amended and restated advertising agency agreement, a domain name and content license agreement, a trademark license agreement and a software license and support services agreement (the “License Agreements”) with COHT as part of its consideration for the interest in CRIC. Beginning October 1, 2009, the Company no longer consolidated the financial results of COHT and instead accounted for its interest in CRIC using the equity method of accounting, which is reported one quarter in arrears.

On April 19, 2012, CRIC announced that it had obtained shareholders’ approval and would merge into and become a 100% subsidiary of E-House as of April 20, 2012. Consequently, the Company’s interest in CRIC was converted into 29.3 million ordinary shares of E-House, equivalent to a 24.9% interest in E-House and \$85.5 million in cash. In March 2013, E-House issued new shares to its management at a pre-determined price, which resulted in a dilution loss of \$10.2 million related to the decrease of SINA’s interest in E-House.

In March 2014, Leju Holdings Limited (“Leju”), a wholly owned subsidiary of E-House, entered into a share purchase and subscription agreement with E-House and Tencent Holdings Ltd. (“Tencent”), pursuant to which Tencent acquired 15% of Leju’s total outstanding ordinary shares on a fully diluted basis from E-House and E-House’s ownership in Leju decreased from 100% to 85% on a fully diluted basis. On April 17, 2014, Leju completed its initial public offering on New York Stock Exchange with the new issuance of 11.5 million ordinary shares. Concurrent with Leju’s initial public offering, Leju additionally issued 2.0 million ordinary shares to Tencent in a private placement. Upon the completion of such transaction, E-House’s interest in Leju was further diluted to 75.5% of Leju’s total outstanding shares. Although SINA’s ownership percentage in E-house did not change, the Company recognized a change in interest gain of \$29.1 million and \$19.2 million respectively for the two transactions respectively, as a result of the increase of SINA’s proportionate share of net assets in E-House.

On December 3, 2014, E-House announced a spin off plan for a portion of its share of Leju, to distribute 7,103,946 ordinary shares of Leju (“Leju Shares”) on a pro rata basis, or 0.05 Leju Shares for each outstanding ordinary share of E-House. Among these 7,103,946 Leju Shares to be distributed, a total of 3,878,324 Leju Shares will be distributed in the form of 3,878,324 Leju ADSs (on the 1:1 conversion ratio between ADS and ordinary share) to holders of E-House ADSs. After the spin off, E-House would continue to control Leju. As a result, the Company received a total of 1,466,687 ordinary shares of Leju, representing approximately 1% equity interest of Leju, as of the distribution date. The Company accounts for the 1% equity interest of Leju under the equity method of accounting as it can exercise significant influence over Leju through E-House. The Company received cash dividends amounting to \$5.9 million and \$4.4 million in January and May, 2015 from E-House, represented the dividend of \$0.2 per ordinary share and \$0.15 per ordinary share, respectively.

E-House has received a non-binding proposal letter, dated June 9, 2015, from Mr. Xin Zhou, co-chairman of the Board and chief executive officer of E-house, and Mr. Neil Nanpeng Shen, a member of the Board, proposing a “going-private” transaction (the “Transaction”) to acquire all of the outstanding ordinary shares of E-House not already owned by Mr. Zhou, Mr. Shen or their respective affiliates in cash per American depositary share (“ADS”). On April 15, 2016, E-House entered into a definitive agreement and plan of merger, or the Merger Agreement with E-House Holdings Ltd., or Parent and E-House Merger Sub Ltd., or Merger Sub, a wholly-owned subsidiary of Parent. Pursuant to the Merger Agreement, Parent will acquire E-House for a cash consideration equal to US\$6.85 per ordinary share, and upon the closing of the merger, Merger Sub will merge with and into E-House, with E-House continuing as the surviving corporation and a wholly owned subsidiary of Parent. In connection with the transaction contemplated by the Merger Agreement, the Company agreed to make an equity contribution of approximately \$140 million to Parent to subscribe newly issued shares of Parent and entered into a series of agreements, including a rollover agreement, a voting agreement, an equity commitment letter and a limited guarantee, concurrently with the execution of the Merger Agreement. The merger is currently expected to close during the second half of 2016 subject to various closing conditions, including the E-House’s shareholder approval.

On July 9, 2014, Tian Ge, an equity method investee of the Company, completed its initial public offering on the Main Board of The Stock Exchange of Hong Kong Limited with the new issuance of 349.9 million ordinary shares (“Tian Ge IPO”). After Tian Ge IPO, the Company’s equity interest in Tian Ge was diluted from 36% to 25% and the Company in substance disposed part of its interest in Tian Ge. As the issuance price per share was higher than the Company’s average carrying value per share, the Company recorded a change in interest gain of \$49.2 million to reflect the partial disposal. On March 11, 2015, the Company received a cash dividend amounting to \$2.3 million from Tian Ge, represented the dividend of HK\$ 0.06 (\$ 0.008) per ordinary share. The closing price of Tian Ge Interactive Holding Limited (“Tian Ge”) as of December 31, 2015 is HK\$3.23 (equivalent to \$0.42) per ADS/share. The aggregate market value of the Company’s investment in Tian Ge is approximately \$125.0 million.

The Company performs the impairment assessment of its investments under the cost method and equity method whenever events or changes in business circumstances indicate that the carrying value of the investment may not be fully recoverable. In 2013, the Company recorded \$6.1 million in impairment charges to the carrying value of its investments under the cost method and no impairments were charged to investments under equity method. In 2014, the Company recorded \$10.1 million and \$5.2 million in impairment charges to the carrying value of its investments under the cost method and equity method, respectively. In 2015, the Company recorded \$6.6 million in impairment charges to the carrying value of its investments under the cost method as a result of the operation metrics were not performing to the expectations. No impairment charges were made to the carrying value of its investments under the equity method in 2015.

#### *Available-for-Sale Securities*

The following table shows the carrying amount and fair value of marketable securities:

	Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
Youku Tudou	\$ 91,969	\$ —	\$ (3,036)	\$ 88,933
Alibaba	20,000	130,777	—	150,777
Others	20,274	2,480	—	22,754
<b>December 31, 2014</b>	<b>\$ 132,243</b>	<b>\$ 133,257</b>	<b>\$ (3,036)</b>	<b>\$ 262,464</b>
Youku Tudou	\$ 68,028	\$ 32,951	\$ —	\$ 100,979
Alibaba	18,997	92,982	—	111,979
Jupai	17,788	14,121	—	31,909
Others	51,571	17,324	(2,265)	66,630
<b>December 31, 2015</b>	<b>\$ 156,384</b>	<b>\$ 157,378</b>	<b>\$ (2,265)</b>	<b>\$ 311,497</b>

Investments in marketable securities are held as available-for-sale and reported at fair value, which totaled \$262.5 million and \$311.5 million as of December 31, 2014 and 2015, respectively. As of December 31, 2014, the Company's investment in marketable securities included \$150.8 million in Alibaba Group Holding Limited ("Alibaba") shares and \$88.9 million in Youku Tudou shares.

The Company invested Alibaba through Yunfeng Funds with a total cost of \$50.0 million in October 2011. On September 19, 2014, Alibaba completed its listing on the New York Stock Exchange ("Alibaba IPO"). The Company sold part of shares held, had total cost of \$30.0 million, through Alibaba IPO and recognized a one-time disposal gain of \$109.2 million. As of December 31, 2015, the fair value of Alibaba shares held by the Company was \$112.0 million, with total cost of \$19.0 million and unrealized gain of \$93.0 million.

In 2014 and 2015, the Company invested \$24.5 million and \$5.2 million in Youku Tudou, respectively. In 2015, the Company disposed part of shares, with a disposal gain of \$18.9 million. As of December 31, 2015, the fair value of Youku Tudou shares held by the Company was \$101.0 million, with total cost of \$68.0 million and unrealized gain of \$33.0 million.

The Company invested Jupai Holding Limited ("JP") with a total cost of \$7.8 million under cost method since 2014. In July 2015, JP completed its listing on the New York Stock Exchange ("JP IPO"). During the JP IPO, the Company further invested \$10.0 million and no shares were sold in 2015. As of December 31, 2015, the fair value of JP shares held by the Company was \$31.9 million, with an unrealized gain of \$14.1 million.

The Company reviews its available-for-sale investments regularly to determine if an investment is other-than-temporarily impaired due to changes in quoted market price or other impairment indicators. Changes in market conditions and other facts and circumstances may change the business prospects of these issuers, the assessment, which included the business and financial outlook, the financial condition, as well as the severity and duration of the drop in share price compared to the carrying value, that these investments are not other-than-temporarily impaired, as well as the ability and current intent to hold these securities until the prices recover. For the years ended December 31, 2013, 2014 and 2015, the impairment charges of available-for-sale investments were nil, \$2.6 million and nil, respectively.



## 5. Acquisitions

The Company accounts for business combinations using the purchase method of accounting, which requires the acquisition cost be allocated to the assets and liabilities of the Company acquired, including separately identifiable intangible assets, based on their estimated fair values. The Company makes estimates and judgments in determining the fair value of the acquired assets and liabilities based on independent appraisal reports as well as its experience with similar assets and liabilities in similar industries. If different judgments or assumptions were used, the amounts assigned to the individual acquired assets or liabilities could be materially different.

### *Weibo Interactive*

In May 2013, the Company acquired the remaining 45% equity interest in Beijing Weibo Interactive Internet Technology Co., Ltd. (“Weibo Interactive”), an online game platform company, for a consideration of \$4.6 million as a step-up acquisition. The Company acquired the initial 55% equity interest in Weibo Interactive in August 2011 for a consideration of \$5.3 million and accounted for it under the equity method of accounting, as the Company did not hold sufficient board seats to control its operations. In accordance with ASC805 accounting for business combination achieved in stages, the Company’s previously held 55% equity interest shall be remeasured to fair value at the date of acquisition, which resulted in a remeasurement gain of \$3.1 million upon obtaining control. The Company hired an independent valuation firm to assist management in valuing its previously held equity interest in Weibo Interactive as of the acquisition date. The Company began to consolidate Weibo Interactive’s financial statements from June 1, 2013. Goodwill arising from this transaction primarily represents the expected synergies from combining the operations of Weibo Interactive with the Company, which are complementary to each other. Total identifiable intangible assets acquired upon acquisition included a customer list of \$2.1 million, game platform technology of \$1.0 million and non-compete agreement of \$0.5 million, which have an estimated useful life between two to five years. Consideration for Weibo Interactive was allocated on the acquisition date based on the fair value of the assets acquired and the liabilities assumed as follows:

	<b>As of acquisition date (In thousands)</b>
Cash consideration for the remaining 45% equity interest	\$ 4,635
Fair value of previously held 55% equity interest	5,445
Total consideration	10,080
Tangible assets	98
Identifiable intangible assets acquired	3,560
Liabilities assumed	(1,095)
Goodwill	7,517
Total consideration	<u>\$ 10,080</u>

The Company transferred 100% equity interest in Weibo Interactive to Weibo Corporation in December 2013 for a consideration of \$10.1 million. The transaction was accounted for as an ownership transfer between entities under common control, the carrying amount of the assets and liabilities of Weibo Interactive remained unchanged subsequent to the transaction, and no gain or loss was recorded in SINA’s consolidated statements of comprehensive income (loss). The acquisition completed in May 2013 did not have a material impact on the Company’s consolidated financial statements, and, therefore, pro forma disclosures have not been presented.

### *All Sure*

The Company previously purchased approximately 35% equity interest in All Sure Limited, an online search company, for a consideration of \$21.3 million and accounted for the investment under the cost method of accounting, as the preferred shares issued to the Company were not considered common shares nor in-substance common shares as described in ASC 323-10-15. The Company also loaned \$14.6 million to All Sure Limited, which was included in the consolidated balance sheets of the Company before the acquisition. In December 2013, All Sure Limited redeemed the 35% equity interest from the Company in exchange of 100% shares in All Sure Hong Kong Limited (thereafter “All Sure”), a wholly owned subsidiary of All Sure Limited, which directly and indirectly owned substantially all the assets and liabilities of the operations in exchange for the extinguishment of the loan.

In accordance with ASC805 accounting for business combination achieved in stages, the Company's previously held 35% equity interest shall be remeasured to fair value at the date of acquisition, which resulted in a remeasurement loss of \$0.6 million upon obtaining control. The Company hired an independent valuation firm to assist management in valuing its previously held equity interest in All Sure as of the acquisition date. The Company began to consolidate All Sure's financial statements from December 2013. The amount of revenue and earnings of All Sure since the acquisition date included in the consolidated financial statements of the Company in 2013 was immaterial. Goodwill arising from this transaction primarily represents the expected synergies from combining the operations of All Sure and the Company, which are complementary to each other. Total identifiable intangible assets acquired upon acquisition mainly included core technology of \$3.6 million and trademark and domain names of \$3.6 million, which have an estimated useful life of five and ten years, respectively. Consideration for All Sure was allocated on the acquisition date based on their fair value of the assets acquired and the liabilities assumed as follows:

	<b>As of acquisition date (In thousands)</b>
Consideration	\$ 14,631
Fair value of previously held 35% equity interest	20,703
Non-controlling interests	1,678
Total consideration	37,012
Tangible assets	7,438
Identifiable intangible assets acquired	7,200
Liabilities assumed	(2,293)
Goodwill	24,667
Total consideration	\$ 37,012

The following unaudited pro forma consolidated financial information reflects the combined results of operations of the Company and All Sure for the year ended December 31, 2013, as if the acquisition of All Sure had occurred on January 1, 2012, and after giving effect to purchase accounting adjustments. These pro forma results have been prepared for comparative purposes only and do not purport to be indicative of what operating results would have been had the acquisition actually taken place as of the beginning of the periods presented and may not be indicative of future operating results.

	<b>For the Year Ended December 31, 2013 Unaudited (In thousands)</b>
Net revenues	\$ 666,973
Net income	\$ 27,605

The pro forma net income for the periods presented includes \$0.8 million for the amortization of identifiable intangible assets net of tax for 2013. The relevant tax impact was determined using the actual effective income tax rate of All Sure for each presented period.

#### ***Weiyue***

The Company previously invested \$3.4 million in Weiyue, which engages in operating the mobile-based as well as PC-based online reading platform, in return for 35% of common shares. Pursuant to the investment agreement, the Company had contingent redemption right and its investment in Weiyue did not meet the definition of "in-substance common shares" under ASC 323-10-15. Due to there was no readily determinable fair value for the Company's investment in Weiyue, it was accounted for under the cost method prior to January 2014.

In January 2014, pursuant to the new share purchase agreement, the Company acquired another 20.85% of Weiyue's ordinary share with consideration of \$8.3 million and obtained control, holding 55.85% of Weiyue's ordinary shares upon the completion of the transaction. In accordance with ASC805 accounting for step-up acquisition, the Company's previously held 35% equity interest was re-measured to fair value at the acquisition date, which was valued with the assistance of an independent valuation firm and a re-measurement gain of \$1.2 million was recognized. The Company began to consolidate Weiyue's financial statements from January 2014 and the remaining 44.15% of its ordinary shares was recognized as non-controlling interests on the balance sheet. Total identifiable intangible assets acquired upon acquisition mainly included exclusive content distribution right of \$2.8 million, customer relationships and core technology of \$0.8 million, which have an estimated useful life of three to ten years, respectively. Consideration for Weiyue was allocated on the acquisition date based on their fair value of the assets acquired and the liabilities assumed as follows:

	As of acquisition date (In thousands)
Consideration	\$ 8,252
Fair value of previously held 35% equity interest	4,648
Non-controlling interests	5,856
Total consideration	18,756
Tangible assets	940
Identifiable intangible assets acquired	3,631
Liabilities assumed	(341)
Goodwill	14,526
Total consideration	\$ 18,756

The acquisition did not have a material impact on the Company's consolidated financial statements, and, therefore, pro forma disclosures have not been presented. The goodwill acquired from Weiyue has been fully impaired in 2014 (see Note 6).

In 2014, other than Weiyue acquisition described above, the Company acquired two other companies with total purchase consideration of \$4.5 million. These two acquisitions had no material impact on the Company's consolidated financial statements. No new acquisition incurred in 2015.

## 6. Goodwill and Intangible Assets

### Goodwill

The changes in the carrying value of goodwill by segment are as follows (in thousands):

	Portal Advertising	Weibo	Others	Total
<b>Balance as of January 1, 2013</b>	\$ 15,159	\$ —	\$ —	\$ 15,159
Acquisition of Weibo Interactive in 2013	—	7,517	—	7,517
Acquisition of All Sure in 2013	24,667	—	—	24,667
<b>Balance as of December 31, 2013</b>	\$ 39,826	\$ 7,517	\$ —	\$ 47,343
Acquisition of Weiyue in 2014	—	—	14,526	14,526
Acquisition of other businesses in 2014	—	4,135	—	4,135
Impairment in 2014	—	—	(14,526)	(14,526)
<b>Balance as of December 31, 2014</b>	39,826	11,652	—	51,478
Foreign exchange impact	1,919	(535)	—	1,384
<b>Balance as of December 31, 2015</b>	41,745	11,117	—	52,862

The Company's goodwill as of December 31, 2014 and 2015 was \$51.5 million and \$52.9 million respectively. No new acquisition incurred in 2015, and the fluctuation in its balance resulted from the foreign currency translation adjustment. In May and December 2013, the Company acquired additional equity interest in Weibo Interactive and All Sure (see Note 5 for details), which resulted in an increase of \$32.2 million in goodwill. In January 2014, the Company acquired additional equity interest in Weiyue (see also Note 5 for detail), which resulted in an increase of \$14.5 million in goodwill. In October 2014, the Company acquired additional equity interest in a game developer and resulted in an increase of \$3.8 million in goodwill.

In the second quarter of 2014, based on the significant decline in revenue of the on-line reading business and near-term outlook, which was primarily due to the revocation of our Internet Publication License and License for Online Transmission of Audio-Visual Programs, the Company performed an assessment of goodwill acquired from Weiyue with assistance from an independent appraiser and recognized an impairment charge of \$14.5 million. As of December 31, 2015, the Company performed a qualitative analysis, by taking into consideration of macroeconomics, overall financial performance, industry and market conditions and the share price of the Company, on the goodwill arising from portal advertising business and Weibo business, in addition to other entity specific factors. Based on the assessment, the Company determined that it was not necessary to perform a quantitative goodwill impairment test and concluded that no impairment indicators on its goodwill were noted as of December 31, 2015.

### **Intangible assets**

The following table summarizes the Company's intangible assets:

	As of December 31, 2014			As of December 31, 2015		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
	(In thousands)			(In thousands)		
Technology*	\$ 15,698	\$ (12,096)	\$ 3,602	\$ 15,698	\$ (13,083)	\$ 2,615
Software*	1,861	(1,861)	—	1,861	(1,861)	—
Exclusive content distribution right*	2,806	(743)	2,063	2,806	(1,485)	1,321
Games*	1,688	(99)	1,589	1,688	(496)	1,192
Other	7,899	(2,142)	5,757	7,899	(3,935)	3,964
Total	<u>\$ 29,952</u>	<u>\$ (16,941)</u>	<u>\$ 13,011</u>	<u>\$ 29,952</u>	<u>\$ (20,860)</u>	<u>\$ 9,092</u>

\* Intangible assets are amortized over the estimated useful lives ranging from two to ten years.

Amortization expense related to intangible assets for the years ended December 31, 2013, 2014 and 2015 was \$0.6 million, \$3.4 million and \$3.6 million, respectively. As of December 31, 2015, estimated amortization expenses for future periods are expected to be as follows:

Year Ended December 31,	(In thousands)
2016	\$ 2,819
2017	1,890
2018	1,744
2019	491
2020 and thereafter	1,583
Total expected amortization expense	<u>\$ 8,527*</u>

\* The table above excludes indefinite lived intangible assets of \$0.6 million.

### **7. Investment in Weibo**

On April 29, 2013 (the "Transaction Date"), a wholly owned subsidiary of Alibaba Group Holding Limited ("Alibaba") invested \$585.8 million to purchase 30.0 million of preferred shares and 4.8 million of ordinary shares of Weibo, representing an ownership interest of 18% on a fully diluted basis. The Company, through its subsidiary, also granted an option to Alibaba to enable it to purchase additional ordinary shares of Weibo to increase its ownership up to 30% on a fully-diluted basis.

In April 2014, the Company's subsidiary Weibo completed its initial public offering (the "IPO") with the new issuance of 19,320,000 Class A ordinary shares. Immediately prior to the completion of the IPO, all the ordinary shares held by the Company was converted into an equal number of the Class B ordinary shares, and all the ordinary shares held by other shareholders were converted into an equal number of the Class A ordinary shares, and all of its outstanding preferred shares were automatically converted into 30,046,154 Class A ordinary shares. The call option held by a subsidiary of Alibaba Group was exercised to purchase 29,990,778 Class A ordinary shares from the Company and Weibo.

Subsequent to Weibo's initial public offering, as Weibo's controlling shareholder, the Company continues to consolidate Weibo but recognizes non-controlling interests reflecting the shares held by the shareholders other than SINA, including Alibaba, which is the second largest shareholder.

#### *Preferred Shares*

As of the Transaction Date, the fair value of preferred shares was \$481.0 million. The Company determined that both redemption and conversion features did not meet the criteria under ASC 815 for bifurcation and, therefore, were not accounted for as an embedded derivative. No beneficial conversion feature charge was recognized for the issuance of preferred shares as the estimated fair value of the ordinary shares was equal to or less than the conversion price on the date of issuance. Due to the liquidation event not considered probable as of the balance sheet dates, no accretion was recorded to adjust the carrying amount of the preferred shares.

All of the preferred shares were converted to ordinary shares upon the completion of Weibo's IPO on April 17, 2014. Immediately prior to the IPO, Weibo's preference shares comprised the following:

<u>Issuance Date</u>	<u>Shares outstanding</u>	<u>Carrying Amount</u> (in thousands)
April 29, 2013	30,046,154	479,612

Prior to their automatic conversion to ordinary share upon the Weibo's initial public offering on April 17, 2014, the preference shares were entitled to certain preferences with respect to conversion, redemption, dividends and liquidation. The holders of preference shares were entitled to vote together with the holders of ordinary shares, and not as a separate class, on all matters submitted to a vote of the shareholders of Weibo, on an as-if-converted basis.

#### *Ordinary shares*

The ordinary shares held by Alibaba were recognized as non-controlling interests and classified under permanent equity in the Company's consolidated balance sheets at an initial fair value of \$54.2 million as of the Transaction Date, which were purchased by Alibaba directly from the employees' ordinary shares or Weibo, which repurchased vested employee options. In order to facilitate the transaction, Weibo issued its ordinary shares to Alibaba on the Transaction Date and then repurchased the 3.5 million vested options from employees subsequent to the Transaction Date. The consideration for both the ordinary shares and vested options were paid to Weibo first and then paid/to be paid to the employees subsequently. The employees sold their shares and vested options above the current fair value and the difference between the proceeds received by the employees and the fair value of the shares or vested options sold was considered to be compensation for their past services in accordance with ASC 718-20. Therefore, a stock-based compensation of \$27.1 million was recorded for the year ended December 31, 2013. As of December 31, 2015, all of consideration for the ordinary shares and vested options had been paid.

On March 28, 2014, shareholders of Weibo adopted the second amended and restated memorandum and articles of association, which became effective immediately prior to Weibo's IPO on April 17, 2014. The second amended and restated memorandum and articles of association include a dual-class voting structure, whereby Class A ordinary shares are entitled to one vote per share and Class B ordinary shares, which the Company holds, are entitled to three votes per share. Furthermore, each Class B ordinary share could converted into one Class A ordinary share at any time, while the Class A ordinary share is not convertible into Class B ordinary share. Upon the IPO date, Weibo issued 19,320,000 Class A ordinary shares, of which 6,000,000 Class A ordinary shares were allotted to Ali WB, with a proceeds of \$301.3 million net of underwriting commissions and offering expenses. Concurrently with the IPO, Ali WB acquired an additional 2,923,478 Class A ordinary shares of Weibo in a private placement and 21,067,300 Class A ordinary shares from us. As of December 31, 2015, the outstanding Class A and Class B ordinary shares represent 45.3% and 54.7% of Weibo's total share ownership, respectively.

### Option Liability

On the Transaction Date, the Company, through its subsidiary, granted an option to Alibaba to enable it to purchase additional ordinary shares and increase its ownership in Weibo up to 30% on a fully-diluted basis. The call option shall expire immediately upon the earlier of the consummation of (i) any sale of shares by Alibaba of more than 25%, determined in the aggregate with all prior sales, of the acquired shares and (ii) the full exercise of the call option. Alibaba has the right to exercise the option, in whole or in part, at any time, commencing on the Transaction Date and ending on the consummation of a qualified IPO of Weibo. The exercise price of the option shall be equal to the lower of (i) an amount that represents a 15% discount to the IPO offering price per ordinary share in a qualified IPO offering and (ii) a price per ordinary share that implies an equity valuation (exclusive of the purchase price to be paid by Alibaba for these ordinary shares) of \$5.5 billion for Weibo on a fully diluted basis.

In accordance with US GAAP, the option is deemed legally detachable and separately exercisable from the preferred and ordinary shares and, thus, accounted for as a freestanding instrument. As the strike price of the call option may be adjusted by the occurrence of a qualified IPO of Weibo, if any, it is not considered indexed to Weibo's own stock. Accordingly, the call option was recorded as an investor option liability valued at \$50.6 million in the consolidated balance sheets as of the Transaction Date and is marked to market each reporting period. For the year ended December 31, 2013 and 2014, \$21.1 million of income and \$47.0 million of losses was recognized based on a subsequent change in fair value in the consolidated statements of income and comprehensive income, respectively.

The Company used the income approach to derive the fair values of the preferred shares and ordinary shares granted to Alibaba as of the Transaction Date. When using the income approach, the Company applied the discounted cash flow analysis based on the Company's projected cash flow using management's best estimate as of the Transaction Date. Determination of the estimated fair values requires complex and subjective judgments due to Weibo's limited financial and operating history, unique business risks and limited public information on companies in China similar to the business of Weibo. The Company utilized the Binominal option pricing model to determine the fair value of the option liability, which was measured using significant unobservable input (level 3) and required an assessment of probability for each exercise scenario. These assumptions are subjective and have inherent uncertainties. Changes in these estimates and assumptions could materially impact our financial position and results of operations.

Immediately prior to the exercise of the option, the fair value of the investor option liability was approximately \$76.5 million, with \$47.0 million of losses recognized in the Company's consolidated statements of comprehensive income. Alibaba fully exercised its option to increase its ownership in Weibo to 30% on a fully diluted basis upon the IPO, and acquired 29,990,778 Class A ordinary shares. Among the acquired shares by Alibaba, 23,990,778 shares were purchased from the Company at a price representing 15% discount to the IPO price, and 6,000,000 shares were purchased from Weibo in the public offering at the IPO price. The discount of US\$ 61.2 million borne by the Company on behalf of Weibo were considered as a deemed contribution to Weibo. As the Alibaba's decision to waive the discount for the newly issued 6,000,000 Class A ordinary shares was motivated by its position as principle shareholder of Weibo, the discount of US\$15.3 million was also considered as a deemed contribution to Weibo.

### Share Ownership

As of December 31, 2015, the share ownership of Weibo was as follows:

Shareholder Name	Shares Type	Ownership Percentage
SINA	Class B Ordinary shares	54.7%
Alibaba	Class A Ordinary shares	30.6%
Others	Class A Ordinary shares	14.7%
Total		100.0%

The Company has been the controlling shareholder of Weibo from inception and has consolidated Weibo's financial results for the periods presented.

#### *Amount due from Weibo*

During 2013, the Company restructured its social media business to accommodate an investment in Weibo. As part of the restructuring, the Company transferred to Weibo certain assets and liabilities associated with the Weibo business. Weibo was made liable for a \$250.0 million loan payable to SINA as of April 29, 2013, plus applicable interest payments and any additional outlay subsequent to the Transaction Date. The loan interest was calculated based on actual spending incurred by the Company for the development of Weibo business at each period end at prevailing market interest rate by reference to the three month fixed-deposit rate of The People's Bank of China, which ranged from 2.55% to 3.05%. The loans are repayable upon demand by SINA, but there is an understanding between the Company and Weibo that the loans would be repaid upon the completion of the initial public offering of Weibo. There is no written loan agreement signed between the Company and Weibo and the loan, along with other inter-company transactions, were eliminated in the consolidated financial statements.

#### *Strategic Alliance*

On April 29, 2013, affiliated entities of the Company, including a PRC subsidiary of Weibo, formed a strategic alliance with affiliated entities of Alibaba, a related party, to jointly explore social commerce and develop marketing solutions to enable merchants on Alibaba e-commerce platforms to better connect and build relationships with Weibo's users. Prior to the strategic alliance, Alibaba purchased advertising from the Company and continued to do so subsequently. For the year ended December 31, 2013, 2014 and 2015, the Company recorded \$69.1 million, \$126.0 million and \$186.0 million in advertising and marketing revenues from Alibaba under the strategic alliance, respectively, which included \$49.1 million, \$107.6 million and \$137.4 million recognized by Weibo for 2013, 2014 and 2015. These amounts are included in related party revenue due to Alibaba's significant ownership interest in Weibo.

#### ***Weibo Fund Transactions***

In June 2015, the Company completed to transfer its 55% and 85% equity interest in two limited liability partnerships (referred to as Weibo Funds) to Weibo for a fixed cash consideration of \$ 22 million. The remaining equity interests of these entities are held by their original third party private shareholders. After the closing of the transaction, SINA continued to consolidate the results of operations of Weibo Funds in its consolidated financial statements through its consolidation of Weibo. Given this is a transaction between entities under common control, the transfer is accounted for as an equity transaction and there is no change in the basis of the assets and liabilities. The Company recognized the increase of non-controlling interest as a result of this transfer of the Weibo Funds and deducted additional paid-in capital, which was deemed as a distribution to non-controlling interest shareholders of Weibo from SINA.

#### **8. Non-controlling interests**

The following table summarizes the Company's non-controlling interests:

	As of December 31, 2014	As of December 31, 2015
	(In thousands)	
Weibo	\$ 257,244	\$ 299,824
Others	18,254	11,572
Total	<u>\$ 275,498</u>	<u>\$ 311,396</u>

Non-controlling interests related to Weibo mainly represent Weibo's cumulative results of operations and changes in equity (deficit) attributable to non-controlling shareholders, along with non-controlling shareholders' original investments for the ordinary and preferred shares issued by Weibo. See Note 7 — Investment in Weibo for further details.

## 9. Other Balance Sheet Components

	As of December 31,		
	2013	2014	2015
	(In thousands)		
<b>Accounts receivable, net:</b>			
Accounts receivable		\$ 282,525	\$ 243,712
Allowance for doubtful accounts:			
Balance at the beginning of year	\$ (11,054)	(16,307)	(22,761)
Additional provision charged to expenses	(10,385)	(21,574)	(14,933)
Write-off	5,132	15,120	22,714
Balance at the end of year	<u>\$ (16,307)</u>	<u>(22,761)</u>	<u>(14,980)</u>
		<u>\$ 259,764</u>	<u>\$ 228,732</u>
<b>Prepaid expenses and other current assets:</b>			
Prepayments and loan to investees		\$ 58,916	\$ 91,940
Issuance cost of convertible debt		—	4,892
Rental and other deposits		9,264	10,369
Content fees and revenue share		12,047	7,125
Advertising and marketing fees		1,897	2,387
Dividend receivable		7,735	7,783
Others		15,488	15,812
		<u>\$ 105,347</u>	<u>\$ 140,308</u>
<b>Property and equipment, net:</b>			
Computers and equipment		\$ 211,236	\$ 204,949
Leasehold improvements		14,857	14,258
Furniture and fixtures		12,324	11,110
Other		2,162	4,927
		240,579	235,244
Less: Accumulated depreciation		(176,850)	(187,749)
		<u>\$ 63,729</u>	<u>\$ 47,495</u>
<b>Other assets:</b>			
Prepayment for land use right and office building		\$ 158,957	\$ 178,294
Loan to an investee <sup>1</sup>		—	97,930
Loan to a third party <sup>2</sup>		—	21,000
Issuance cost of convertible debt		10,483	—
Investment related deposits		9,457	14,948
Deferred tax assets <sup>3</sup>		4,320	7,769
Others		241	264
		<u>\$ 183,458</u>	<u>\$ 320,205</u>
<b>Accrued liabilities<sup>3</sup>:</b>			
Accrued sales rebates		63,407	61,163
Accrued payroll related expenses (including sales commission)		52,961	74,754
Advertising and marketing expenses		36,930	51,279
Content fees		9,550	8,614
Revenue share costs		27,352	35,815
Turnover tax		18,524	26,652
Deposit from an investee		—	19,608
Internet connection costs		14,532	13,109
Professional fee		3,255	4,684
Others		50,189	47,613
		<u>\$ 276,700</u>	<u>\$ 343,291</u>

<sup>1</sup> In 2015, the Company entered into a loan agreement with a minor investee. The loan principal amounted to \$ 98 million (RMB 620 million) with an annual interest rate of 8% in support of the investee's business development and expansion for three years, which will be matured in August 2018. Bundled with the loan agreement, the Company acquired a contingent conversion right for converting the loan into the equity investment with a favorite conversion price when certain conditions are met. Considering such arrangement did not satisfy the net settlement requirement, the Company did not deem the conversion right as an embedded derivative and did not bifurcate it.

<sup>2</sup> In 2015, the Company issued a \$21 million two-year's loan dominated in US\$ with 3% annual interest rate to Company A, which was secured by a loan from a related party of Company A with the similar terms and equivalent Rmb amount under other long-term liabilities.

<sup>3</sup> In 2015, the Company early adopted the guidance of ASU 2015-17 issued by FASB in November 2015, which requires entities to present deferred tax assets ("DTA") and deferred tax liabilities ("DTL") as non-current in the balance sheet. Pursuant to the guidance, the Company retrospectively reclassified \$3.9 million of current DTA from prepaid expenses and other current assets into other assets, and reclassified \$1.1 million of current DTL from accrued liabilities to other long-term liabilities in the consolidated balance sheet as of December 31, 2014.



## 10. Related Party Transactions

### *Service provided to related parties*

The amended and restated advertising agency agreement, the domain name and content license agreement, the trademark license agreement and the software license and support services agreement (“License Agreements”) were entered into with China Online Housing Technology Corporation (“COHT”) in September 2009 and such amount were allocated to the fair value of the License Agreements was \$187.4 million, which represents the difference between the total consideration and the fair value of equity interests of COHT disposed. This amount was recorded as deferred revenues and amortized over ten years prior to March, 2014, when the License Agreement was extended for another ten years. Accordingly, the remaining deferred revenue balance as of March 2014 will be amortized prospectively under straight-line method until 2024. For the years ended December 31, 2013, 2014 and 2015, the Company recorded revenue from License Agreements in the amount of \$18.7 million, \$12.0 million and \$10.4 million from such deferred revenue account, respectively. As of December 31, 2014 and 2015, deferred revenue from E-house was \$95.8 million and \$85.4 million, respectively.

Based on the amended and restated advertising agency agreements with CRIC, agency fees earned from COHT for 2013, 2014 and 2015, calculated at 15% of COHT’s revenue generated from the sales of advertising on SINA’s non-real estate channels, were \$6.0 million, \$5.2 million and \$4.9 million, respectively. As of December 31, 2014 and 2015, receivables due from COHT were \$2.0 million and \$1.4 million, respectively.

On April 29, 2013, affiliated entities of the Company formed a strategic alliance with affiliated entities of Alibaba to jointly explore social commerce and develop marketing solutions to enable merchants on Alibaba e-commerce platforms to better connect and build relationships with Weibo’s users. Alibaba purchased advertising from the Company and continued to do so subsequently. For 2013, 2014 and 2015, the Company recognized a total of \$69.1 million, \$126.0 million and \$186.0 million in advertising and marketing services revenue from Alibaba since the strategic alliance, respectively. As of December 31, 2014 and 2015, the Company recorded amount due from Alibaba of \$76.2 million and \$71.7 million, respectively.

Revenues from related parties, excluding those from E-House and Alibaba, represented approximately 1.7%, 5.0%, and 4.5% of net total revenues for 2013, 2014 and 2015, respectively. As of December 31, 2014 and 2015, the Company recorded accounts receivable due from related parties other than Alibaba of \$23.7 million and \$39.9 million, which represented approximately 9.1% and 17.4% of total net accounts receivable, respectively.

### *Service purchased from related parties*

Transactions with related parties included in cost and operating expenses represented 0.8%, 2.0% and 2.5% of total cost and operating expenses for 2013, 2014 and 2015, respectively.

One of the Company’s subsidiaries entered into an agreement with BroadVision Inc. (“BroadVision”) whose Chairman, Chief Executive Officer and President Pehong Chen is a director of SINA in the presented periods and resigned in January 2016. Under this agreement, BroadVision provides HR information management hosting service, including software subscription, system upgrade and technical support. For 2013, 2014 and 2015, services fee to BroadVision are approximately \$169,000, \$176,000 and \$175,000, respectively. There was no payable outstanding as of December 31, 2014 and 2015.

The Company believes that the terms of the agreements with the related parties are comparable to the terms in arm’s-length transactions with third-party customers and vendors.

### *New Share Issuance to the CEO*

On November 6, 2015, the Company completed an issuance of 11,000,000 ordinary shares to a special purpose vehicle owned by Mr. Charles Chao, Chairman and CEO of the Company, for an aggregate price of \$456,390,000 pursuant to a legally binding subscription agreement signed in June 2015. The shares acquired in this transaction are subject to a contractual lock-up restriction for six months after the closing on November 6, 2015. The per share purchase price of US\$41.49 represents the average closing trading price of SINA’s ordinary shares for the 30 trading days ended May 29, 2015, the last trading day before the signing of the subscription agreement. No stock-based compensation expenses were arising from this placement. See Note 15 New Share Issuance to the CEO to Consolidated Financial statements.

## 11. Income Taxes

The Company is registered in the Cayman Islands and has operations in four tax jurisdictions — the PRC, the U.S., Hong Kong and Taiwan. The operations in Taiwan represent a branch office of the subsidiary in the U.S. For operations in the U.S., Hong Kong and Taiwan, the Company has incurred net accumulated operating losses for income tax purposes. The Company believes that it is more likely than not that these net accumulated operating losses will not be utilized in the future. Therefore, the Company has provided full valuation allowance for the deferred tax assets arising from the losses at these locations as of December 31, 2015 and no income tax expense (benefit) was recognized for any of three jurisdictions for the year ended December 31, 2013, 2014 and 2015.

The components of income before income taxes are as follows:

	Year Ended December 31,		
	2013	2014	2015
	(In thousands, except percentage)		
Income before income tax expense	\$ 58,432	\$ 168,741	\$ 46,143
Income (loss) from non-China operations	\$ (18,430)	\$ 168,446	\$ (25,354)
Income from China operations	\$ 76,862	\$ 295	\$ 71,497
Income tax expenses applicable to China operations	\$ 14,602	\$ 6,970	\$ 10,420
Effective tax rate for China operations	19%	2,362%	15%

The Company has recorded income tax provisions from its PRC operations for the years ended December 31, 2013, 2014 and 2015. In 2013, the Company's Cayman Islands operations recorded a dilution loss totaling \$10.2 million related to E-House. In 2014, the Company's Cayman Islands operations recognized a disposal gain of \$109.2 million relates to Alibaba and a dilution gain of E-House totaling \$48.2 million, Hong Kong operations recognized a deemed disposal gain of Tian Ge of \$49.2 million, Weibo's Cayman Islands operations recorded a loss in change in fair value of investor option liability of \$47.0 million. In 2015, the Company's Cayman Islands operations recorded a gain of \$18.9 million related to disposal of its partial investment in Youku Tudou. See Note 4 and Note 5 to the Consolidated Financial Statements for further discussion.

#### ***Cayman Islands***

Under the current tax laws of Cayman Islands, the Company is not subject to tax on income or capital gain. In addition, upon payments of dividends by the Company to its shareholders, no Cayman Islands withholding tax will be imposed. As such, the significant income from gains on the disposition of and deemed disposition of the Alibaba shares and E-House shares in 2014 and disposition of the Youku Tudou shares in 2015 are not subject to tax.

#### ***U.S.***

As of December 31, 2015, the Company's subsidiary in the U.S. had approximately \$87.6 million of federal and \$9.6 million of state net operating loss carryforwards available to offset future taxable income. The federal net operating loss carryforwards will expire, if unused, in the years ending June 30, 2018 through December 31, 2035, and the state net operating loss carryforwards will expire, if unused, in the years ending December 31, 2016 through December 31, 2035. Included in the net operating loss carryforwards were \$40.1 million and \$6.0 million of federal and state net operating loss carryforwards relating to employee stock options, the benefit of which will be credited to equity when realized. The Tax Reform Act of 1986 limits the use of net operating loss and tax credit carryforwards in certain situations when changes occur in the stock ownership of a company. In the event the Company has a change in ownership, utilization of carryforwards could be restricted. The deferred tax assets for the U.S. subsidiary as at December 31, 2015 consisted mainly of net operating loss carryforwards, for which a full valuation allowance has been provided, as management believes it is more likely than not that these assets will not be realized in the future.

The following table sets forth the significant components of the net deferred tax assets for operation in the U.S.:

	As of December 31,	
	2014	2015
	(In thousands)	
Deferred tax assets:		
Net operating loss carry-forwards	\$ 29,872	\$ 30,126
Other tax credits, allowances for doubtful accounts, accruals and other liabilities	503	479
Total deferred tax assets	30,375	30,605
Less: valuation allowance	(30,375)	(30,605)
Deferred tax assets, net	\$ —	\$ —

#### ***Hong Kong***

As of December 31, 2015, the Company's Hong Kong subsidiary had approximately \$27.3 million of net operating loss carryforwards which can be carried forward indefinitely to offset future taxable income. As of December 31, 2015, the deferred tax assets for the Hong Kong subsidiary, consists mainly of net operating loss carryforwards, for which a full valuation allowance has been provided. Management believes it is more likely than not that these assets will not be realized in the future.

The following table sets forth the significant components of the net deferred tax assets for Hong Kong operation:

	As of December 31,	
	2014	2015
	(In thousands)	
Deferred tax assets:		
Net operating loss carry-forwards	\$ 4,027	\$ 4,506
Less: valuation allowance	(4,027)	(4,506)
Deferred tax assets	\$ —	\$ —

## China

Effective January 1, 2008, the Enterprise Income Tax Law (the “EIT Law”) in China unifies the enterprise income tax rate for the entities incorporated in China at 25% if they are not eligible for any preferential tax treatment. High and new technology enterprises enjoy a preferential tax rate of 15% under the EIT Law. As of December 31, 2015, four of the Company’s subsidiaries and VIEs in China, SINA.com Technology (China) Co., Ltd., SINA Technology (China) Co., Ltd., Beijing New Media Information Technology Co., Ltd., and Sina (Shanghai) Management Co., Ltd., were qualified as high and new technology enterprises, and enjoy a preferential tax rate of 15% under the new EIT Law.

On February 22, 2008, relevant governmental regulatory authorities released qualification criteria, application procedures and assessment processes for “software enterprise”. The relevant qualification criteria, application procedures and assessment processes for software enterprise were updated in April 2013. For those entities qualified as software enterprise, they can enjoy an income tax exemption for two years beginning with its first profitable year and a 50% tax reduction to a rate of 12.5% for the subsequent three years. SINA (Shanghai) Management Co., Ltd., was qualified a software enterprise in 2010 and is exempted from income tax for the first two years and is entitled to a preferential tax rate of 12.5% for the three years from thereafter. Weibo Technology was qualified as a software enterprise and started to enjoy the relevant tax holiday from its first profitable year in 2015.

The EIT Law also provides that an enterprise established under the laws of a foreign country or region but whose “de facto management body” is located in the PRC should be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its global income. The Implementing Rules of the EIT Law merely define the location of the “de facto management body” as “the place where the exercising, in substance, of the overall management and control of the production and business operation, personnel, accounting, properties, etc., of a non-PRC company is located.” Based on a review of surrounding facts and circumstances, the Company does not believe that it is likely that its operations outside of the PRC should be considered a resident enterprise for PRC tax purposes. However, due to limited guidance and implementation history of the EIT Law, should SINA be treated as a resident enterprise for PRC tax purposes, the Company will be subject to PRC tax on worldwide income at a uniform tax rate of 25% retroactive to January 1, 2008.

The EIT Law also imposes a withholding income tax of 10% on dividends distributed by an FIE to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Such withholding income tax was exempted under the Previous EIT Law. The Cayman Islands, where the Company incorporated, does not have such tax treaty with China. According to the arrangement between Mainland China and Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion in August 2006, dividends paid by an FIE in China to its immediate 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 FIE). The State Administration of Taxation further promulgated Circular 601 on October 27, 2009, which provides that tax treaty benefits will be denied to “conduit” or shell companies without business substance and that a beneficial ownership analysis will be used based on a “substance-over-form” principle to determine whether or not to grant the tax treaty benefits.

A majority of the Company's FIEs' operations in China are invested and held by Hong Kong registered entities. If we are regarded as a non-resident enterprise and our Hong Kong subsidiaries are regarded as resident enterprises, then our Hong Kong subsidiaries may be required to pay a 10% withholding tax on any dividends payable to us. If our Hong Kong entities are regarded as non-resident enterprises, then our PRC subsidiaries may be required to pay a 5% withholding tax for any dividends payable to our Hong Kong subsidiaries. However, it is still unclear at this stage whether Circular 601 applies to dividends from our PRC subsidiaries paid to our Hong Kong subsidiaries and if our Hong Kong subsidiaries were not considered as "beneficial owners" of any dividends from their PRC subsidiaries, the dividends payable to our Hong Kong subsidiaries would be subject to withholding tax at a rate of 10%. In accordance with accounting guidance, all undistributed earnings are presumed to be transferred to the parent company and are subject to the withholding taxes. Based on the subsequently issued interpretation of the EIT, Article 4 of Cai Shui (2008) Circular No. 1, dividends on earnings prior to 2008 but distributed after 2008 are not subject to withholding income tax. The current policy approved by the Company's board of directors allows the Company to distribute PRC earnings offshore only if the Company does not have to pay a dividend tax. Such policy may require the Company to reinvest all earnings made since 2008 onshore indefinitely or be subject to a significant withholding tax should its policy change to allow for earnings distribution offshore. As of December 31, 2014 and 2015, the Company did not record any withholding tax on the retained earnings of its FIEs in the PRC as the Company intends to reinvest all earnings in China since 2008 to further expand its business in China, and its FIEs do not intend to declare dividends on the retained earnings made since 2008 to their immediate foreign holding companies.

The Company's VIEs are wholly owned by the Company's employees and controlled by the Company through various contractual agreements. To the extent that these VIEs have undistributed earnings, the Company will accrue appropriate expected tax associated with repatriation of such undistributed earnings.

The Company did not recognize any amount of unrecognized tax benefits and related interest and penalties in its financial statement during the presented periods in accordance with ASC740-10. Included in the long-term liabilities as of December 31, 2014 and 2015, there was approximately \$0.8 million and \$0.6 million unrecognized tax liability, respectively, arising from transferring pricing arrangements between subsidiaries and VIEs in previous periods, which is immaterial to the consolidated financial statements for all periods presented. The Company also did not expect any significant increase or decrease in this unrecognized tax liability within 12 months following the reporting date. In general, the PRC tax authorities have up to five years to review a company's tax filings. Accordingly, tax filings of the Company's PRC subsidiaries and VIEs for tax years 2011 through 2015 remain subject to the review by the relevant PRC tax authorities. In the case of a transferring pricing related adjustment, the statute of limitation is ten years, which indicates that such arrangement will open for examination by PRC tax authorities.

In December 2009, the State Administration of Tax ("SAT") in China issued a circular on strengthening the management of proceeds from equity transfers by non-China tax resident enterprises and requires foreign entities to report indirect sales of China tax resident enterprises. If the existence of the overseas intermediary holding company is disregarded due to lack of reasonable business purpose or substance, gains on such sale are subject to PRC withholding tax. In February 2015, SAT issued the Circular on Several Issues Related to Enterprise Income Tax for Indirect Asset Transfer by Non-PRC Resident Enterprises, or SAT Circular 7, if a non-resident enterprise transfers the equity interests of or similar rights or interests in overseas companies which directly or indirectly own PRC taxable assets through an arrangement without a reasonable commercial purpose, but rather to avoid PRC corporate income tax, the transaction will be re-characterized and treated as a direct transfer of PRC taxable assets subject to PRC corporate income tax. SAT Circular 7 specifies certain factors that should be considered in determining whether an indirect transfer has a reasonable commercial purpose. However, as SAT Circular 7 is newly issued, there is uncertainty as to the application of SAT Circular 7 and the interpretation of the term "reasonable commercial purpose." SAT Circular 7 became effective on February 2015, but it also applies to Indirect Transfers which occurred before its issuance but have not received assessment from the tax authorities. In June 2015, according to communication with local tax bureau in China, the sale of shares in Weibo during its initial public offering was categorized as an indirect transfer of taxable assets in China, and as such the capital gain from the transaction is subject to PRC withholding tax at rate of 10%. The Company fully paid the relevant tax arising from the transaction and recorded a reduction of additional paid-in capital in 2015 considering the relevant tax directly relates to equity transaction. Although the Company believes that it is more likely than not all the other transactions made by the Company during all the presented periods would be determined to have reasonable commercial purpose, should this not be the case, the Company would be subject to a significant withholding tax that could materially and adversely impact its financial position, results of operations and cash flows.

#### *Composition of income tax expenses for China operations*

The following table sets forth current and deferred portion of income tax expenses of the Company's China subsidiaries and VIEs:

	Year Ended December 31,		
	2013	2014	2015
	(In thousands)		
Current tax provision	\$ 12,820	\$ 8,198	\$ 13,948
Deferred tax provision (benefits)	1,782	(1,228)	(3,528)
Income tax expenses	<u>\$ 14,602</u>	<u>\$ 6,970</u>	<u>\$ 10,420</u>

*Reconciliation of the differences between statutory tax rate and the effective tax rate for China operations*

The following table sets forth reconciliation between the statutory EIT rate and the effective tax rate for China operations:

	Year Ended December 31,		
	2013	2014	2015
Statutory EIT rate	25%	25%	25%
Effect on tax holiday and preferential tax rate	(10)%	(1,664)%	(24)%
Permanent differences	(1)%	2,670%	12%
Change in valuation allowance	5%	1,699%	2%
Effect of changes in the tax status	—	(368)%	—
Effective tax rate for China operations	19%	2,362%	15%

The provisions for income taxes for the years ended December 31, 2013, 2014 and 2015 differ from the amounts computed by applying the EIT primarily due to the tax holidays and the preferential tax rate enjoyed by certain of the Company's entities in the PRC. The effective tax rate of the Company's PRC operations for 2014 increased to 2,362% was primarily due to the effect of tax holidays, preferential tax rate, increase in permanent differences and relatively low pre-tax income for the year. The decrease in effective tax rate for China operations when compared to 2014 mainly resulted from a relatively higher income before tax from China operation in 2015 and the effect of tax holiday of software enterprise enjoyed by Weibo Technology starting from 2015.

The following table sets forth the effect of tax holiday related to China operations:

	Year Ended December 31,		
	2013	2014	2015
	(In thousands, except per share amount)		
Tax holiday effect	\$ 7,583	\$ 4,910	\$ 17,169
Basic net income per share effect	\$ 0.11	\$ 0.08	\$ 0.29
Diluted net income per share effect	\$ 0.11	\$ 0.07	\$ 0.28

The following table sets forth the significant components of deferred tax assets and liabilities for China operations:

	As of December 31,	
	2014	2015
	(In thousands)	
Deferred tax assets:		
Allowances for doubtful accounts	\$ 13,451	\$ 16,386
Net operating loss carry forwards	2,185	1,098
Depreciation, accruals and other liabilities	10,220	13,517
Total deferred tax assets	25,856	31,001
Less: valuation allowance	(21,536)	(23,232)
Net deferred tax assets	\$ 4,320	\$ 7,769
Deferred tax liabilities:		
Depreciation	\$ (339)	\$ (468)
Acquired intangible assets	(2,887)	(1,959)
Others	(1,142)	(2,044)
Total deferred tax liabilities	\$ (4,368)	\$ (4,471)

Valuation allowance is provided against deferred tax assets when the Company determines that it is more likely than not that the deferred tax assets will not be utilized in the future. In making such determination, the Company considered factors including (i) future reversals of existing taxable temporary differences; (ii) future taxable income exclusive of reversing temporary differences and carryforwards; and (iii) tax planning strategies. Historically, deferred tax assets were valued using the previous statutory rate of 25% or applicable preferential rates.

As of December 31, 2014 and 2015, the Company provided full valuation allowance of the deferred tax assets for China operations mainly relates to the allowance for doubtful accounts. Given that the Company has been unsuccessful in getting approval from the relevant tax authorities for the deduction of the tax allowance on bad debt in recent years, the Company believes it is more likely than not that these deferred tax assets will not be utilized.

As of December 31, 2014 and 2015, the Company had net operating loss carry forwards for China Operation totaling \$7.0 million and \$4.4 million, which both recognized fully valuation allowance.

## **12. Net Income (Loss) Per Share**

Basic net income (loss) per share is computed using the weighted average number of the ordinary shares outstanding during the period. Restricted share units are not considered outstanding in the computation of basic earnings per share ("EPS"). Diluted EPS is computed using the weighted average number of ordinary shares and potential ordinary shares outstanding during the period. The computation of diluted EPS does not assume conversion, exercise, or contingent issuance of securities that would have an anti-dilutive effect (i.e. an increase in EPS amounts or a decrease in loss per share amounts) on net income per share. For the year ended December 31, 2013 and 2015, convertible debt that was anti-dilutive and excluded from the calculation of diluted net income per share was \$0.8 million and \$10.7 million. For the year ended December 31, 2014, the interest expenses and amortized issuance costs of \$13.5 million relates to convertible debt was recognized as dilutive factors and including in calculation of diluted net income per share.

In calculating the Company's consolidated basic and diluted EPS, the numerator include SINA's share of income (loss) from Weibo based on Weibo's basic and diluted EPS, respectively, applying the two-class method, multiplied by the number of Weibo shares held by SINA. In periods during which Weibo is profitable, the preferred shares held by Alibaba, a related party of the Company, are participating securities and, therefore, all profits of Weibo are allocated to ordinary shares and participating securities based on their dividend rights, as if all of the earnings for the period had been distributed. Considering that the holder of preferred shares has no contractual obligation to fund the losses of the Weibo business in excess of the initial investment, the Company believes that in applying the two-class method of calculating EPS in accordance with ASC 260-10, in periods during which Weibo recognizes losses, any losses from Weibo should not be allocated to the preferred shares, as a conversion of the preferred shares would increase the denominator to share losses, which would be anti-dilutive to the EPS calculation. With the completion of Weibo's initial public offering in April 2014, the preferred shares were automatically converted into ordinary shares, and no dilutive impact was considered on the preferred shares since then. In 2013 and 2014, the effect from preferred shares and other potential ordinary shares outstanding on consolidated net income per share of dilutive shares from Weibo was nil as Weibo was in a loss position in the relevant periods. In 2015, the effect on consolidated net income per share of dilutive shares from Weibo was \$0.9 million.

Additionally, the Company takes into account the effect on consolidated net income per share of dilutive shares of entities in which the Company holds equity interests that are accounted for using the equity method.

The following table sets forth the computation of basic and diluted net income per share for the periods indicated:

	Year Ended December 31,		
	2013	2014	2015
(In thousands, except per share amounts)			
Basic net income per share calculation:			
Numerator:			
Net income attributable to SINA	\$ 45,132	\$ 176,802	\$ 25,678
Denominator:			
Weighted average ordinary shares outstanding	66,741	64,950	60,237
Basic net income per share attributable to SINA	\$ 0.68	\$ 2.72	\$ 0.43
Diluted net income per share calculation:			
Numerator:			
Net income attributable to SINA	\$ 45,132	\$ 176,802	\$ 25,678
Less: Effect on consolidated net income per share of dilutive shares of the Company's equity interests	(959)	(2,106)	(1,490)
Add: Effect on interest expenses and amortized issuance cost of convertible debt	—	13,539	—
Net income attributable for calculating diluted net income per share	44,173	188,235	24,188
Denominator:			
Weighted average ordinary shares outstanding	66,741	64,950	60,237
Weighted average ordinary shares equivalents:			
Effects of dilutive securities			
Stock options	264	74	23
Unvested restricted share units	82	74	388
Convertible debt	—	6,467	—
Shares used in computing diluted net income per share attributable to SINA	67,087	71,565	60,648
Diluted net income per share attributable to SINA	\$ 0.66	\$ 2.63	\$ 0.40

### 13. Employee Benefit Plans

#### China Contribution Plan

The Company's subsidiaries and VIEs in China participate in a government-mandated, multi-employer, defined contribution plan, pursuant to which certain retirement, medical, housing and other welfare benefits are provided to employees. Chinese labor laws require the Company's subsidiaries to pay to the local labor bureau a monthly contribution at a stated contribution rate based on the monthly basic compensation of qualified employees. The local labor bureau is responsible for meeting all retirement benefit obligations; the Company has no further commitments beyond its monthly contribution. For the years ended December 31, 2013, 2014 and 2015, the Company contributed a total of \$40.6 million, \$53.6 million and \$60.1 million to the government funds, respectively.

#### 401(k) Savings Plan

The Company's U.S. subsidiary has a savings plan that qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code (the "401(k) Plan"). Under the 401(k) Plan, participating employees may defer 100% of their eligible pretax earnings up to the Internal Revenue Service's annual contribution limit. All employees on the U.S. payroll of the Company age 21 years or older are eligible to participate in the 401(k) Plan. The Company has not been required to contribute to the 401(k) Plan.

## 14. Profit Appropriation

Relevant PRC laws and regulations permit PRC companies to pay dividends only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. The Company's subsidiaries and VIEs in China are required to make appropriations to certain non-distributable reserve funds. In accordance with the laws applicable to China's Foreign-Invested Enterprises ("FIEs"), its subsidiaries have to make appropriations from its after-tax profit (as determined under Generally Accepted Accounting Principles in the PRC ("PRC GAAP")) to non-distributable reserve funds including (i) general reserve fund, (ii) enterprise expansion fund and (iii) staff bonus and welfare fund. General reserve fund is at least 10% of the after-tax profits calculated in accordance with the PRC GAAP. Appropriation is not required if the reserve fund has reached 50% of the registered capital of the respective company. The appropriation of the other two reserve funds is at the Company's discretion. At the same time, the Company's VIEs, in accordance with the China Company Laws, must make appropriations from its after-tax profit (as determined under the PRC GAAP) to non-distributable reserve funds including (i) statutory surplus fund and (ii) discretionary surplus fund. Statutory surplus fund is at least 10% of the after-tax profits calculated in accordance with the PRC GAAP. Appropriation is not required if the reserve fund has reached 50% of the registered capital of the respective company.

General reserve fund and statutory surplus fund are restricted for setting off against losses, expansion of production and operation or increase in register capital of the respective company. As a result of these PRC laws and regulations, the general reserve, statutory surplus and registered capital of PRC subsidiaries and VIEs are restricted in terms of being transferred to the Company either in the form of dividends, loans or advances. The balance of restricted net assets was \$357.8 million or 12% of the Company's total consolidated net assets as of December 31, 2015. Except for the above, there is no other restriction on the use of proceeds generated by the Company's subsidiaries and VIEs to satisfy any obligations of the Company.

## 15. Shareholders' Equity

### *Stockholder Rights Plan*

In 2005, the Company adopted a Rights Plan (the "2005 Rights Plan") to protect the best interests of all shareholders. The 2005 Rights Plan expired on February 22, 2015. In order to continue to protect the best interests of our shareholders, the Company's board of directors approved a continuation of the 2005 Rights Plan (the "2015 Rights Plan") in April 2015. In general, the 2015 Rights Plan has substantially the same terms as the 2005 Rights Plan. Pursuant to the 2015 Rights Plan, stockholders of SINA have rights to purchase ordinary shares of the Company at a substantial discount from those securities' fair market value upon a person or group acquiring, without the approval of the Board of Directors, more than 10% of the Company's ordinary shares. Any person or group who triggers the purchase right distribution becomes ineligible to participate in the Plan, causing substantial dilution of such person or group's holdings. The 2015 Rights Plan has a record date of May 4, 2015 and will expire on April 23, 2025 unless extended by the Company's board of directors before then.

In addition, the Company's Board of Directors has the authority, without further action by its shareholders, to issue up to 3,750,000 preference shares in one or more series and to fix the powers and rights of these shares, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights associated with its ordinary shares. Preference shares could thus be issued quickly with terms calculated to delay or prevent a change in control or make removal of management more difficult. Similarly, the Board of Directors may approve the issuance of debentures convertible into voting shares, which may limit the ability of others to acquire control of the Company.

### *New share issuance to the CEO*

On June 1, 2015, the Company entered into a legally binding subscription agreement to issue new 11,000,000 ordinary shares with a special purpose vehicle owned by Mr. Charles Chao, Chairman and CEO of the Company, for an aggregate price of \$456,390,000. On November 6, 2015, the placement was completed and all of the proceeds have been received by the Company. The shares acquired in this transaction are subject to a contractual lock-up restriction for six months after the closing on November 6, 2015. The per share purchase price of \$41.49 represents the average closing trading price of SINA's ordinary shares for the 30 trading days ended May 29, 2015, the last trading day before the signing of the subscription agreement. No stock-based compensation expenses arose from the new issuance as the purchase price for the shares was at or above the market price of those shares at the date Mr. Chao irrevocably committed to purchase those shares.

### *2015 Share Incentive Plan*

On June 29, 2007, the Company adopted the 2007 Share Incentive Plan (the "2007 Plan"), which plan was amended and restated on August 2, 2010 (the "Amended and Restated 2007 Plan"). The Amended and Restated 2007 Plan permits the granting of share options, share appreciation rights, restricted share units and restricted shares. The Amended and Restated 2007 Plan terminated on August 1, 2015. Under the 2007 Plan, a total of 10,000,000 ordinary shares of the Company are available for issuance. As of December 31, 2015, there were 899,000 options and 1,811,000 restricted share units outstanding under the Amended and Restated 2007 Plan.

In July, 2015, the Company adopted the 2015 Share Incentive Plan (the "2015 Plan"), which permits the granting of share options, share appreciation rights, restricted share units and restricted shares. Under 2015 Plan, a total of 6,000,000 ordinary shares of the Company are available for issuance. The maximum number of ordinary shares available for issuance will be reduced by one share for every one share issued pursuant to a share option or share appreciation right and by 1.75 share for every one share issued as restricted shares or pursuant to a restricted shares unit. The maximum number of ordinary shares that may be granted subject to awards under the 2015 Plan during any given fiscal year will be limited to 3% of the total outstanding shares of the Company as of the end of the immediately preceding fiscal year, plus any shares remaining available under the share pool for the immediately preceding fiscal year. Share options and share appreciation rights must be granted with an exercise price of at least 110% of the fair market value on the date of grant.

Upon adoption, the 2015 Plan replaced the existing 2007 Plan and, as a result, no additional awards could be granted under 2007 Plan. As of December 31, 2015, there were nil options and 155,000 restricted share units outstanding under the 2015 Plan.



### ***Stock-Based Compensation***

The following table sets stock-based compensation included in each of the accounts, including amount arising from Weibo's incentive plan:

	Year Ended December 31,		
	2013	2014	2015
	(In thousands)		
Costs of revenues	\$ 6,234	\$ 3,231	\$ 5,272
Sales and marketing	8,643	5,092	10,793
Product development	11,418	7,217	14,234
General and administrative	20,806	16,953	25,840
	<u>\$ 47,101</u>	<u>\$ 32,493</u>	<u>\$ 56,139</u>

The Company uses the Black-Scholes option pricing model to estimate the fair value of stock options. Stock based compensation for the year ended December 31, 2013 included \$27.1 million to reflect the difference between the proceeds received by employees and the fair value of the vested shares sold to Alibaba. (See Note 7 — Investment in Weibo for further discussion).

## Stock Options

The assumptions used to value the Company's option grants were as follows:

	Year Ended December 31,		
	2013	2014	2015
<b>Stock options:</b>			
Expected term (in years)	4.1	4.0	4.1
Expected volatility	58%	55%-56%	54%
Risk-free interest rate	0.6%	1.3%-1.9%	1.1%
Expected dividend yield	—	—	—

Expected term represents the weighted average period of time that stock-based awards granted are expected to be outstanding giving consideration to historical exercise patterns. The simplified method was used for 2013, 2014 and 2015, due to the lack of industry comparison and comparable historical exercise patterns. Options granted since 2007 have a contractual life of either six or seven years, compared ten years for previous grants. Most of the grants under the new terms have not been fully vested nor forfeited. In addition, the Company experienced significant changes in revenue mix and employee composition in recent years. For these reasons, the Company believes that share option exercise pattern on new grants may not reflect those of previous grants. Expected volatilities are based on historical volatilities of the Company's ordinary shares over the respective expected term of the stock-based awards. Risk-free interest rate is based on US Treasury zero-coupon issues with maturity terms similar to the expected term on the stock-based awards. The Company does not anticipate paying any cash dividends in the foreseeable future.

The following table sets forth the summary of number of shares available for issuance:

	Shares Available (In thousands)
<b>December 31, 2012</b>	5,252
Granted*	(610)
Cancelled/forfeited	69
<b>December 31, 2013</b>	4,711
Granted*	(1,841)
Cancelled/forfeited	92
<b>December 31, 2014</b>	2,962
New issued under the 2015 Plan	6,000
Granted*	(2,981)
Cancelled/forfeited	742
Expired	(995)
<b>December 31, 2015</b>	5,728

\* In 2013, 2014 and 2015, 258,000, 918,000 and 1,620,000, restricted shares units, or 451,500, 1,605,900 and 2,834,700 equivalent option shares, respectively, were granted.

The following table sets forth the summary of option activities under the Company's stock option program:

	Options Outstanding (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (In years)	Aggregate Intrinsic Value (In thousands)
<b>December 31, 2012</b>	1,209	\$ 41.53	3.50	\$ 11,183
Granted	160	\$ 53.83		
Exercised	(325)	\$ 35.73		
Cancelled/expired/forfeited	(6)	\$ 30.39		
<b>December 31, 2013</b>	1,038	\$ 45.31	3.48	\$ 40,411
Granted	235	\$ 38.38		
Exercised	(240)	\$ 32.58		
Cancelled/expired/forfeited	(11)	\$ 47.94		
<b>December 31, 2014</b>	1,022	\$ 46.68	3.90	\$ 809
Granted	147	\$ 35.69		
Exercised	(50)	\$ 29.12		
Cancelled/expired/forfeited	(196)	\$ 51.65		
<b>December 31, 2015</b>	923	\$ 44.83	3.37	\$ 5,208
Vested and expected to vest as of December 31, 2014	1,009	\$ 46.77	3.88	\$ 809
Exercisable as of December 31, 2014	591	\$ 48.36	3.16	\$ 809
Vested and expected to vest as of December 31, 2015	914	\$ 44.90	3.35	\$ 5,103
Exercisable as of December 31, 2015	616	\$ 48.52	2.69	\$ 1,537

The total intrinsic value of options exercised during 2013, 2014 and 2015 was \$12.4 million, \$4.7 million and \$0.1 million, respectively. The intrinsic value is calculated as the difference between the market value on the date of exercise and the exercise price of the shares. Cash received from the exercises of stock option of the Company during 2013, 2014 and 2015 was \$10.3 million, \$8.9 million and \$1.5 million. As reported by the NASDAQ Global Selected Market, the Company's ending stock price as of December 31, 2014 and 2015 was \$37.41 and \$49.40, respectively.

As of December 31, 2014, there was \$8.1 million of unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested stock options granted to the Company's employees and directors. This cost is expected to be recognized over a weighted-average period of 2.7 years. As of December 31, 2015, there was \$5.4 million of unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested stock options granted to the Company's employees and directors. This cost is expected to be recognized over a weighted-average period of 2.8 years. Total unrecognized compensation cost may be adjusted for future changes in estimated forfeitures.

Information regarding the stock options outstanding as of December 31, 2014 and 2015 are summarized below:

Range of Exercise Prices	Options Outstanding (In thousands)	Weighted Average Exercise Price	Options Exercisable (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (In years)
<b>As of December 31, 2014</b>					
\$24.39 - \$38.27	289	\$ 35.26	69	\$ 25.68	4.73
\$40.07 - \$45.13	82	\$ 44.20	39	\$ 45.13	3.75
\$51.48 - \$51.48	491	\$ 51.48	407	\$ 51.48	3.39
\$53.83 - \$53.83	160	\$ 53.83	76	\$ 53.83	4.05
	<u>1,022</u>	\$ 46.68	<u>591</u>	\$ 48.36	3.90
<b>As of December 31, 2015</b>					
\$24.39 - \$38.27	374	\$ 36.48	84	\$ 34.28	4.51
\$40.07 - \$40.07	15	\$ 40.07	7	\$ 40.07	5.81
\$45.13 - \$45.13	56	\$ 45.13	48	\$ 45.13	2.55
\$51.48 - \$51.48	478	\$ 51.48	477	\$ 51.48	2.49
	<u>923</u>	\$ 44.83	<u>616</u>	\$ 48.52	3.37

## Restricted Share Units

### Summary of Service-Based Restricted Share Units

The following table sets forth the summary of service-based restricted share unit ("RSU") activities:

	Shares Granted (In thousands)	Weighted-Average Grant Date Fair Value
<b>December 31, 2012</b>	361	\$ 65.87
Awarded*	257	\$ 71.24
Vested	(162)	\$ 61.73
Cancelled	(38)	\$ 63.07
<b>December 31, 2013</b>	418	\$ 71.03
Awarded*	918	\$ 39.67
Vested	(171)	\$ 68.51
Cancelled	(46)	\$ 64.33
<b>December 31, 2014</b>	1,119	\$ 45.97
Awarded*	1,620	\$ 39.16
Vested	(460)	\$ 44.81
Cancelled	(312)	\$ 44.60
<b>December 31, 2015</b>	1,967	\$ 40.85

\* 36,000 RSUs were granted to non-employee directors in 2013 and 2014, no RSUs were granted to non-employee directors in 2015.

As of December 31, 2014 and 2015, there was \$49.1 million and \$80.3 million of unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested, service-based RSUs granted to the Company's employees and non-employee directors, which is expected to be recognized over a weighted-average period of 3.8 years and 3.3 years respectively. The total fair value based on the respective vesting dates of the restricted share units vested was \$11.3 million, \$7.4 million and \$20.9 million during the years ended December 31, 2013, 2014 and 2015, respectively.

## **Weibo's Stock-Based Compensation**

In August 2010, the Company's subsidiary Weibo Corporation adopted the 2010 Share Incentive Plan (the "2010 Weibo Incentive Plan"), which permits the granting of options, share appreciation rights, restricted share units and restricted shares of Weibo to employees, directors and consultants of Weibo and its affiliates. Under the plan, a total of 35 million ordinary shares were initially reserved for issuance. The maximum number of ordinary shares available for issuance will be reduced by one share for every one share issued pursuant to a share option or share appreciation right and by 1.75 share for every one share issued as restricted share or pursuant to a restricted share unit. Weibo granted its options equivalent to approximately 1.7%, nil and nil of Weibo's ordinary shares on a fully diluted basis in 2013, 2014 and 2015, respectively. Fair value of options estimated at grant date for 2013, 2014 and 2015 was \$16.9 million, nil and nil million, respectively. On March 28, 2014, Weibo's shareholders adopted the 2014 Share Incentive Plan (the 2014 Plan), which has a term of ten years. Initially, the 2014 Plan were funded by the remaining 4,647,872 shares from the 2010 Share Incentive Plan and another 1,000,000 new added shares and by 1 share for every one share issued as restricted share or pursuant to a restricted share unit. On January 1, 2015, shares in the 2014 Plan were allowed a one-time increase in an amount equal to 10% of the total number of Weibo shares issued and outstanding on a fully-diluted basis as of December 31, 2014 ("One-time Addition"). Weibo intends to use such share incentive plan to attract and retain employee talent.

The following table sets forth the stock-based compensation included in each of the relevant accounts arising from Weibo's incentive plan:

	Year Ended December 31,		
	2013	2014	2015
	(In thousands)		
Cost of revenues	\$ 4,253	\$ 755	\$ 1,196
Sales and marketing	6,150	1,583	3,209
Product development	9,209	4,392	10,210
General and administrative	11,630	7,049	11,784
	<u>\$ 31,242</u>	<u>\$ 13,779</u>	<u>\$ 26,399</u>

Stock compensation expenses related to the grants for Weibo were amortized over four years on a straight-line basis with \$4.1 million, \$13.8 million and \$26.4 million in 2013, 2014 and 2015, respectively. Stock-based compensation related to 2010 Weibo Incentive Plan for the year ended December 31, 2013 included an expenses of \$27.1 million, which was the difference between the purchase price and the fair value of ordinary shares or vested options purchased from employees in connection with the Alibaba transaction (See Note 7).

## **Weibo's Stock Options**

Weibo uses the Black-Scholes option pricing model to estimate the fair value of stock options. The assumptions used to value Weibo's option grants were as follows:

	Year Ended December 31,		
	2013	2014*	2015*
<b>Stock options:</b>			
Expected term (in years)	3.5 - 4.8	N/A	N/A
Expected volatility	54% -61%	N/A	N/A
Risk-free interest rate	0.5% - 1.2%	N/A	N/A
Expected dividend yield	—	—	—

\* No options were granted by Weibo in 2014 and 2015.

Expected term represents the weighted average period of time that stock-based awards granted are expected to be outstanding taking into consideration of historical exercise patterns. Due to the lack of industry comparison and comparable historical exercise pattern, Weibo used the simplified method to calculate the expected term. Expected volatilities are based on historical volatilities of comparable companies' ordinary shares over the respective expected term of the stock-based awards. Risk-free interest rate is based on US Treasury zero-coupon issues with maturity terms similar to the expected term on the stock-based awards. Weibo does not anticipate paying any cash dividends in the foreseeable future.

The following table sets forth a summary of the number of shares available for issuance under Weibo's incentive plan:

	Shares Available (In thousands)
<b>December 31, 2012</b>	8,086
Granted*	(4,772)
Cancelled/expired/forfeited	1,157
Repurchased	177
<b>December 31, 2013</b>	4,648
Additions	1,000
Granted	(2,951)
Cancelled/expired/forfeited	41
<b>December 31, 2014</b>	2,738
One-time Addition	21,684
Granted	(4,851)
Cancelled/expired/forfeited	646
<b>December 31, 2015</b>	20,217

\* In 2013, 800,000 restricted share units or 1,400,000 equivalent option shares was granted (see Restricted Share Units section below for details), in addition to 3,372,000 stock options granted under 2010 plan.

The following table sets forth a summary of option activities under Weibo's stock option program:

	Options Outstanding (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (In years)	Aggregate Intrinsic Value (In thousands)
<b>January 1, 2013</b>	23,469	\$ 0.69	4.6	\$ 60,226
Granted	3,372	\$ 3.38		
Exercise	(3,449)	\$ 0.38		
Cancelled/expired/forfeited	(1,157)	\$ 2.49		
Repurchased	(3,674)	\$ 0.45		
<b>December 31, 2013</b>	18,561	\$ 1.17	4.3	\$ 239,975
Granted	—	—		
Exercise	(3,697)	\$ 0.52		
Cancelled/expired/forfeited	(534)	\$ 2.84		
Repurchased	—	—		
<b>December 31, 2014</b>	14,330	\$ 1.28	3.2	\$ 185,684
Granted	—	—		
Exercise	(7,309)	\$ 1.11		
Cancelled/expired/forfeited	(718)	\$ 3.22		
Repurchased	—	—		
<b>December 31, 2015</b>	6,303	\$ 1.26	2.4	\$ 114,975
Vested and expected to vest as of December 31, 2014	14,261	\$ 1.27	3.2	\$ 184,937
Exercisable as of December 31, 2014	11,446	\$ 0.76	2.7	\$ 154,235
Vested and expected to vest as of December 31, 2015	6,237	\$ 1.24	2.4	\$ 113,909
Exercisable as of December 31, 2015	5,649	\$ 1.01	2.2	\$ 104,473

The total intrinsic value of options exercised for the years ended December 31, 2013, 2014 and 2015 was \$37.3 million, \$65.7 million and \$106.2 million, respectively. The intrinsic value is calculated as the difference between the market value on the date of exercise and the exercise price of the shares. Cash received from the exercises of stock option for Weibo during the years ended December 31, 2013, 2014 and 2015 was \$1.0 million, \$1.5 million and \$7.8 million, respectively. As reported by the NASDAQ Global Selected Market, the Company's ending stock price as of December 31, 2014 and 2015 was \$14.24 and \$19.50, respectively.

As of December 31, 2014 and 2015, the unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested stock options granted to Weibo's employees and directors was \$11.3 million and \$3.9 million, respectively. Total unrecognized compensation cost is expected to be recognized over a weighted-average period of 1.7 years and may be adjusted for future changes in estimated forfeitures.

Information regarding stock options of Weibo outstanding is summarized below:

Range of Exercise Prices	Options Outstanding (In thousands)	Weighted Average Exercise Price	Options Exercisable (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (In years)
<b>As of December 31, 2014</b>					
\$0.36 - \$0.41	9,337	\$ 0.37	9,337	\$ 0.37	2.3
\$0.96 - \$1.80	844	\$ 1.19	764	\$ 1.18	3.1
\$3.25 - \$3.36	2,542	\$ 3.29	1,345	\$ 3.30	4.8
\$3.43 - \$3.50	1,607	\$ 3.48	—	\$ —	5.5
	<u>14,330</u>	\$ 1.28	<u>11,446</u>	\$ 0.76	3.2
<b>As of December 31, 2015</b>					
\$0.36 - \$0.41	4,167	\$ 0.36	4,167	\$ 0.36	1.7
\$0.96 - \$1.80	406	\$ 1.24	406	\$ 1.24	2.3
\$3.25 - \$3.36	682	\$ 3.32	519	\$ 3.33	3.5
\$3.43 - \$3.50	1,048	\$ 3.48	557	\$ 3.48	4.6
	<u>6,303</u>	\$ 1.26	<u>5,649</u>	\$ 1.01	2.2

#### *Weibo's Restricted Share Units*

The following table sets forth the summary of service-based restricted share unit activities for Weibo:

	Shares Granted (In thousands)	Weighted-Average Grant Date Fair Value
<b>As at December 31, 2013</b>	800	\$ 13.19
Awarded	2,951	\$ 17.11
Vested	(203)	\$ 13.19
Cancelled	(41)	\$ 17.23
<b>As at December 31, 2014</b>	<u>3,507</u>	\$ 16.44
Awarded	4,851	\$ 12.41
Vested	(1,211)	\$ 14.69
Cancelled	(646)	\$ 14.18
<b>As at December 31, 2015</b>	<u>6,501</u>	\$ 13.98

As of December 31, 2015, unrecognized compensation cost, adjusted for estimated forfeitures and related to non-vested, service-based restricted share units granted to Weibo's employees and non-employee directors, was \$73.0 million. This cost is expected to be recognized over a weighted-average period of 3.2 years. The total fair value based on the vesting date of the restricted share units vested was nil, \$2.7 million and \$17.8 million during the years ended December 31, 2013, 2014 and 2015, respectively.

## 16. Segment Information

The Company currently operates in three principal business segments globally — Portal advertising, Weibo and Others. Information regarding the business segments provided to the Company’s chief operating decision makers (“CODM”) are at the revenue or gross margin level. The Company currently does not allocate operating costs nor assets to its segments, as its CODM does not use such information to allocate resources or evaluate the performance of the operating segments. The Company currently does not allocate other long-lived assets to the geographic operations, except for property and equipment.

In June 2015, the Company sold the Weibo Funds to Weibo (See Note 7). At the point the CODM began evaluating the performance of the Weibo segment inclusive of the Weibo Funds, which constituted a change in the Company’s segment operating performance measurements. The comparative operating results of the Portal advertising&Others segment and Weibo segment were retrospectively adjusted to include the Weibo Funds in the Weibo segment for all periods.

The following tables present summary information by segment:



**For the Year Ended December 31, 2013:**

	Portal advertising	Others	Portal advertising & Others	Weibo	Total
	(In thousands, except percentages)				
Net revenues	\$ 378,068	\$ 98,725	\$ 476,793	\$ 188,313	\$ 665,106
Costs of revenues	161,385	49,788	211,173	59,891	271,064
Gross margin	57%	50%	56%	68%	59%
Operating expenses:					
Sales and marketing			\$ 97,335	\$ 63,076	\$ 160,411
Product development			45,592	100,740	146,332
General and administrative			41,513	23,214	64,727
Total operating expenses			184,440	187,030	371,470
Income (loss) from operations			81,180	(58,608)	22,572
Interest and other income (expenses), net			21,663	(2,871)	18,792
Change in fair value of investor option liability			—	21,064	21,064
Income (loss) from equity method investments, net			10,761	(1,236)	9,525
Realized gain (loss) on long-term investments			(10,900)	3,513	(7,387)
Investment related impairment			(3,608)	(2,526)	(6,134)
Income (loss) before income tax expense			99,096	(40,664)	58,432
Income tax expense			(14,331)	(271)	(14,602)
Net income (loss)			\$ 84,765	\$ (40,935)	\$ 43,830

**For the Year Ended December 31, 2014:**

	Portal advertising	Others	Portal advertising & Others	Weibo	Total
	(In thousands, except percentages)				
Net revenues	\$ 375,504	\$ 58,565	\$ 434,069	\$ 334,172	\$ 768,241
Costs of revenues	172,078	34,664	206,742	83,599	290,341
Gross margin	54%	41%	52%	75%	62%
Operating expenses:					
Sales and marketing			\$ 108,566	\$ 120,361	\$ 228,927
Product development			66,490	125,832	192,322
General and administrative			56,556	26,483	83,039
Goodwill impairment			14,526	—	14,526
Total operating expenses			246,138	272,676	518,814
Loss from operations			(18,811)	(22,103)	(40,914)
Interest and other income, net			22,145	6,780	28,925
Change in fair value of investor option liability			—	(46,972)	(46,972)
Income (loss) from equity method investments, net			19,476	(5)	19,471
Realized gain on long-term investments			227,343	481	227,824
Investment related impairment			(17,072)	(2,521)	(19,593)
Income (loss) before income tax expense			233,081	(64,340)	168,741
Income tax expense			(5,842)	(1,128)	(6,970)
Net income (loss)			\$ 227,239	\$ (65,468)	\$ 161,771

**For the Year Ended December 31, 2015:**

	Portal advertising	Others	Portal advertising & Others	Weibo	Total
	(In thousands, except percentages)				
Net revenues	\$ 340,814	\$ 61,964	\$ 402,778	\$ 477,891	\$ 880,669
Costs of revenues	157,862	35,558	193,420	141,960	335,380
Gross margin	54%	43%	52%	70%	62%
Operating expenses:					
Sales and marketing			\$ 104,369	\$ 126,059	\$ 230,428
Product development			66,327	143,444	209,771
General and administrative			63,943	28,925	92,868
Total operating expenses			234,639	298,428	533,067
Income (loss) from operations			(25,281)	37,503	12,222
Interest and other income, net			16,048	6,344	22,392
Income (loss) from equity method investments, net			224	(6)	218
Realized gain on long-term investments			18,846	944	19,790
Investment related impairment			(474)	(8,005)	(8,479)
Income before income tax expense			9,363	36,780	46,143
Income tax expense			(7,829)	(2,591)	(10,420)
Net income			\$ 1,534	\$ 34,189	\$ 35,723



The following is a summary of the Company's geographic operations:

	PRC	International	Total
	(In thousands)		
<b>Year ended and as of December 31, 2013:</b>			
Net revenues	\$ 660,695	\$ 4,411	\$ 665,106
Long-lived assets	\$ 75,691	\$ 5,229	\$ 80,920
<b>Year ended and as of December 31, 2014:</b>			
Net revenues	\$ 762,200	\$ 6,041	\$ 768,241
Long-lived assets	\$ 63,428	\$ 301	\$ 63,729
<b>Year ended and as of December 31, 2015:</b>			
Net revenues	\$ 864,075	\$ 16,594	\$ 880,669
Long-lived assets	\$ 47,235	\$ 260	\$ 47,495

Revenues are attributed to the countries in which the invoices are issued.

## 17. Financial Instruments

### Fair Value

The following table sets forth the financial instruments, measured at fair value, by level within the fair value hierarchy as of December 31, 2014 and 2015:

	Fair Value Measurements (In thousands)			
	Total	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>As of December 31, 2014</b>				
Money market funds*	\$ 50,593	\$ 50,593	\$ —	\$ —
Bank time deposits**	1,219,440	—	1,219,440	—
Available-for-sale securities***	262,464	262,464	—	—
Total	\$ 1,532,497	\$ 313,057	\$ 1,219,440	\$ —
<b>As of December 31, 2015</b>				
Money market funds*	\$ 20,000	\$ 20,000	\$ —	\$ —
Bank time deposits**	1,521,057	—	1,521,057	—
Available-for-sale securities***	311,497	311,497	—	—
Total	\$ 1,852,554	\$ 331,497	\$ 1,521,057	\$ —

\* Included in cash and cash equivalents on the Company's consolidated balance sheets.

\*\* Included in cash and cash equivalents and short-term investments on the Company's consolidated balance sheets.

\*\*\* Included in long-term investments on the Company's consolidated balance sheets.

### Recurring

The Company measures money market funds, bank time deposits, available-for-sale securities and investor option liability at fair value on a recurring basis.

The fair values of the Company's money market funds and available-for-sale securities are determined based on the quoted market price (Level 1). The fair value of the Company's bank time deposits are determined based on the quoted market price for similar products (Level 2). The investor option liability, which enables Alibaba, a related party of the Company, to purchase additional ordinary shares and increase its ownership in Weibo up to 30% on a fully-diluted basis (Note 7), is measured using significant unobservable inputs (Level 3) when determining its fair value.

The Company utilized the Binomial option pricing model to determine the fair value of the investor option liability. Estimates of the volatility for the option pricing model were based on the volatility of ordinary shares of a group of comparable, publicly-traded companies. Estimates of expected life were based on the estimated time to liquidation events, and in particular, estimates regarding the timing of a qualified IPO, the likelihood that the Company would undertake a liquidation event other than a qualified IPO, as well as assumptions regarding whether Alibaba would choose to sell off more than 25% of its shares in the Company and, if so, when. Accordingly, the weighted time period for the expiration of the option liability was estimated at 1.4 years. The risk-free interest rate was based on the U.S. Treasury yield for a term consistent with the estimated expected life.

The key inputs used in investor option liability valuation as of December 31, 2013 were as follows:

	As of December 31, 2013
Expected dividend yield	—
Risk-free interest rate	0.30%
Expected volatility	53%
Expected life (in years)	1.4
Fair value per ordinary share of Weibo	\$ 14.10

The investor option liability was valued at \$50.6 million as of the Transaction Date. A gain of \$21.1 million was recognized in 2013 as subsequent change in fair value when marked to market in the Company's consolidated statements of comprehensive income. Immediately prior to the exercise of the option, the fair value of investor option liability was \$76.5 million. For the year ended December 31, 2014, a loss of \$47.0 million was recognized as subsequent change in fair value when marked to market in the Company's consolidated statements of comprehensive income.

Determination of these unobservable inputs requires complex and subjective judgments due to the limited financial and operating history of Weibo, unique business risks and limited public information on companies in China similar to Weibo's business. Changes in these inputs might result in a significantly higher or lower fair value measurement and materially impact the Company's financial position and results of operations.

#### *Non-recurring*

The Company measures certain financial assets, including the investments under cost method and equity method on an other than temporary basis, and intangible assets, goodwill and fixed assets are marked to fair value when an impairment charge is recognized.

As of December 31, 2014 and 2015, certain investments under cost method and equity method were measured using significant unobservable inputs (Level 3) and written down from their respective carrying value to a fair value of nil, with impairment charges incurred and recorded in earnings for the year then ended. The impairment charges related to these investments were \$6.1 million, \$15.3 million and \$6.6 million for the years ended December 31, 2013, 2014 and 2015, respectively (see Note 4 for further information).

The Company reviews its available-for-sale investments regularly to determine if an investment is other-than-temporarily impaired due to changes in quoted market price or other impairment indicators. In 2014, the Company recognized an impairment charge of \$2.6 million on its investment in GOMO. No other-than-temporarily impairment related to the available-for-sale investments were recognized in 2013 and 2015.

In accordance with the Company policy to perform an impairment assessment of its goodwill on an annual basis as of the balance sheet date or when facts and circumstances warrant a review, the Company performed an impairment assessment on its goodwill of reporting units annually. The Company concluded that no write-down was warranted for years ended December 31, 2013 and 2015. In the second quarter of 2014, based on revenue declines of the on-line reading business and near-term outlook, the Company performed an assessment of acquired goodwill of Weiyue with the assistance of an independent valuation firm and recognized goodwill impairment charge of \$14.5 million. The fair value of on-line reading business was determined using Level 3 inputs.

### **Concentration of Risk**

Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of cash and cash equivalents, short-term investments and accounts receivable. In addition, with the majority of its operations in China, the Company is subject to RMB currency risk and offshore remittance risk, both of which have been difficult to hedge and the Company has not done so. The Company limits its exposure to credit loss by depositing its cash and cash equivalents with financial institutions in the U.S., PRC, Hong Kong, Singapore and Taiwan, which are among the largest and most respected with high ratings from internationally-recognized rating agencies, that management believes are of high credit quality. The Company periodically reviews these institutions' reputations, track records and reported reserves.

As of December 31, 2014 and 2015, the Company had \$2,092.3 million and \$2,132.7 million in cash and bank deposits, such as time deposits (with terms generally up to twelve months), with large domestic banks in China, respectively. Historically, deposits in Chinese banks were secure due to the state policy on protecting depositors' interests. However, China promulgated a new Bankruptcy Law that came into effect on June 1, 2007, which contains a separate article expressly stating that the State Council may promulgate implementation measures for the bankruptcy of Chinese banks based on the Bankruptcy Law. Under the new Bankruptcy Law, a Chinese bank may go bankrupt. In addition, since China's concession to WTO, foreign banks have been gradually permitted to operate in China and have become significant competitors to Chinese banks in many aspects, especially since the opening of RMB business to foreign banks in late 2006. Therefore, the risk of bankruptcy on Chinese banks in which the Company holds cash and bank deposits has increased. In the event that a Chinese bank that holds the Company's deposits goes bankrupt, the Company is unlikely to claim its deposits back in full, since it is unlikely to be classified as a secured creditor to the bank under the PRC laws.

Accounts receivable consist primarily of advertising agencies, direct advertising customers and mobile operators. As of December 31, 2014 and 2015, substantially all accounts receivable were derived from the Company's China operations.

Only one customer accounted for more than 10% of the Company's total net revenues in 2013, 2014 and 2015. Only one customer accounted for more than 10% of the Company's net accounts receivable as of December 31, 2014 and two customers accounted for more than 10% of the Company's net accounts receivable as of December 31, 2015 as follows:

	<u>As of December 31,</u> <u>2014</u>	<u>As of December 31,</u> <u>2015</u>
<b>Customer</b>		
Customer A	29%	31%
Customer B	*	11%

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\* Less than 10%

The majority of the Company's net operating income was derived from China. The operations in China are carried out by the subsidiaries and VIEs. The Company depends on dividend payments from its subsidiaries in China after these subsidiaries receive payments from VIEs in China under various services and other arrangements. In addition, under Chinese law, its subsidiaries are only allowed to pay dividends to the Company out of their accumulated profits, if any, as determined in accordance with Chinese accounting standards and regulations. Moreover, these Chinese subsidiaries are required to set aside at least 10% of their respective accumulated profits, if any, up to 50% of their registered capital to fund certain mandated reserve funds that are not payable or distributable as cash dividends. The appropriation to mandated reserve funds are assessed annually.

In 2013, 2014 and 2015, the majority of the Company's revenues derived and expenses incurred were in RMB. As of December 31, 2014 and 2015, the Company's cash, cash equivalents and short-term investments balance denominated in RMB was \$576.6 million and \$460.4 million, accounting for 26.6% and 20.8% of the Company's total cash, cash equivalents and short-term investments balance, respectively. As of December 31, 2014 and 2015, the Company's accounts receivable balance denominated in RMB was \$258.1 million and \$227.0 million, which accounted for almost all of its net accounts receivable balance, respectively. As of December 31, 2014 and 2015, the Company's current liabilities balance denominated in RMB was \$350.8 million and \$525.7 million, which accounted for 90% and 38% of its total current liabilities balance, respectively. The decrease in proportion of total current liabilities as of December 31, 2015 was resulted from the reclassification of \$800 million of convertible debt into current liabilities, which was denominated in US\$. Accordingly, the Company may experience economic losses and negative impacts on earnings and equity as a result of exchange rate fluctuations of RMB. Moreover, the Chinese government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. The Company may experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency.

The Company performed a test on the restricted net assets of consolidated subsidiaries and VIEs (the "restricted net assets") in accordance with Securities and Exchange Commission Regulation S-X Rule 4-08 (e) (3), "General Notes to Financial Statements" and concluded that the restricted net assets did not exceed 25% of the consolidated net assets of the Company as of December 31, 2015.

## **18. Convertible Debt and Treasury Stock**

### ***Convertible Debt***

In November 2013, the Company issued \$800 million in aggregate principle amount of 1.00% coupon interest convertible senior notes due on December 1, 2018 (the "Notes") at par. The Notes may be converted into ordinary shares of the Company proceeding December 1, 2018 in \$1,000 principal amount or an integral multiple of \$1,000 in excess thereof, at the option of the holder, which is equivalent to an initial conversion price of approximately \$123.70 per ordinary share, subject to adjustment. The conversion rate may be adjusted under certain circumstances, such as distribution of dividends and stock splits. In addition, upon a make-whole fundamental change, the Company will, under certain circumstances, increase the applicable conversion rate for a holder that elects to convert its Notes in connection with such make-whole fundamental change. As of December 1, 2018, unless earlier converted, the Company is required to redeem or repurchase the notes.

The net proceeds to the Company from the issuance of the Notes were \$783.2 million, net of issuance cost of \$16.8 million. Concurrently, the Company repurchased its shares of \$100.0 million from the open market. The Company pays cash interest at an annual rate of 1.00% on the Notes, payable semiannually in arrears in cash on June 1 and December 1 of each year, beginning June 1, 2014. The issuance costs of the Notes are being amortized to interest expense to the earliest conversion date of the Notes ("December 1, 2016") using effective interest method.

Concurrently with the issuance of the Notes, the Company offered a put option ("Put Option") to the holders of the Notes, which enable the holders to have the right to require the Company to repurchase for cash all or part of the Notes at a price equal to 100% of the principal amount of the Notes plus accrued and unpaid interest to the repurchase date ("December 1, 2016"). If a fundamental change (as defined in the Indenture) occurs prior to the maturity date, the Holders may require the Company to purchase for cash all or any portion of the Notes at a purchase price equal to 100% of the principal amount of the Notes to be purchased plus accrued and unpaid interest, if any, to, but excluding, the fundamental change purchase date. The Company believes that the likelihood of occurrence of events considered the fundamental change is remote.

In accordance with ASC 815-10-15, the Company concluded that (i) The Put Option is considered clearly and closely related to its debt host and does not meet the requirement for bifurcation as the Holders can only recover its initial investment upon exercise of its option, there are no interest rate scenarios under which the embedded derivative would at least double the investor's initial rate of return; (ii) The bifurcation of the conversion feature from the debt host, the Notes, is not required as the scope exception prescribed in ASC 815-10-15 is met as the conversion option is considered indexed to the entity's own stock and classified in stockholders' equity; (iii) There is no beneficial conversion feature noted at the issuance date as the conversion price of the Notes is greater than the stock price of the Company at the date of issuance. Therefore, the offering of the Notes and the embedded put option should be accounted for as bundle transactions in accordance with the accounting rule and the value of the Notes and Put Option are measured at par under the caption of convertible debts in the consolidated balance sheets. As of December 31, 2015, the convertible debt has been reclassified from long-term liabilities into current liabilities since the holders of the Notes may require the Company to repurchase their notes starting from December 1, 2016.

### ***Treasury Stock***

In 2003, the Company's board of directors approved to use up to \$100 million of net proceeds to repurchase the Company's outstanding ordinary shares concurrently through legally permissible means. For the year ended December 31, 2013, the Company repurchased 1.2 million shares in the amount of \$100.0 million. All the ordinary shares repurchased are no longer outstanding and pending for cancellation and are included as treasury stock.

In 2014, the board of directors of the Company has approved a new share repurchase program whereby SINA was authorized to repurchase its own ordinary shares with an aggregate value of up to \$500 million. The Company expects to fund the repurchase out of its existing cash balance. As of May 31, 2015, the expiration date of the program, the Company has repurchased approximately 8.1 million shares under the program for approximately \$311 million in cash under this new repurchase program. All the ordinary shares repurchased are no longer outstanding and pending for cancellation and are included as treasury stock.

### **19. Commitments and Contingencies**

Operating lease commitments include the commitments under the lease agreements for the Company's office premises. The Company leases its office facilities under non-cancelable operating leases with various expiration dates through 2021. For the years ended December 31, 2013, 2014, and 2015, rental expense was \$21.2 million, \$27.3 million and \$28.3 million, respectively. Based on the current rental lease agreements, future minimum rental payments required as of December 31, 2015 were as follows:

	<b>Total</b>	<b>Less than One Year</b>	<b>One to Three Years</b>	<b>Three to Five Years</b>	<b>More than Five Years</b>
			(In thousands)		
Operating leases commitments	\$ 23,236	\$ 17,907	\$ 4,471	\$ 729	\$ 129

Purchase commitments mainly include minimum commitments for construction cost of new office building, Internet connection, content and services related to website operation, MVAS costs, and marketing activities. In May 2013, The Company entered into an agreement for the construction of a new office building in Zhongguancun Software Park, Haidian District, Beijing. The gross floor area for the new office building as planned is approximately 132,000 square meters and be in the range of \$240 - \$260 million. As of December 31, 2015, \$178.3 million have been paid and the remaining is expected to be paid in 2016.

Purchase commitments as of December 31, 2015 were as follows:

	<b>Total</b>	<b>Less than One Year</b>	<b>One to Three Years</b>	<b>Three to Five Years</b>	<b>More than Five Years</b>
			(In thousands)		
Purchase commitments	\$ 250,864	\$ 225,817	\$ 24,680	\$ 367	\$ —

Other commitment represents future maximum commitment relating to the principal amount and interests in connection with the issuance of a) \$800 million in aggregate principle amount of 1.00% coupon interest convertible senior notes, assuming all debt underlying the convertible senior notes is repurchased by the Company on December 1, 2016; b) \$21 million long-term loan with 3.00% annual interest rate from a third party due in October 2017. Other commitment on the convertible senior notes and long-term loan as of December 31, 2015 was as follows:

	Total	Less than One Year	One to Three Years	Three to Five Years	More than Five Years
	(In thousands)				
Convertible debt	\$ 808,000	\$ 808,000	\$ —	\$ —	\$ —
Long-term loan	21,770	—	21,770	—	—
Total other commitment	\$ 829,770	\$ 808,000	\$ 21,770	\$ —	\$ —

There are uncertainties regarding the legal basis of the Company's ability to operate an Internet business and telecommunication value-added services in China as of December 31, 2015. Although China has implemented a wide range of market-oriented economic reforms, the telecommunication, information and media industries remain highly regulated. Not only are such restrictions currently in place, but in addition regulations are unclear as to in which specific segments of these industries companies with foreign investors, including the Company, may operate. Therefore, the Company might be required to limit the scope of its operations in China, and this could have a material adverse effect on its financial position, results of operations and cash flows.

As of December 31, 2015, there are no claims, lawsuits, investigations and proceedings, including unasserted claims that are probable to be assessed, that have in the recent past had, or to the Company's knowledge, are reasonably possible to have, a material effect on the Company's financial position, results of operations or cash flows.

## 20. Subsequent Events

In February 2016, the board of directors of the Company has approved a new share repurchase plan whereby the Company is authorized to repurchase its own ordinary shares with an aggregate value of up to \$500 million for a period through the end of June 2017.

On April 15, 2016, E-House entered into a definitive agreement and plan of merger, or the Merger Agreement with E-House Holdings Ltd., or Parent and E-House Merger Sub Ltd., or Merger Sub, a wholly-owned subsidiary of Parent. Pursuant to the Merger Agreement, Parent will acquire E-House for a cash consideration equal to US\$6.85 per ordinary share, and upon the closing of the merger, Merger Sub will merge with and into E-House, with E-House continuing as the surviving corporation and a wholly owned subsidiary of Parent. In connection with the transaction contemplated by the Merger Agreement, the Company agreed to make an equity contribution of approximately \$140 million to Parent to subscribe newly issued shares of Parent and entered into a series of agreements, including a rollover agreement, a voting agreement, an equity commitment letter and a limited guarantee, concurrently with the execution of the Merger Agreement. The merger is currently expected to close during the second half of 2016 subject to various closing conditions, including the E-House's shareholder approval.



**Share Pledge Agreement**

This Share Pledge Agreement is entered into in Haidian District, Beijing between the following parties on [Execution Date]:

Party A: [Name of Pledgor] (hereinafter referred to as the “Pledgor”)

ID No.:

Party B: [Name of Pledgee] (hereinafter referred to as the “Pledgee”)

Address:

Whereas:

- (1) The Pledgor is a shareholder of [Name of Variable Interest Entity] (hereinafter referred to as “[VIE]”), and owns [●]% of [VIE]’s shares;
- (2) All of the Pledgor’s investments in [VIE] were sourced from the loan(s) provided by the Pledgee to the Pledgor in accordance with an agreement between the Pledgor and the Pledgee regarding the aforesaid loan(s) (hereinafter referred to as the “Loan Agreement”), the Pledgor bears RMB[Amount of debt] Yuan of debt to the Pledgee;
- (3) The Pledgor and the Pledgee entered into an Agreement on Authorization to Exercise Shareholder’s Voting Power (the “Share Rights Agreement”) on [Execution Date], and according to the Share Rights Agreement, in the case that the Pledgor breaches the Share Rights Agreement, the Pledgor shall pay liquidated damages;
- (4) [VIE] and the Pledgee entered into a “Trademark License Agreement” on [Execution Date], and according to the Trademark License Agreement, [VIE] shall pay corresponding royalties for trademark licensed by the Pledgee to [VIE];
- (5) [VIE] and the Pledgee entered into a “Technical Services Agreement” on [Execution Date], and according to the Technical Service Agreement, [VIE] shall, as the case may be, pay corresponding technology transfer fee, technology license fee, technical service fee, equipment assignment fee and/or equipment rental, etc. to the Pledgee;
- (6) The Pledgor agrees to pledge all of its shares in [VIE] and all other rights relevant to the said share rights to the Pledgee as a collateral security for the Pledgor to pay off all debts to the Pledgee and for [VIE] to perform its payment obligation pursuant to the Trademark License Agreement and the Technical Services Agreement and other relevant obligations; the Pledgee agrees to accept such security.

Therefore, both parties agree as follows after equal and friendly negotiations:

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## **1. Interpretation and Definitions**

- 1.1 In this Agreement, unless otherwise specified in the context, the following terms shall be interpreted according to their respective meanings defined in the following clauses.
- 1.2 Secured Debts: shall mean the following debts:
- 1.2.1 all the principal, interest, overdue interest, liquidated damages, indemnities which the Pledgor shall pay to the Pledgee under the Loan Agreement, as well as all expenditures (including the lawyer's fee) and other amounts paid by the Pledgee for enforcing its rights under the Loan Agreement when the Pledgor breaches the Agreement;
  - 1.2.2 all liquidated damages which the Pledgor shall pay to the Pledgee under the Share Rights Agreement, the interest of the liquidated damages, the overdue interest, as well as all expenditures (including the lawyer's fee) and other amounts paid by the Pledgee for enforcing its rights under the Share Rights Agreement when the Pledgor breaches the Share Rights Agreement;
  - 1.2.3 all royalties for trademark license, the liquidated damages and other relevant fees which [VIE] shall pay to the Pledgee under the Trademark License Agreement, as well as all expenditures (including the lawyer's fee) and other amounts paid by the Pledgee for enforcing its rights under the Trademark License Agreement when [VIE] breaches the Agreement;
  - 1.2.4 the technology transfer fee, technology license fee, technical service fee, equipment assignment fee and/or equipment rental, etc., the liquidated damages and other relevant fees, which [VIE] shall pay to the Pledgee under the Technical Services Agreement, as well as all expenditures (including the lawyer's fee) and other amounts paid by the Pledgee for enforcing its rights under the Technical Services Agreement when [VIE] breaches the Technical Services Agreement.
- 1.3 Pledged Rights: shall mean the Pledgor's shares in [VIE] and all other rights relevant to such shares. Specifically, the Pledged Rights include but are not limited to the following rights:
- 1.3.1 all dividends, profit distributions, extra dividends, allocated shares and any other kind of funds relevant to the Pledged Rights, as well as corresponding rights and interests, which the Pledgor shall be entitled to receive from [VIE] at present or in the future;
  - 1.3.2 the rights enjoyed by the Pledgor in determining [VIE]'s operational guidelines, investment plans and other major matters as well as on electing and changing directors and supervisors, which are corresponding to the Pledged Rights it holds;
  - 1.3.3 all interests warranted, confirmed and promised by other parties under [VIE]'s articles of association and other organizational documents to the Pledgor;

- 1.3.4 the Pledgor's right of claiming against any party to [VIE]'s articles of association or any other organizational document for compensation due to any breach;
- 1.3.5 the Pledgor's right of consenting to or opposing the rescission, amendment or termination of [VIE]'s articles of association and other organizational documents due to the Pledged Rights it holds;
- 1.3.6 Other powers and rights relevant to the Pledged Rights, which the Pledgor is entitled to according to relevant laws and regulations of China as well as [VIE]'s articles of association and other organizational documents.

## **2. Pledge of Stock Rights**

- 2.1 The Pledgor warrants that it will, pursuant to the Loan Agreement and the Share Rights Agreement, pay off relevant debts to the Pledgee, and meanwhile provide guaranty for [VIE] to perform the payment obligation and other relevant obligations under the Trademark License Agreement and the Technical Services Agreement. Therefore, the Pledgor agrees to pledge the Pledged Rights to the Pledgee.
- 2.2 The Pledgor shall, on the date of execution of this Agreement, submit to the Pledgee the following documents:
  - 2.2.1 the investment certificate issued by [VIE] to the Pledgor evidencing that the Pledgor lawfully holds the Pledged Stock Rights;
  - 2.2.2 the written documents showing that [VIE]'s other shareholders agree with the Pledgor on establishing the pledge of share rights under this Agreement;
  - 2.2.3 all other materials and documents reasonably required by the Pledgee.
- 2.3 The Pledgor shall deliver the capital contribution certificate to the Pledgee on the date of effectiveness of this Agreement, and go through the procedures for record of modification of the share register in [VIE].

## **3. Scope of Security**

- 3.1 The scope of security of the Pledged Stock Rights under this Agreement shall cover:
  - 3.1.1 the Secured Debts as defined in Article 1.2 of this Agreement;
  - 3.1.2 the expenditures paid by the Pledgee for enforcing its right of pledge under this Agreement.

## **4. Term of Right of Pledge**

- 4.1 The valid duration of the right of pledge which the Pledgee enjoys under this Agreement shall commence on the effectiveness date of this Agreement until the three-year anniversary of the date when the last sum of guaranteed debt is due.

## **5. Exercise of the Right of Pledge**

- 5.1 In the event that the Pledgor fails to pay off its debts under the Loan Agreement or the Share Rights Agreement to the Pledgee on time, or [VIE] fails to perform its payment obligation or other relevant obligations to the Pledgee under the Trademark License Agreement or the Technical Services Agreement, or the Pledgor breaches its responsibilities or obligations under this Agreement, the Pledgee shall be entitled to, within a scope permitted by the applicable laws, exercise the right of pledge at any time it considers appropriate within the duration of the right of pledge and in a method it considers appropriate. Such methods shall include but not be limited to:
- 5.1.1 negotiating with the Pledgor on paying off the Secured Debts by transferring to the Pledgee the Pledged Rights;
  - 5.1.2 selling off the Pledged Rights, and paying off the Secured Debts with the proceeds from the sale;
  - 5.1.3 retaining a competent institution to auction total or partial Pledged Rights; and/or
  - 5.1.4 disposing of the Pledged Rights by taking other appropriate measures permitted by the applicable laws.
- 5.2 In the process when the Pledgee disposes of the Pledged Rights according to the preceding paragraph, the Pledgee shall be entitled to:
- 5.2.1 substitute the Pledgor to exercise the powers or rights relevant to the Pledged Rights as [VIE]'s shareholder;
  - 5.2.2 pay necessary money for exercising any power or right imposed by this Agreement or the law upon the Pledgee;
  - 5.2.3 exercise in a way it considers appropriate or permit other person to exercise any power or right under the Pledged Rights;
  - 5.2.4 recover or claim the money payable to the Pledgor arising from the Pledged Rights for paying off the Secured Debts;
  - 5.2.5 with respect to claim by any person for the rights relevant to the Pledged Rights in any respect, make settlement, reach reconciliation, resort to arbitration or litigation proceedings or seek any other measures it considers appropriate;
  - 5.2.6 take all other actions permitted by law for the purpose of enforcing any of its rights under this Agreement.
- 5.3 At the Pledgee's request, the Pledgor must assist the Pledgee in obtaining all necessary approvals or consents relevant to the Pledgee's enforcement of its credit rights and the right of pledge.

- 5.4 Within the duration of the right of pledge, the Pledgee shall be entitled to collect the legal fruits of the Pledged Rights.
- 5.5 All the money collected by the Pledgee from the exercise of its right of pledge (including but not limited to the price obtained from disposing of the Pledged Rights and any proceeds derived from the Pledged Rights) shall be put into use in the following order on the premise of not violating other clauses of this Agreement:
- 5.5.1 It shall be at first used to pay all the expenses incurred to the Pledgee due to exercise of the right of pledge and/or other rights under this Agreement;
- 5.5.2 Then, it shall be used by the Pledgee to pay off the Secured Debts according to law;
- 5.5.3 If there is still remaining amount after the Secured Debts are paid off, the said amount shall be paid to the Pledgor or the person who is entitled to receive it, with no interest being paid.
- 6. Rescission of the Right of Pledge**
- 6.1 If, at any time within the effective duration of the right of pledge, the secured debts are fully paid off, and the Pledgor no longer bears any obligation or liability under this Agreement, the Pledgee's right of pledge under this Agreement shall be extinct on the date when all the Secured Debts are paid off. In such a case, at the Pledgor's request, the Pledgee shall execute the written documents on the pledge of shares created under this Agreement and deliver them to the Pledgor, or assist the Pledgor in going through other procedures for rescinding the pledge of shares under this Agreement.
- 6.2 Unless otherwise prescribed in the preceding paragraph, the pledge of shares under this Agreement shall not be rescinded without the Pledgee's prior written consent.
- 7. Nature of Security**
- 7.1 The guaranty under this Agreement shall not be affected by other guaranties held by the Pledgee regarding the Secured Debts, and shall not affect the effectiveness of those other securities, either.
- 7.2 Neither the security nor the Pledgee's rights under this Agreement shall be rescinded or affected due to any of the following circumstances:
- 7.2.1 the Pledgee's offering a grace period to, rescission or mitigation of any person's debts at any time;
- 7.2.2 any amendment, modification or supplement to the Loan Agreement, the Share Rights Agreement, the Trademark License Agreement and/or the Technical Services Agreement;

- 7.2.3 any disposal, modification or rescission of any other guaranty of the relevant secured debts;
- 7.2.4 reconciliation reached on the claims raised by any person between the Pledgee and such person;
- 7.2.5 any delay, act, nonfeasance or mistake arising out of the Pledgee's exercise of its rights;
- 7.2.6 any circumstance which the Loan Agreement, the Share Rights Agreement, the Trademark License Agreement and/or the Technical Services Agreement or the performance thereof are considered ineffective; or
- 7.2.7 any other event which might otherwise affect the Pledgor's obligations under this Agreement.

## **8. Public Notarial Procedures**

- 8.1 After the effectiveness of this Agreement, the Pledgor shall, at the Pledgee's request, cooperate with the Pledgee in going together to lawful public notary office to go through the notarial procedures as required by this Agreement, and shall provide all necessary cooperation as per the public notary office's requirements.
- 8.2 All expenses incurred from the above mentioned notarial procedures shall be solely borne by the Pledgee.

## **9. Special Provisions**

- 9.1 Without the Pledgee's prior written consent, the Pledgor shall not assign any right it may enjoy under this Agreement or any obligation it shall bear hereunder to any other party.
- 9.2 The Pledgee shall be entitled to assign any of its rights or obligations under this Agreement to any third party at any time without being consented by the Pledgor. In such a case, the Pledgor shall unconditionally cooperate with the Pledgee in going through relevant procedures for assignment of the rights and obligations, including but not limited to execution of relevant agreement on change of contractual parties.
- 9.3 After the procedures for pledge of the shares under this Agreement are completed, unless the Pledgee makes a reverse decision and informs the Pledgor, the Pledgor shall be obligated to continue abiding by the legal provisions concerning the Pledged Rights, performing all rights and obligations relevant to the Pledged Rights (including but not limited to exercising all its powers and rights relevant to the Pledged Rights under [VIE]'s articles of association), and fulfilling the prudence and credibility obligations which a shareholder shall fulfill.
- 9.4 The Pledgee shall bear no obligation or legal liability for the Pledged Rights, nor does it have to perform any obligation that the Pledgor shall bear for the Pledged Rights. Without prejudice to the Pledgee's rights under this Agreement, the Pledgee shall bear no obligation or legal liability to others for the Pledged Rights under this Agreement.

- 9.5 The Pledgor must timely notify the Pledgee of any event that might affect the Pledged Stock Rights or the value of the Pledged Stock Rights or might impede the Pledgor from performing its rights as [VIE]'s shareholder or harm or delay its performing such rights.
- 9.6 Without the Pledgee's prior consent, the Pledgor may not conduct any of the following acts:
- 9.6.1 Amending or modifying in any other way [VIE]'s articles of association;
  - 9.6.2 Establishing any further guaranty on the Pledged Rights beside the pledge created under this Agreement;
  - 9.6.3 Disposing of any interest of the Pledged Rights in any way;
  - 9.6.4 Conducting any act that might harm the Pledgee's Pledged Rights or any of its rights under this Agreement.
- 9.7 Without the Pledgee's written consent, the Pledgor shall not have the Pledged Rights transferred or re-pledged, or dispose of the Pledged Rights in any other way which may harm the right of pledge enjoyed by the Pledgee under this Agreement.
- 10. Representations, Commitments and Warranties**
- 10.1 The pledgor hereby makes representations, commitments and warranties to the Pledgee as follows:
- 10.1.1 The Pledgor has lawful eligibility and necessary power to conclude this Agreement and is able to entirely perform any of its obligations under this Agreement;
  - 10.1.2 The Pledgor has lawfully performed its obligation of contributing investments to [VIE]; is the only holder of the Pledged Rights; and has lawful, complete and full ownership over all the Pledged Rights under this Agreement;
  - 10.1.3 [VIE]'s shareholders' meeting has adopted a resolution on consenting to the pledge of shares pursuant to this Agreement;
  - 10.1.4 Except the pledge established in this Agreement, the Pledgor has not established or permitted others to establish any security right on the Pledged Rights without the Pledgee's prior written consent; the Pledged Rights are involved in no ownership dispute, are not distained or limited in other legal proceedings, but may be pledged and transferred according to the applicable laws;
  - 10.1.5 There is neither existing or pending litigation, arbitration or administrative proceedings against the Pledged Rights and/or the Pledgor nor any such threat;

- 10.1.6 The Pledgor's execution of this Agreement, exercise of the rights under this Agreement, or performance of the obligations under this Agreement will not violate any document or legal provision applicable to the Pledgor or its properties;
- 10.1.7 The pledge created under this Agreement constitutes an effective security of the secured debts, may be implemented according to its clauses, and shall not be restricted by any other's rights, interests or claims at a preferential or equal status;
- 10.1.8 All documents delivered by the Pledgor to the Pledgee and relevant to this Agreement are authentic, complete and accurate in all substantive aspects, and there is no omission that might cause any information in such documents to be in any way incorrect or misleading;
- 10.1.9 This Agreement constitutes lawful, effective and binding obligations to the Pledgor, and may be subject to compulsory enforcement according to its clauses upon application.
- 10.2 The Pledgee hereby makes representations, commitments and warranties to the Pledgor:
  - 10.2.1 The Pledgee is a lawfully established and validly existing limited liability company, has the right to conclude this Agreement and is able to perform its obligations under this Agreement.
  - 10.2.2 The Pledgee has obtained all authorizations and consents for executing and performing this Agreement.

## **11. Breach Liability**

- 11.1 If Party A or Party B (each, a "Party") directly or indirectly violates any provision hereunder or fails to perform or fails to timely and fully perform any of its obligations hereunder and thus constitutes a breach of this Agreement, the non-defaulting Party (the "Non-Defaulting Party") shall have the right to send a written notification requiring the defaulting Party (the "Defaulting Party") to make corrections, take adequate, effective and timely measures to eliminate the effect thus caused, and indemnify the Non-Defaulting Party any losses suffered from the Defaulting Party's breach of contract.
- 11.2 Upon occurrence of any breach of contract, if the Non-Defaulting Party, based on reasonable and objective judgment, believes that such breach of contract has caused it impossible or unfair for the Non-Defaulting Party to perform its corresponding obligations hereunder, then the Non-Defaulting Party may notify the Defaulting Party in writing that it will suspend its performance of its corresponding obligations hereunder, until the Defaulting Party has stopped its breach of contract, taken adequate, effective and timely measures to eliminate the effect thus caused, and indemnified the Non-Defaulting Party any losses suffered from the Defaulting Party's breach of contract.
- 11.3 The Non-Defaulting Party's losses to be indemnified by the Defaulting Party due to its breach of contract shall include the direct economic losses suffered by the Non-Defaulting Party due to the breach of contract and any expectable indirect losses and additional fees and costs, including but not limited to the lawyer's fee, legal cost, arbitration cost, financial cost and travel cost, etc.



## **12. Force Majeure**

- 12.1 A Force Majeure Event refers to any event uncontrollable, unpredictable, or unavoidable even predicted by the Parties hereunder, which interferes, affects or delays any Party's performance of the whole or part of its obligations hereunder. Such events shall include, without limitation, the government's act, acts of God, war, hacker's attack or any other similar event.
- 12.2 Any Party suffering from a Force Majeure Event may suspend its performance of its relevant obligations hereunder thus prevented, without having to undertake any liability for breach of contract, until the effect of such Force Majeure Event is eliminated. However, such affected Party shall try its best to overcome such Force Majeure Event and reduce its adverse effect.
- 12.3 The Party affected by a Force Majeure Event shall provide the other Party with a legal certificate issued by the local notary public (or any other competent organ) for certifying such Force Majeure Event; otherwise, the other Party may request it to undertake breach liability according to this Agreement.

## **13. Effectiveness, Amendment and Termination**

- 13.1 This Agreement shall become effective upon the satisfaction of the following conditions:
- 13.1.1 The pledgor and the Pledgee have formally executed this Agreement;
- 13.1.2 The pledge of the shares under this Agreement has been recorded in [VIE]'s register of shareholders.
- 13.2 Both parties may, after negotiations, amend this Agreement in the form of a written agreement at any time.
- 13.3 This Agreement shall be terminated when any of the following circumstances arises:
- 13.3.1 The duration of the right of pledge has elapsed;
- 13.3.2 Both parties rescind the pledge of the shares under this Agreement according to the clause of "Rescission of the Right of Pledge" in this Agreement;
- 13.3.3 The Pledgee and the Pledgor agree after negotiations to terminate this Agreement;
- 13.3.4 The Pledgee unilaterally consents on terminating this Agreement in advance.
- 13.4 The early termination of this Agreement shall not affect either party's rights or obligations accrued under this Agreement prior to the date when this Agreement was early terminated.

**14. Dispute Settlement**

- 14.1 Any dispute arising out of interpretation or performance hereof shall be settled through friendly negotiation between the Parties.
- 14.2 If such negotiation fails, both Parties shall submit such dispute to China International Economic and Trade Arbitration Commission for arbitration according to its current arbitration rules. The place of arbitration shall be Beijing, and the language of arbitration shall be Chinese. The arbitration award shall be final and binding on both Parties.
- 14.3 The formation, effectiveness, performance and interpretation hereof as well as dispute settlement shall be governed by the laws of the People's Republic of China.

**15. Miscellaneous**

- 15.1 This Agreement is executed in triplicate, with each Party holding one, one copy for notary, all of which shall be of the same legal effect.
- 15.2 The headings used in this Agreement are for convenience only, and shall not affect the interpretation of any provision hereof.
- 15.3 Both Parties may modify and supplement this Agreement through written agreements. Such written agreement of modification or supplementation executed by both Parties shall constitute a part of, and be of the same legal effect as, this Agreement.
- 15.4 If any provision hereunder is held invalid or unenforceable in whole or in part due to violating laws or regulations or any other reason, the affected part of such provision shall be deemed deleted from the Agreement. The deletion of such affected part shall not affect the validity and enforceability of the other parts of such provision or that of other provisions hereof. Both Parties shall negotiate and enter into new provisions so as to replace such invalid or unenforceable provision.
- 15.5 Unless otherwise provided, any Party's failure or delay in exercising any right, power or privilege shall not be deemed as a waiver of such right, power or privilege. Any single or partial exercise of any right, power or privilege shall not preclude exercise of any other right, power or privilege.
- 15.6 This Agreement constitutes the entire agreement between the Parties with respect to the subject matter hereof and supersedes any and all previous or simultaneous oral and written agreements, understandings and communication between the Parties relating to such subject matter. Unless otherwise expressly provided herein, there shall not be any other express or implied obligations or undertakings between the Parties.

15.8 Any other matters not contemplated hereunder shall be subject to further negotiation between the Parties.

Authorized Representative: /s/

### Schedule of Material Differences

One or more persons entered into share pledge agreement with the respective wholly foreign owned subsidiaries of Sina Corporation using this form. Pursuant to Instruction ii to Item 601 of Regulation S-K, the Registrant may only file this form as an exhibit with a schedule setting forth the material details in which the executed agreements differ from this form:

No.	Name of Pledgee	Name of Pledgor	Name of Variable Interest Entity (the "VIE")	% of Pledgor's Equity Interest in the Variable Interest Entity		Amount of Debt	Execution Date
1.	SINA.com Technology (China) Co., Ltd.	W Wang	Jinzhao Hengbang Technology (Beijing) Co., Ltd. (formerly, Beijing SINA Infinity Advertising Co., Ltd.)	50%	RMB	75,000,000	March 27, 2014
2.	SINA.com Technology (China) Co., Ltd.	YL Liu	Jinzhao Hengbang Technology (Beijing) Co., Ltd. (formerly, Beijing SINA Infinity Advertising Co., Ltd.)	50%	RMB	75,000,000	March 27, 2014
3.	SINA.com Technology (China) Co., Ltd.	Y Wang	Beijing Sina Internet Information Service Co., Ltd.	0.25%	RMB	300,000	August 18, 2007
4.	SINA.com Technology (China) Co., Ltd.	DH Lin	Beijing Sina Internet Information Service Co., Ltd.	22.7855%	RMB	27,342,639.59	August 15, 2011
5.	SINA.com Technology (China) Co., Ltd.	GF. Wang	Beijing Sina Internet Information Service Co., Ltd.	22.7855%	RMB	27,342,639.59	August 6, 2015
6.	SINA.com Technology (China) Co., Ltd.	H Du	Beijing Sina Internet Information Service Co., Ltd.	27.0895%	RMB	32,507,360.41	August 15, 2011
7.	SINA.com Technology (China) Co., Ltd.	F. Cao	Beijing Sina Internet Information Service Co., Ltd.	27.0895%	RMB	32,507,360.41	August 6, 2015
8.	SINA.com Technology (China) Co., Ltd.	L Wei	Star-Village Online Cultural Development Co., Ltd.	30%	RMB	3,000,000	April 14, 2010
9.	SINA.com Technology (China) Co., Ltd.	H. Du	Star-Village Online Cultural Development Co., Ltd.	30%	RMB	3,000,000	September 23, 2015
10.	SINA.com Technology (China) Co., Ltd.	GF Wang	Star-Village Online Cultural Development Co., Ltd.	40%	RMB	4,000,000	August 18, 2007
11.	SINA.com Technology (China) Co., Ltd.	HX Su	Guangzhou Media Message Technologies Co., Ltd.	55%	RMB	5,500,000	September 30, 2012 <sup>(1)</sup>
12.	SINA.com Technology (China) Co., Ltd.	B Luo	Guangzhou Media Message Technologies Co., Ltd.	45%	RMB	4,500,000	March 31, 2008

No.	Name of Pledgee	Name of Pledgor	Name of Variable Interest Entity (the "VIE")	% of Pledgor's Equity Interest in the Variable Interest Entity		Amount of Debt	Execution Date
13.	SINA.com Technology (China) Co., Ltd.	XD Wang	Shenzhen Wangxing Technology Co., Ltd.	45%	RMB	4,500,000	August 30, 2011
14.	SINA.com Technology (China) Co., Ltd.	XJ Wang	Shenzhen Wangxing Technology Co., Ltd.	55%	RMB	5,500,000	August 30, 2011
15.	Weibo Internet Technology (China) Co., Ltd.	W. Wang	Beijing Weimeng Technology Co., Ltd.	30%	RMB	16,500,000	February 12, 2014
16.	Weibo Internet Technology (China) Co., Ltd.	Y. Liu	Beijing Weimeng Technology Co., Ltd.	30%	RMB	16,500,000	February 12, 2014
17.	Weibo Internet Technology (China) Co., Ltd.	ZH Cao	Beijing Weimeng Technology Co., Ltd.	20%	RMB	11,000,000	February 12, 2014
18.	Weibo Internet Technology (China) Co., Ltd.	W. Zheng	Beijing Weimeng Technology Co., Ltd.	20%	RMB	11,000,000	December 12, 2015

Note:

- (1) As provided in this Share Pledge Agreement, the execution date of the relevant Trademark License Agreement and the Technical Service Agreement by and between the [VIE] and the Pledgee is March 31, 2008, which is different from the execution date of this Share Pledge Agreement.

**Loan Agreement**

This agreement is signed and entered in by and between the following parties on [Execution Date] in Haidian District, Beijing.

Party A: [Name of Borrower] (hereinafter referred to as “the borrower”)

ID No:

Party B: [Name of Sina Company] (hereinafter referred to as “Sina Company”)

Address:

Whereas:

- (1) The borrower intends to purchase [●]% of shares of [Name of Variable Interest Entity] (hereinafter referred to as “[VIE]”) and for that purpose wishes to borrow RMB[Amount of Loan] Yuan from Sina Company;
- (2) Sina Company agrees to provide the said loan to the borrower in accordance with and subject to the terms and conditions under the agreement.

The following agreements have been reached by and between both parties based on the principles of equality and mutual benefits via friendly negotiation:

**1. Amount of Loan**

- 1.1 Sina Company agrees to provide a long-term loan in the amount of RMB[Amount of Loan] Yuan to the borrower subject to the terms and conditions under the agreement (hereinafter referred to as “long-term loan”).

**2. Life of Loan**

- 2.1 The life of the long-term loan prescribed under the agreement shall be 10 years from the date when this agreement is signed, and this agreement shall be automatically extended by 10 years upon the expiration of the term or any extended term, unless notified by Sina Company to contrary three months before the expiration.
- 2.2 The borrower agrees that Sina Company shall have the right to, at its own discretion, shorten or extend the life of loan with reference to the real situation.

**3. Use of Loan**

- 3.1 The borrower shall use the long-term loan for purchasing [●]% of shares of [VIE] and any other application of this long-term loan shall obtain earlier written consent from Sina Company.
-

- 3.2 During the life of loan, the borrower shall neither transfer partial or all its shares of [VIE] to any third party nor set any security against such shares without prior approval given by Sina Company in written form.

**4. Interest of Loan**

- 4.1 The long-term loan under this agreement is interest-free loan and Sina Company shall not collect any other fees or charges from the borrower.

**5. Satisfaction with Loan**

- 5.1 Sina Company shall have the right to require from time to time the borrower to compensate for the long-term loan under this agreement without violating the laws and regulations of PR China in the method as Sina Company directs, including but not limited to, transfer of all or partial shares of [VIE] held by the borrower to Sina Company or any subject appointed by Sina Company.

**6. Liability for Tax**

- 6.1 Both parties shall on their own pay taxes and costs by laws respectively.
- 6.2 Save for taxes and costs of the borrower or Sina Company on their own expressly reserved by laws, Sina Company shall be liable for all other taxes and reasonable costs in connection with this long-term loan under this agreement.

**7. Breach and Compensation**

- 7.1 Any breach of any article of the agreement directly or indirectly or no commitment or commitment out of time insufficiently to the obligations of the agreement shall constitute breach of the contract. The party that observes the contract shall have the right to request the breaching party by written notice to make corrections to its breaching actions and avoid the bad result with sufficient, effective and timely measures taken, and to compensate for the losses of the non-breaching party due to its breaching actions.
- 7.2 After any breaching occurs, the non-breaching party, if holding that the breaching has resulted in impossibility or unfairness for the non-breaching party to perform the relevant obligations under this agreement with reasonable and objective discretion applied, shall have the power to discontinue its relevant obligations of this agreement with written notice sent to the non-breaching party until the breaching party stops its breach of the contract, take sufficient, effective and timely measures to avoid the bad results, and compensate for the losses of the non-breaching party due to its breaching actions.
- 7.3 The indemnification that the breaching party makes to the non-breaching party shall include any direct economic losses and any predictable indirect losses or excess expenses that occur to the non-breaching party due to violation of the contract by the breaching party, including but not limited to attorney fees, legal costs, arbitration fees, financial expenses, travel expenses and etc.

**8. Effectiveness, Modification and Termination**

- 8.1 This agreement shall be effective since it is signed by authorized representatives of the parties.
- 8.2 The parties may via negotiation modify or terminate this agreement in advance in written form at any time.
- 8.3 Any party shall have the right to terminate this agreement unilaterally in advance with written notice given if any of the following situations occurs to the other party:
- 8.3.1 Within 30 days since the written notice sent out by the non-breaching party, the breaching party still not modifies its breach of the contract, or takes sufficient, effective and timely measures to avoid the bad results, and compensate for the losses of the non-breaching party due to its breaching actions.
- 8.3.2 Such party is unable to continue to perform this agreement due to force majeure.
- 8.4 Earlier termination of this agreement shall not affect the generated rights and obligations by this agreement before such termination date.

**9. Settlement of Disputes and Governing Laws**

- 9.1 Parties shall settle any disputes over contents of this agreement or its execution via friendly negotiation; which if fails, they shall submit the disputes to China International Economic and Trade Arbitration Commission (CIETAC) for settlement. The arbitrament awarded shall be final and binding on both parties.
- 9.2 Laws and regulations of PRC shall be applied for conclusion, execution, interpretation and settlement of disputes concerning this agreement.

**10. Miscellaneous**

- 10.1 Either party's failure to perform its rights in time under this agreement shall neither be deemed as waiver of such rights nor affect its execution of such rights in future.
- 10.2 If any article or clause of this agreement becomes invalid or unexecutable entirely or partially no matter what reasons, the remaining portions of this agreement shall be still effective and binding.
- 10.3 This agreement is made into one original with two copies, one for each party, both with equally legal effectiveness.
- 10.4 Matters not included in this agreement shall be determined by both parties via negotiation.



**[Name of Borrower]**

**[Name of Sina Company]**

Signature: /s/

Authorized Representative: /s/

### Schedule of Material Differences

One or more persons entered into loan agreement with the respective wholly foreign owned subsidiaries of Sina Corporation using this form. Pursuant to Instruction ii to Item 601 of Regulation S-K, the Registrant may only file this form as an exhibit with a schedule setting forth the material details in which the executed agreements differ from this form:

No.	Name of Sina Company	Name of Borrower	Name of Variable Interest Entity (the "VIE")	% of Equity Interest in the VIE the Borrower intends to acquire		Amount of Loan	Execution Date
1.	SINA.com Technology (China) Co., Ltd.	W Wang	Jinzhao Hengbang Technology (Beijing) Co., Ltd. (formerly, Beijing SINA Infinity Advertising Co., Ltd.)	50%	RMB	75,000,000	March 27, 2014
2.	SINA.com Technology (China) Co., Ltd.	YL Liu	Jinzhao Hengbang Technology (Beijing) Co., Ltd. (formerly, Beijing SINA Infinity Advertising Co., Ltd.)	50%	RMB	75,000,000	March 27, 2014
3.	SINA.com Technology (China) Co., Ltd.	Y Wang	Beijing Sina Internet Information Service Co., Ltd.	0.25%	RMB	300,000	August 18, 2007
4.	SINA.com Technology (China) Co., Ltd.	DH Lin	Beijing Sina Internet Information Service Co., Ltd.	22.7855%	RMB	27,342,639.59	August 15, 2011
5.	SINA.com Technology (China) Co., Ltd.	GF. Wang	Beijing Sina Internet Information Service Co., Ltd.	22.7855%	RMB	27,342,639.59	August 6, 2015
6.	SINA.com Technology (China) Co., Ltd.	H Du	Beijing Sina Internet Information Service Co., Ltd.	27.0895%	RMB	32,507,360.41	August 15, 2011
7.	SINA.com Technology (China) Co., Ltd.	F. Cao	Beijing Sina Internet Information Service Co., Ltd.	27.0895%	RMB	32,507,360.41	August 6, 2015
8.	SINA.com Technology (China) Co., Ltd.	L Wei	Star-Village Online Cultural Development Co., Ltd.	30%	RMB	3,000,000	April 14, 2010
9.	SINA.com Technology (China) Co., Ltd.	H. Du	Star-Village Online Cultural Development Co., Ltd.	30%	RMB	3,000,000	September 23, 2015
10.	SINA.com Technology (China) Co., Ltd.	GF Wang	Star-Village Online Cultural Development Co., Ltd.	40%	RMB	4,000,000	December 31, 2007
11.	SINA.com Technology (China) Co., Ltd.	HX Su	Guangzhou Media Message Technologies Co., Ltd.	55%	RMB	5,500,000	September 30, 2012
12.	SINA.com Technology (China) Co., Ltd.	B Luo	Guangzhou Media Message Technologies Co., Ltd.	45%	RMB	4,500,000	March 31, 2008

No.	Name of Sina Company	Name of Borrower	Name of Variable Interest Entity (the "VIE")	% of Equity Interest in the VIE the Borrower intends to acquire		Amount of Loan	Execution Date
13.	SINA.com Technology (China) Co., Ltd.	XD Wang	Shenzhen Wangxing Technology Co., Ltd.	45%	RMB	4,500,000	August 30, 2011
14.	SINA.com Technology (China) Co., Ltd.	XJ Wang	Shenzhen Wangxing Technology Co., Ltd.	55%	RMB	5,500,000	August 30, 2011
15.	Weibo Internet Technology (China) Co., Ltd.	W. Wang	Beijing Weimeng Technology Co., Ltd.	30%	RMB	16,500,000	February 12, 2014
16.	Weibo Internet Technology (China) Co., Ltd.	Y. Liu	Beijing Weimeng Technology Co., Ltd.	30%	RMB	16,500,000	February 12, 2014
17.	Weibo Internet Technology (China) Co., Ltd.	ZH Cao	Beijing Weimeng Technology Co., Ltd.	20%	RMB	11,000,000	February 12, 2014
18.	Weibo Internet Technology (China) Co., Ltd.	W. Zheng	Beijing Weimeng Technology Co., Ltd.	20%	RMB	11,000,000	December 12, 2015

**Agreement on Authorization to Exercise Shareholder's Voting Power**

This agreement is concluded by and between the following parties on [Execution Date] in Haidian District, Beijing:

Party A: [Name of Authorizer] (hereinafter referred to as "the Authorizer")

Number of Identification Card:

Party B: [Name of Sina Company] (hereinafter referred to as "Sina Company")

Address:

Whereas:

- (1) The Authorizer holds [●]% of stock rights of [Name of Variable Interest Entity] (hereinafter referred to as "[VIE]") on the date of signing of this Agreement; and to hold above-mentioned stock rights, the Authorizer owns a debt of RMB[Amount of Debt] Yuan to Sina Company;
- (2) The Authorizer is willing to authorize Sina Company full powers to exercise his entire shareholder's voting power in his name in shareholders' meetings of [VIE]; Sina Company is willing to accept the above-mentioned authorization.

NOW, THEREFORE, after friendly consultation, the above parties conclude the following agreement regarding to the matters of authorization of shareholder's voting power:

**1. Authorization of Voting Power**

- 1.1 The Authorizer hereby agrees to irrevocably authorize Sina Company, within the term of authorization provided by this Agreement and in the Authorizer's name, to exercise all shareholder's voting power enjoyed by the Authorizer according to law and [VIE]'s articles of association in [VIE]'s shareholders' meetings. Such shareholder's voting power includes, but not limits to, the following rights:
    - 1) to decide [VIE]'s management policy and investment plan;
    - 2) to elect and change [VIE]'s directors, and decide the matters regarding to director's remuneration;
    - 3) to elect and change [VIE]'s supervisors, and decide the matters regarding to supervisor's remuneration;
    - 4) to review and approve the reports of [VIE]'s board of directors;
    - 5) to review and approve supervisor's reports;
-

- 6) to review and approve [VIE]'s annual financial budget bill and the proposal of final accounts;
- 7) to review and approve [VIE]'s profit distribution plan and the plan to make good deficits;
- 8) to make decision on [VIE]'s increasing or decreasing registered capital;
- 9) to make decision on [VIE]'s issue of corporate bonds;
- 10) to make decision on [VIE]'s shareholder transferring his subscribed capital to the persons other than [VIE]'s shareholders;
- 11) to make decision on [VIE]'s merger, separation, change of company's form, dissolution and liquidation, etc.;
- 12) to make decision on changing [VIE]'s business scope;
- 13) to revise [VIE]'s articles of association;
- 14) to decide to change the contents or nature of [VIE]'s business;
- 15) to decide to make a loan to any third party or incur any debts in [VIE]'s name;
- 16) to decide to sell [VIE]'s any assets or rights to any third party, including but not limited to intellectual property;
- 17) to decide to set up any security rights against [VIE]'s any assets (including both tangible and intangible assets) whatsoever such security is for;
- 18) to decide to assign the contracts signed by [VIE] to any third party; and
- 19) to decide any other rights that may materially affect [VIE]'s rights, obligations, assets or management matters.

1.2 Sina Company agrees to accept the authorization contained in previous article made by the Authorizer and shall exercise such shareholder's voting power in the Authorizer's name according to the provisions of this Agreement.

## **2. Exercising of Voting Power**

2.1 Within the term of authorization provided by this Agreement, the Authorizer's entire shareholder's voting power in [VIE] shall be authorized to Sina Company to exercise. Without Sina Company's prior written consent, the Authorizer shall not, in the term of authorization, make any decision that may materially affect [VIE]'s rights, obligations, assets or management, shall not approve any plan that may materially affect [VIE]'s rights, obligations, assets or management, shall not conduct any other activities that may materially affect [VIE]'s rights, obligations, assets or management, and shall not exercise any his shareholder's voting power in [VIE] by any other means.

- 2.2 If Sina Company requests the Authorizer to provide special written authorization document to Sina Company or any person appointed by Sina Company regarding to each specific matter, whether such request made prior to or after such matter, the Authorizer must provide before the matter occurs or provide in supplement after the matter occurs such written authorization document according to Sina Company's specific request.
- 2.3 In relation to any matters agreed upon by Sina Company by exercising shareholder's voting power, if necessary, Sina Company shall have the right to request the Authorizer to confirm by signing on the relevant decisions of shareholder's meeting or other similar written documents.
- 2.4 The Authorizer affirms that Sina Company shall have the right to submandate the other party to exercise Sina Company's any rights under this Agreement, and such submandate need not be approved by the Authorizer, but shall be notified to the Authorizer in advance.
- 2.5 Sina Company shall report to the Authorizer the situation of authorized matters at the time he deems proper. When this Agreement is terminated, Sina Company shall report the Authorizer the results of authorized matters.

### **3. Term of Authorization**

- 3.1 The term of authorization of shareholder's voting power under this Agreement shall be from the effective date of this Agreement to the date of [VIE]'s dissolution.
- 3.2 After consultation, the Parties agree that the term of authorization may be adjusted at any time in written form with specific regulations.

### **4. Remuneration of Authorization**

Sina Company agrees that the Authorizer shall be exempt from paying any remuneration to Sina Company for authorized matters according to this Agreement.

### **5. Declaration and Guarantee**

- 5.1 The Parties of this Agreement hereby represents, undertakes and guarantees to each other as follows:
- 1) possess appropriate competence and power to conclude this Agreement;
  - 2) have capability to fulfill obligations under this Agreement;
  - 3) No performance of obligations under this Agreement is in breach of any restriction in legal documents that binds.
- 5.2 This Agreement, once being signed, shall constitute to both parties legal and effective obligations that can be enforced according to the provisions of this Agreement.

**6. Liability for Breaching**

- 6.1 Any Party's direct or indirect violation of any provision of this Agreement, or non-performance or unduly and non-sufficient performance of his obligations under this Agreement shall constitute breach of this Agreement. The party that obeys this Agreement ("the observant party") shall have the right to, by written notification, require the party in breach to rectify his nonperformance and take sufficient, effective and duly measures to eliminate the results of breach, and compensate the observant party's damage caused by such breach.
- 6.2 After such breach occurs, if the observant party reasonably and objectively finds that such breach has resulted in impossibility or unfairness for it to perform obligations under this Agreement, the observant party shall be entitled to suspend performing its relevant obligations under this Agreement with notice in writing giving to the party in breach, till the party in breach ceases nonperformance and takes sufficient, effective and duly measures to eliminate the results of breach, and compensates the observant party's damage caused by such breach.
- 6.3 The party in breach compensating the observant party's damage shall include the observant party's direct economic loss, any anticipatable indirect loss and additional fee caused by breach. Such addition fee shall include, but not limit to, attorney fee, litigation or arbitration fee, finance expenditure and travel expense, and etc.

**7. Force Majeure**

- 7.1 "Force Majeure" shall mean any event out of the parties' reasonable control, non-foreseeable, or unavoidable even has been foreseen and such event hinder, affect or delay any party's performance of all or part of his obligations according to this Agreement. Such events include, but not limit to, government's acts, natural disasters, war or any other similar events.
- 7.2 The party suffers Force Majeure may suspend performing his relevant obligations under this Agreement that are failed to be performed by the reason of Force Majeure till the effect of Force Majeure is eliminated, and shall not bear any liability of breach of this Agreement. But such party shall exert himself as much as possible to overcome such event and reduce its negative effects.
- 7.3 The suffering party from Force Majeure shall provide the other party with legal certifications of such event issued by the notary office (or other proper agency) of the area where the event occurs, which if fails, the other party may request the suffering party to bear any liability for breach according to the provisions of this Agreement.

**8. Effectiveness, Modification and Termination**

- 8.1 This Agreement shall enter into force from the date of signing and sealing by Parties and terminates when the term of authorization provided by this Agreement expires.

- 8.2 Prior to the expiration of this Agreement, if the Authorizer transfers all its stocks of [VIE] to Sina Company or other party agreed upon by Sina Company in written form in advance, the Authorizer shall not be bound by any provisions of this Agreement from the date of completing stock transfer. But the Authorizer shall notify the transferee in writing the existence of this Agreement during the transfer, and the transferee's full consent to be bound by this Agreement shall be the precondition of transferring stock rights.
- 8.3 The Authorizer hereby irrevocably and permanently waives its right to rescind this Agreement at any time.
- 8.4 The Parties may modify and supplement this Agreement in written form with consents from both. Such modification and supplement signed by and between the Parties shall be part of this Agreement with equal legal effect to this Agreement.
- 8.5 The Authorizer hereby agrees that Sina Company shall have the right to terminate this Agreement from time to time without any reason by written notification rendered 10 days ahead and shall not bear any liability for breach.
- 8.6 Earlier termination of this Agreement shall not impose any effect upon the Parties' rights and obligations occurred already according to this Agreement prior to the date of such termination.

**9. Settlement of Dispute & Governing Law**

- 9.1 The Parties shall settle with good faith all disputes regarding to interpretation and enforcement of any provisions of this Agreement by consultation.
- 9.2 The disputes that are failed to be resolved by consultation shall be referred to China International Economic and Trade Arbitration Committee for arbitration according to its existing arbitration rules. The place of arbitration shall be in Beijing; and the language used in arbitration shall be Chinese. The decision of arbitration shall be final and binding upon both parties.
- 9.3 Laws and regulations of PRC shall be applied for conclusion, execution, interpretation and settlement of disputes concerning this agreement.

**10. Miscellaneous**

- 10.1 This agreement is made into one original with two copies, one for each party, both with equally legal effectiveness.
- 10.2 Titles and headlines contained in this Agreement are set for convenience to its readers only and shall not impose any effect upon interpretation of any provisions of this Agreement.
- 10.3 If any provision of this Agreement is entirely or partially invalid or unenforceable for the reason of violating laws or government regulations or other reasons, the affected part of such provision shall be deemed as deleted. But deleting the affected part of such provision shall not impose any effect upon the legal effect of other part of such provision and other provisions of this Agreement. The Parties shall negotiate and conclude new provision to replace such invalid or unenforceable provision.



- Employee** \_\_\_\_\_ **[Name of Sina Company]**
- Signature:**       /s/       **Authorized Representative:**       /s/

### Schedule of Material Differences

One or more persons entered into agreement on authorization to exercise shareholder's voting power with the respective wholly foreign owned subsidiaries of Sina Corporation using this form. Pursuant to Instruction ii to Item 601 of Regulation S-K, the Registrant may only file this form as an exhibit with a schedule setting forth the material details in which the executed agreements differ from this form:

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2.	SINA.com Technology (China) Co., Ltd.	YL Liu	Jinzhao Hengbang Technology (Beijing) Co., Ltd. (formerly, Beijing SINA Infinity Advertising Co., Ltd.)	50%	RMB	75,000,000	March 27, 2014
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4.	SINA.com Technology (China) Co., Ltd.	DH Lin	Beijing Sina Internet Information Service Co., Ltd.	22.7855%	RMB	27,342,639.59	August 15, 2011
5.	SINA.com Technology (China) Co., Ltd.	GF. Wang	Beijing Sina Internet Information Service Co., Ltd.	22.7855%	RMB	27,342,639.59	August 6, 2015
6.	SINA.com Technology (China) Co., Ltd.	H Du	Beijing Sina Internet Information Service Co., Ltd.	27.0895%	RMB	32,507,360.41	August 15, 2011
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9.	SINA.com Technology (China) Co., Ltd.	H. Du	Star-Village Online Cultural Development Co., Ltd.	30%	RMB	3,000,000	September 23, 2015
10.	SINA.com Technology (China) Co., Ltd.	GF Wang	Star-Village Online Cultural Development Co., Ltd.	40%	RMB	4,000,000	August 18, 2007
11.	SINA.com Technology (China) Co., Ltd.	HX Su	Guangzhou Media Message Technologies Co., Ltd.	55%	RMB	5,500,000	September 30, 2012
12.	SINA.com Technology (China) Co., Ltd.	B Luo	Guangzhou Media Message Technologies Co., Ltd.	45%	RMB	4,500,000	August 18, 2007

No.	Name of Sina Company	Name of Authorizer	Name of Variable Interest Entity (the "VIE")	% of Authorizer's Equity Interest in the VIE		Amount of Debt	Execution Date
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14.	SINA.com Technology (China) Co., Ltd.	XJ Wang	Shenzhen Wangxing Technology Co., Ltd.	55%	RMB	5,500,000	August 30, 2011
15.	Weibo Internet Technology (China) Co., Ltd.	W. Wang	Beijing Weimeng Technology Co., Ltd.	30%	RMB	16,500,000	February 12, 2014
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17.	Weibo Internet Technology (China) Co., Ltd.	ZH Cao	Beijing Weimeng Technology Co., Ltd.	20%	RMB	11,000,000	February 12, 2014
18.	Weibo Internet Technology (China) Co., Ltd.	W. Zheng	Beijing Weimeng Technology Co., Ltd.	20%	RMB	11,000,000	December 12, 2015

SINA CORPORATION  
2015 SHARE INCENTIVE PLAN

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**SINA CORPORATION**  
**2015 SHARE INCENTIVE PLAN**

**SECTION 1. INTRODUCTION.**

On July 30, 2015, the Board adopted this 2015 Share Incentive Plan which has become effective upon the date of its adoption by the Board (the “**Effective Date**”).

The purpose of this Plan is to promote the long-term success of the Company and the creation of shareholder value by offering Participants the opportunity to share in such long-term success by acquiring a proprietary interest in the Company.

The Plan seeks to achieve this purpose by providing for discretionary long-term incentive Awards in the form of Options (which may be Incentive Share Options or Nonstatutory Share Options), Share Appreciation Rights, Share Grants and Restricted Share Units.

The Plan shall be governed by, and construed in accordance with, the laws of the Cayman Islands. Capitalized terms shall have the meaning provided in Section 2 unless otherwise provided in this Plan or any related Award Agreement.

**SECTION 2. DEFINITIONS.**

- (a) “*Affiliate*” means any entity other than a Subsidiary, if the Company and/or one or more Subsidiaries own not less than 50% of such entity.
  - (b) “*Annual Pool*” has the meaning set forth in Section 5(b).
  - (c) “*Applicable Laws*” means all applicable laws, rules, regulations and requirements relating to the administration of share plans, including, but not limited to, all applicable Cayman laws, the laws of the People’s Republic of China, U.S. federal and state laws, the rules and regulations of any stock exchange or quotation system on which the Ordinary Shares are listed or quoted, and the applicable laws, rules, regulations or requirements of any foreign country or jurisdiction where Awards are, or will be, granted under the Plan or where Participants reside or provide services, as such laws, rules, regulations and requirements shall be in place from time to time.
  - (d) “*Award*” means an Option, SAR, Share Grant or Restricted Share Unit.
  - (e) “*Award Agreement*” means any Share Option Agreement, SAR Agreement, Share Grant Agreement or Restricted Share Unit Agreement.
  - (f) “*Board*” means the board of directors of the Company, as constituted from time to time.
  - (g) “*Cashless Exercise*” means, to the extent that a Share Option Agreement so provides and as permitted by Applicable Laws, a program approved by the Committee in which payment of the aggregate Exercise Price and/or satisfaction of any applicable tax withholding obligations may be made all or in part by delivery (on a form prescribed by the Committee) of an irrevocable direction to a securities broker to sell Shares subject to an Option and to deliver all or part of the sale proceeds to the Company.
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(h) “Cause” means, except as may otherwise be provided in a Participant’s employment agreement, Award Agreement, or other written agreement, (i) Participant’s willful failure to perform his or her duties and responsibilities to the Company or material violation of a written Company policy; (ii) Participant’s commission of any act of fraud, embezzlement, dishonesty or any other willful misconduct that has caused or is reasonably expected to result in material injury to the Company; (iii) unauthorized use or disclosure by Participant of any proprietary information or trade secrets of the Company or any other party to whom the Participant owes an obligation of nondisclosure as a result of his or her relationship with the Company; or (iv) Participant’s willful breach of any of his or her obligations under any written agreement or covenant with the Company. The determination as to whether a Participant is being terminated for Cause shall be made in good faith by the Committee and shall be conclusive and binding on the Participant. The foregoing definition does not in any way limit the Company’s ability to terminate a Participant’s Service at any time as provided in Section 12(a), and the term “Company” will be interpreted to include any Subsidiary, Parent, Affiliate, or any successor thereto, if appropriate.

(i) “Change in Control” means the consummation of any of the following transactions:

- (i) The sale of all or substantially all of the Company’s assets;
- (ii) The merger of the Company with or into another corporation in which securities possessing more than 50% of the total combined voting power of the Company are transferred to a person or persons different from the persons holding those securities immediately prior to such transaction; or
- (iii) The acquisition, directly or indirectly, by any person or related group of persons (other than the Company or a person that directly or indirectly controls, is controlled by, or is under common control with, the Company) of beneficial ownership (within the meaning of Rule 13d-3 of the Exchange Act) of securities of the Company representing more than 50% of the total combined voting power of the Company’s then outstanding securities. For purposes of this paragraph, the term “person” shall not include: (1) a trustee of other fiduciary holding securities under an employee benefit plan of the Company, a Subsidiary or an Affiliate; or (2) corporation or other entity owned directly or indirectly by the shareholders of the Company in substantially the same proportions as their ownership of the Ordinary Shares.

A transaction shall not constitute a Change in Control if its sole purpose is to change the place of the Company’s incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held the Company’s securities immediately before such transactions.



- (j) “*Code*” means the Internal Revenue Code of 1986, as amended, and the regulations and interpretations promulgated thereunder.
- (k) “*Committee*” means the compensation committee of the Board and/or any other committee appointed by the Board as described in Section 3(a).
- (l) “*Company*” means Sina Corporation, a Cayman Islands corporation.
- (m) “*Consultant*” means an individual who provides bona fide services to the Company, a Parent, a Subsidiary or an Affiliate, other than as an Employee, Director or Non-Employee Director.
- (n) “*Director*” means a member of the Board who is also an Employee.
- (o) “*Disability*” means that the Participant is classified as disabled under the long-term disability policy of the Company or, if no such policy applies, the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months.
- (p) “*Employee*” means any individual who is an employee of the Company, a Parent, a Subsidiary or an Affiliate.
- (q) “*Exchange Act*” means the Securities Exchange Act of 1934, as amended.
- (r) “*Exercise Price*” means, in the case of an Option, the amount for which a Share may be purchased upon exercise of such Option, as specified in the applicable Share Option Agreement. “Exercise Price,” in the case of a SAR, means an amount, as specified in the applicable SAR Agreement, which is subtracted from the Fair Market Value in determining the amount payable upon exercise of such SAR.
- (s) “*Fair Market Value*” means the market price of a Share as determined in good faith by the Committee. Such determination shall be conclusive and binding on all persons. The Fair Market Value shall be determined by the following:
  - (i) if the Shares are admitted to trading on any established national stock exchange or market system, including without limitation NASDAQ, on the date in question, then the Fair Market Value shall be equal to the closing sales price for such Shares as quoted on such national exchange or system on such date; or
  - (ii) if the Shares are admitted to quotation on NASDAQ or are regularly quoted by a recognized securities dealer but selling prices are not reported on the date in question, then the Fair Market Value shall be equal to the mean between the bid and asked prices of the Shares reported for such date.

In each case, the applicable price shall be the price reported in such source as the Committee deems reliable; *provided, however*, that if there is no such reported price for the Shares for the date in question, then the Fair Market Value shall be equal to the price reported on the last preceding date for which such price exists. If neither (i) or (ii) are applicable, then the Fair Market Value shall be determined by the Committee in good faith on such basis as it deems appropriate.

- (t) “*Fiscal Year*” means the Company’s fiscal year.
- (u) “*Grant Date*” means the grant effective date of an Award.
- (v) “*Incentive Share Option*” or “*ISO*” means an incentive stock option described in Code Section 422.
- (w) “*Non-Employee Director*” means a member of the Board who is not an Employee.
- (x) “*Nonstatutory Share Option*” or “*NSO*” means a share option that is not an ISO.
- (y) “*Option*” means an ISO or NSO granted under the Plan entitling the Optionee to purchase Shares.
- (z) “*Optionee*” means an individual, estate or other entity that holds an Option.
- (aa) “*Ordinary Shares*” means the Company’s ordinary shares.
- (bb) “*Parent*” means any corporation (other than the Company) in an unbroken chain of corporations ending with the Company, if each of the corporations other than the Company owns share possessing 50% or more of the total combined voting power of all classes of shares in one of the other corporations in such chain. A corporation that attains the status of a Parent on a date after the adoption of the Plan shall be considered a Parent commencing as of such date.
- (cc) “*Participant*” means an Employee, Director, Non-Employee Director or Consultant who has been selected by the Committee to receive an Award under the Plan or any individual, estate or other entity that holds an Award.
- (dd) “*Performance Goals*” means one or more objective measurable performance goals established by the Committee with respect to a Performance Period based upon one or more factors, including: (i) operating income; (ii) earnings before interest, taxes, depreciation and amortization; (iii) earnings; (iv) cash flow; (v) market share; (vi) sales or revenue; (vii) expenses; (viii) cost of goods sold; (ix) profit/loss or profit margin; (x) working capital; (xi) return on equity or assets; (xii) earnings per share; (xiii) economic value added; (xiv) price/earnings ratio; (xv) debt or debt-to-equity; (xvi) accounts receivable; (xvii) writeoffs; (xviii) cash; (xix) assets; (xx) liquidity; (xxi) operations; (xxii) intellectual property (e.g., patents); (xxiii) product development; (xxiv) regulatory activity; (xxv) manufacturing, production or inventory; (xxvi) mergers and acquisitions or divestitures; and/or (xxvii) financings, each with respect to the Company and/or one or more of its Parent, Subsidiaries, Affiliates or operating units.

- (ee) “*Performance Period*” means any period not exceeding 60 months as determined by the Committee, in its sole discretion. The Committee may establish different Performance Periods for different Participants, and the Committee may establish concurrent or overlapping Performance Periods.
- (ff) “*Plan*” means this Sina Corporation 2015 Share Incentive Plan as it may be amended from time to time.
- (gg) “*Restricted Share Unit*” means a bookkeeping entry representing the equivalent of one Share awarded under the Plan.
- (hh) “*Restricted Share Unit Agreement*” means the agreement described in Section 9 evidencing a Restricted Share Unit.
- (ii) “*SAR Agreement*” means the agreement described in Section 7 evidencing a Share Appreciation Right.
- (jj) “*SEC*” means the Securities and Exchange Commission.
- (kk) “*Section 16 Persons*” means those officers, directors or other persons who are subject to Section 16 of the Exchange Act.
- (ll) “*Securities Act*” means the Securities Act of 1933, as amended.
- (mm) “*Service*” means service as an Employee, Director, Non-Employee Director or Consultant. A Participant’s Service does not terminate if he or she is an Employee and goes on a bona fide leave of absence that was approved by the Company in writing and the terms of the leave provide for continued service crediting, or when continued service crediting is required by Applicable Laws. However, for purposes of determining whether an Option is entitled to continuing ISO status, an Employee’s Service will be treated as terminating 90 days after such Employee went on leave, unless such Employee’s right to return to active work is guaranteed by law or by a contract. Service terminates in any event when the approved leave ends, unless such Employee immediately returns to active work. Further, unless otherwise determined by the Committee, a Participant’s Service will not terminate merely because of a change in the capacity in which the Participant provides service to the Company, a Parent, Subsidiary or Affiliate, or a transfer between entities (the Company or any Parent, Subsidiary, or Affiliate); *provided* that there is no interruption or other termination of Service.
- (nn) “*Share*” means one share of Ordinary Shares.
- (oo) “*Share Appreciation Right*” or “*SAR*” means a share appreciation right awarded under the Plan.
- (pp) “*Share Grant*” means Shares awarded under the Plan.
- (qq) “*Share Grant Agreement*” means the agreement described in Section 8 evidencing a Share Grant.

(rr) “*Share Option Agreement*” means the agreement described in Section 6 evidencing an Option.

(ss) “*Subsidiary*” means any corporation (other than the Company) in an unbroken chain of corporations beginning with the Company, if each of the corporations other than the last corporation in the unbroken chain owns shares possessing 50% or more of the total combined voting power of all classes of shares in one of the other corporations in such chain. A corporation that attains the status of a Subsidiary on a date after the adoption of the Plan shall be considered a Subsidiary commencing as of such date.

(tt) “*10-Percent Shareholder*” means an individual who owns more than 10% of the total combined voting power of all classes of outstanding shares of the Company, its Parent or any of its Subsidiaries. In determining share ownership, the attribution rules of Code Section 424(d) shall be applied.

### SECTION 3. ADMINISTRATION.

(a) *Committee Composition.* The Board or the Committee shall administer the Plan. The Committee shall generally have membership composition which enables Awards to Section 16 Persons to qualify as exempt from liability under Section 16(b) of the Exchange Act. However, the Board may also appoint one or more separate Committees, each composed of one or more directors of the Company who need not qualify under Rule 16b-3, that may administer the Plan with respect to Participants who are not Section 16 Persons, respectively, may grant Awards under the Plan to such Participants and may determine all terms of such Awards. Members of any such Committee shall serve for such period of time as the Board may determine and shall be subject to removal by the Board at any time. The Board may also at any time terminate the functions of the Committee and reassume all powers and authority previously delegated to the Committee.

Notwithstanding the foregoing, the Board shall administer the Plan with respect to all Awards granted to Non-Employee Directors.

The Board and any Committee appointed to administer the plan is collectively referred to hereinafter as the “Committee”.

(b) *Authority of the Committee.* Subject to the provisions of the Plan, the Committee shall have the full authority, in its sole discretion, to take any actions it deems necessary or advisable for the administration of the Plan. Such actions shall include:

- (i) selecting Participants who are to receive Awards under the Plan;
- (ii) determining the Fair Market Value;
- (iii) determining the type, number, Grant Date, vesting requirements and other features and conditions of such Awards;
- (iv) approving the forms of agreements to be used under the Plan;

- (v) amending any outstanding Awards;
- (vi) accelerating the vesting, or extending the post-termination exercise term, of Awards at any time and under such terms and conditions as it deems appropriate;
- (vii) interpreting the Plan and any Award Agreement;
- (viii) correcting any defect, supplying any omission or reconciling any inconsistency in the Plan or any Award Agreement;
- (ix) adopting such rules or guidelines as it deems appropriate to implement the Plan;
- (x) authorizing any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously authorized by the Committee;
- (xi) making all other decisions relating to the operation of the Plan; and
- (xii) adopting such plans or subplans as may be deemed necessary or appropriate to comply with the laws of certain countries, allow for tax-preferred treatment of the Awards or otherwise provide for the participation by Participants who reside in such countries.

The Committee's determinations under the Plan shall be final and binding on all persons.

(c) *Indemnification.* To the maximum extent permitted by Applicable Laws, each member of the Committee shall be indemnified and held harmless by the Company against and from (i) any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under the Plan or any Award Agreement, and (ii) from any and all amounts paid by him or her in settlement thereof, with the Company's approval, or paid by him or her in satisfaction of any judgment in any such claim, action, suit, or proceeding against him or her, *provided* he or she shall give the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled to by contract, as a matter of law, or otherwise, or under any power that the Company may have to indemnify them or hold them harmless.

#### SECTION 4. GENERAL.

- (a) *General Eligibility.* Only Employees, Directors, Non-Employee Directors and Consultants shall be eligible to participate in the Plan.

(b) *Incentive Share Options.* Only Participants who are Employees of the Company, a Parent or a Subsidiary shall be eligible for the grant of ISOs. In addition, a Participant who is a 10-Percent Shareholder shall not be eligible for the grant of an ISO unless the requirements set forth in Code Section 422(c)(5) are satisfied.

(c) *Restrictions on Shares.* Any Shares issued pursuant to an Award shall be subject to such rights of repurchase, rights of first refusal and other transfer restrictions as the Committee may determine, in its sole discretion. Such restrictions shall apply in addition to any restrictions that may apply to holders of Shares generally and shall also comply to the extent necessary with Applicable Laws. In no event shall the Company be required to issue fractional Shares under this Plan.

(d) *Beneficiaries.* Unless stated otherwise in an Award Agreement and then only to the extent permitted by and enforceable under Applicable Laws, a Participant may designate one or more beneficiaries with respect to an Award by timely filing the prescribed form with the Company or the Company's designee. A beneficiary designation may be changed by filing the prescribed form with the Company (or the Company's designee) at any time before the Participant's death. If no beneficiary was designated or if no designated beneficiary survives the Participant, then after a Participant's death any vested Award(s) shall be transferred or distributed to the Participant's estate or to such other person as the Company may designate.

(e) *No Rights as a Shareholder.* A Participant, or a transferee of a Participant, shall have no rights as a shareholder with respect to any Ordinary Shares covered by an Award until such person has satisfied all of the terms and conditions to receive such Ordinary Shares, has satisfied any applicable withholding or tax obligations relating to the Award and the Shares have been issued (as evidenced by an appropriate entry on the books of the Company or a duly authorized transfer agent of the Company).

(f) *Termination of Service.* Unless the applicable Award Agreement or, with respect to a Participant who resides in the U.S., the applicable employment agreement provides otherwise, the following rules shall govern the vesting, exercisability and term of outstanding Awards held by a Participant in the event of termination of such Participant's Service (in all cases subject to the maximum term of the Option and/or SAR as applicable): (i) upon termination of Service for any reason, the unvested portions of any outstanding Restricted Share Units or Share Grants shall be immediately forfeited without consideration; (ii) if Service is terminated for Cause, then all unexercised Options and/or SARs, unvested portions of Restricted Share Units and unvested portions of Share Grants shall terminate and be forfeited immediately without consideration; (iii) if Service is terminated for any reason other than for Cause, death or Disability, then the vested portion of the Participant's then-outstanding Options and/or SARs may be exercised by such Participant or his or her personal representative within ninety (90) days after the date of such termination and the unvested portions of any such Awards shall be forfeited without consideration at the end of such period; or (iv) if Service is terminated due to death or Disability, the vested portion of the Participant's then-outstanding Options and/or SARs may be exercised within six (6) months after the date of such termination and the unvested portions of any such Awards shall be forfeited without consideration at the end of such period.

#### SECTION 5. SHARES SUBJECT TO PLAN AND SHARE LIMITS.

(a) *Basic Limitation.* The shares issuable under the Plan shall be authorized, but unissued, or reacquired Shares. The aggregate number of Shares reserved for Awards under the Plan is 6,000,000 Shares, subject to adjustment pursuant to Section 10.

(b) *Limits on Awards.* The aggregate maximum number of Shares that may be granted in connection with all Awards during any Fiscal Year shall not exceed three percent (3%) of the total number of the Company's outstanding Shares as of the last day of the immediately preceding Fiscal Year ("Annual Pool"), plus any Shares remaining available pursuant to the Annual Pool for the immediately preceding Fiscal Year, subject to adjustment pursuant to Section 10.

(c) *Limits on Incentive Stock Options.* The aggregate maximum number of Shares that may be issued in connection with ISOs shall be 6,000,000 Shares, subject to adjustment pursuant to Section 10.

(d) *Share Count.* Shares issued as Share Grants or pursuant to Restricted Share Units will count against the Shares available for issuance under the Plan, and against the Shares available for grant during any Fiscal Year, as one point seven five (1.75) Shares for every one (1) Share issued in connection with the Award. Shares issued as Options or Share Appreciation Rights will count against the Shares available for issuance under the Plan, and against the Shares available for grant during any Fiscal Year, as one (1) Share for every one (1) Share subject thereto. The total number of Shares subject to Share Appreciation Rights that are settled in Shares shall be counted in full against the number of Shares available for issuance under the Plan, regardless of the number of Shares actually issued upon settlement of the Share Appreciation Rights. If Awards are settled in cash, the Shares that would have been delivered had there been no cash settlement shall not be counted against the Shares available for issuance under the Plan. If Awards are forfeited or are terminated for any reason before vesting or being exercised, then the Shares underlying such Awards shall again become available for Awards under the Plan; *provided* that, any one (1) Share issued as a Share Grant or pursuant to Restricted Share Units that is forfeited or terminated shall be credited as one point seven five (1.75) Shares when determining the number of Shares that shall again become available for Awards under the Plan. For purposes of clarity, no Shares surrendered pursuant to Section 6(f)(i) and no Shares withheld pursuant to Section 13(b) shall again become available for Awards under the Plan.

(e) *Dividend Equivalents.* Any dividend equivalents distributed under the Plan shall reduce the number of Shares available for Awards.

#### SECTION 6. TERMS AND CONDITIONS OF OPTIONS.

(a) *Share Option Agreement.* Each Option granted under the Plan shall be evidenced and governed exclusively by a Share Option Agreement between the Optionee and the Company. Such Option shall be subject to all applicable terms and conditions of the Plan and may be subject to any other terms and conditions that are not inconsistent with the Plan and that the Committee deems appropriate for inclusion in a Share Option Agreement. The provisions of the various Share Option Agreements entered into under the Plan need not be identical. The Share Option Agreement shall specify whether the Option is an ISO or an NSO.

(b) *Number of Shares.* Each Share Option Agreement shall specify the number of Shares that are subject to the Option, which number is subject to adjustment in accordance with Section 10.

(c) *Exercise Price.* Each Share Option Agreement shall specify the Option's Exercise Price which shall be established by the Committee and is subject to adjustment in accordance with Section 10. The Exercise Price per Share subject to an Option may be adjusted in the absolute discretion of the Committee, the determination of which shall be final, binding and conclusive.

(d) *Exercisability and Term.* Each Share Option Agreement shall specify the date when all or any installment of the Option is to become exercisable and may include performance conditions or Performance Goals. The Share Option Agreement shall also specify the maximum term of the Option; *provided* that the maximum term of an Option shall in no event exceed seven (7) years from the Grant Date. A Share Option Agreement may provide for accelerated vesting in the event of the Participant's death, Disability or other events. Notwithstanding any other provision of the Plan or the Share Option Agreement, no Option can be exercised after the expiration date provided in the applicable Share Option Agreement.

(e) *Method of Exercise.* An Option may be exercised, in whole or in part, by giving written notice of exercise to the Company (or, subject to Applicable Laws and if the Company permits, by electronic or voice methods) of the number of Shares to be purchased. Such notice shall be accompanied by payment in full of the aggregate Exercise Price, plus any required withholdings (unless satisfactory arrangements have been made to satisfy such withholdings). The Company reserves the right to delay issuance of the Shares if such payments are not satisfactory.

(f) *Payment for Option Shares.* The Exercise Price of an Option shall be paid in cash at the time of exercise, except as follows and if so provided for in the applicable Share Option Agreement:

(i) *Surrender of Share.* Payment of all or a part of the Exercise Price may be made with Shares which have already been owned by the Optionee; *provided* that the Committee may, in its sole discretion, require that Shares tendered for payment be previously held by the Optionee for a minimum duration (e.g., to avoid financial accounting charges to the Company's earnings).

(ii) *Cashless Exercise.* Payment of all or a part of the Exercise Price may be made through Cashless Exercise.

(iii) *Other Forms of Payment.* Payment may be made in any other form that is consistent with Applicable Laws, regulations and rules and approved by the Committee.



In the case of an ISO granted under the Plan, except to the extent permitted by Applicable Laws, payment shall be made only pursuant to the express provisions of the applicable Share Option Agreement. In the case of an NSO granted under the Plan, the Committee may, in its discretion at any time, accept payment in any form(s) described in this Section 6(f).

(g) *Modifications or Assumption of Options.* Within the limitations of the Plan, the Committee may modify, extend or assume outstanding options or may accept the cancellation of outstanding options (whether granted by the Company or by another issuer) in return for the grant of new Options for the same or a different number of Shares and at the same or a different Exercise Price. Notwithstanding the preceding sentence or anything to the contrary, no modification of an Option shall, without the consent of the Optionee, impair his or her rights or obligations under such Option.

(h) *Assignment or Transfer of Options.* Except as otherwise provided in the applicable Share Option Agreement and then only to the extent such transfer is otherwise permitted by Applicable Laws, no Option or interest therein shall be transferred, assigned, pledged or hypothecated by the Optionee during his or her lifetime, whether by operation of law or otherwise, or be made subject to execution, attachment or similar process, other than by will or by the laws of descent and distribution and an Option may be exercised during the lifetime of the Optionee only or by the guardian or legal representative of the Optionee.

(i) *Incentive Share Options.* ISOs may be granted to Employees of the Company, a Parent or Subsidiary of the Company. ISOs may not be granted to Non-Employee Directors or Consultants. The terms of any ISO granted pursuant to the Plan, in addition to the requirements of Section 6(a) to Section 6(h), must comply with the following additional provisions:

(i) *Individual Dollar Limitation.* The aggregate Fair Market Value (determined as of the time the Share Option is granted) of all Shares with respect to which ISOs are first exercisable by a Participant in any calendar year may not exceed \$100,000 or such other limitation as imposed by Section 422(d) of the Code, or any successor provision. To the extent that ISOs are first exercisable by a Participant in excess of such limitation, the excess shall be considered Non-Qualified Share Options.

(ii) *Exercise Price.* The exercise price of an ISO shall be equal to the Fair Market Value on the date of grant. However, the exercise price of any ISO granted to any individual who, at the date of grant, owns Shares possessing more than ten percent of the total combined voting power of all classes of shares of the Company may not be less than 110% of Fair Market Value on the date of grant and such Option may not be exercisable for more than five years from the date of grant.

(iii) *Transfer Restriction.* The Participant shall give the Company prompt notice of any disposition of Shares acquired by exercise of an ISO within (i) two years from the date of grant of such ISO or (ii) one year after the transfer of such Shares to the Participant.

(iv) *Expiration of Incentive Share Options.* No Award of an ISO may be made pursuant to this Plan after the seventh anniversary of the Effective Date.

(v) *Right to Exercise.* During a Participant's lifetime, an ISO may be exercised only by the Participant.

#### SECTION 7. TERMS AND CONDITIONS OF SHARE APPRECIATION RIGHTS.

(a) *SAR Agreement.* Each SAR granted under the Plan shall be evidenced by a SAR Agreement between the Participant and the Company. Such SAR shall be subject to all applicable terms of the Plan and may be subject to any other terms that are not inconsistent with the Plan. A SAR Agreement may provide for a maximum limit on the amount of any payout notwithstanding the Fair Market Value on the date of exercise of the SAR. The provisions of the various SAR Agreements entered into under the Plan need not be identical. SARs may be granted in consideration of a reduction in the Participant's compensation.

(b) *Number of Shares.* Each SAR Agreement shall specify the number of Shares to which the SAR pertains, which number is subject to adjustment in accordance with Section 10.

(c) *Exercise Price.* Each SAR Agreement shall specify the Exercise Price, which is subject to adjustment in accordance with Section 10. A SAR Agreement may specify an Exercise Price that varies in accordance with a predetermined formula while the SAR is outstanding. The Exercise Price may be adjusted in the absolute discretion of the Committee, the determination of which shall be final, binding and conclusive.

(d) *Exercisability and Term.* Each SAR Agreement shall specify the date when all or any installment of the SAR is to become exercisable and may include performance conditions or Performance Goals. The SAR Agreement shall also specify the maximum term of the SAR which shall not exceed seven (7) years from the Grant Date. A SAR Agreement may provide for accelerated exercisability in the event of the Participant's death, Disability or other events. SARs may be awarded in combination with Options or Share Grants, and such an Award shall provide that the SARs will not be exercisable unless the related Options or Share Grants are forfeited. A SAR may be included in an ISO only at the time of grant but may be included in an NSO at the time of grant or at any subsequent time, but not later than six (6) months before the expiration of such NSO. Notwithstanding any other provision of the Plan or the SAR Agreement, no SAR can be exercised after the expiration date provided in the applicable SAR Agreement.

(e) *Exercise of SARs.* Upon exercise of a SAR, the Participant (or any person having the right to exercise the SAR after Participant's death) shall receive from the Company (i) Shares, (ii) cash or (iii) any combination of Shares and cash, as the Committee shall determine at the time of grant of the SAR, in its sole discretion. The amount of cash and/or the Fair Market Value of Shares received upon exercise of SARs shall, in the aggregate, be equal to the amount by which the Fair Market Value (on the date of surrender) of the Shares subject to the SARs exceeds the Exercise Price of the Shares.

(f) *Modification or Assumption of SARs.* Within the limitations of the Plan, the Committee may modify, extend or assume outstanding SARs or may accept the cancellation of outstanding SARs (including share appreciation rights granted by another issuer) in return for the grant of new SARs for the same or a different number of Shares and at the same or a different Exercise Price. Notwithstanding the preceding sentence or anything to the contrary, no modification of an SAR shall, without the consent of the Participant, impair his or her rights or obligations under such SAR.

(g) *Assignment or Transfer of SARs.* Except as otherwise provided in the applicable SAR Agreement and then only to the extent such transfer is otherwise permitted by Applicable Laws, no SAR or interest therein shall be transferred, assigned, pledged or hypothecated by the Participant during his or her lifetime, whether by operation of law or otherwise, or be made subject to execution, attachment or similar process, other than by will or by the laws of descent and distribution and a SAR may be exercised during the lifetime of the Participant only or by the guardian or legal representative of the Participant.

#### SECTION 8. TERMS AND CONDITIONS FOR SHARE GRANTS.

(a) *Time, Amount and Form of Awards.* Awards under this Section 8 may be granted in the form of a Share Grant. A Share Grant may be awarded in combination with NSOs, and such an Award may provide that the Share Grant will be forfeited in the event that the related NSOs are exercised.

(b) *Share Grant Agreement.* Each Share Grant awarded under the Plan shall be evidenced and governed exclusively by a Share Grant Agreement between the Participant and the Company. Each Share Grant shall be subject to all applicable terms and conditions of the Plan and may be subject to any other terms and conditions that are not inconsistent with the Plan that the Committee deems appropriate for inclusion in the applicable Share Grant Agreement. The provisions of the Share Grant Agreements entered into under the Plan need not be identical.

(c) *Payment for Share Grants.* Share Grants may be issued with or without cash consideration under the Plan.

(d) *Vesting Conditions.* The Committee shall determine the vesting schedule of each Share Grant. Vesting shall occur, in full or in installments, upon satisfaction of the conditions specified in the Share Grant Agreement which may include performance conditions or Performance Goals. A Share Grant Agreement may provide for accelerated vesting in the event of the Participant's death, Disability, or other events.

(e) *Assignment or Transfer of Share Grants.* Except as otherwise provided in the applicable Share Grant Agreement and then only to the extent such transfer is otherwise permitted by Applicable Laws, no unvested Share Grant or interest therein shall be transferred, assigned, pledged or hypothecated by the Participant during his or her lifetime, whether by operation of law or otherwise, or be made subject to execution, attachment or similar process, other than by will or by the laws of descent and distribution.

(f) *Voting and Dividend Rights.* The holder of a Share Grant awarded under the Plan shall have the same voting, dividend and other rights as the Company's other shareholders. A Share Grant Agreement may require that the holder of such Share Grant invest any cash dividends received in additional Shares subject to the Share Grant. Such additional Shares and any Shares received as a dividend pursuant to the Share Grant shall be subject to the same conditions and restrictions as the Share Grant with respect to which the dividends were paid. Such additional Shares subject to the Share Grant shall not reduce the number of Shares available for issuance under Section 5.

(g) *Modification or Assumption of Share Grants.* Within the limitations of the Plan, the Committee may modify or assume outstanding Share Grants or may accept the cancellation of outstanding share grants (including share granted by another issuer) in return for the grant of new Share Grants for the same or a different number of Shares. Notwithstanding the preceding sentence or anything to the contrary, no modification of a Share Grant shall, without the consent of the Participant, impair his or her rights or obligations under such Share Grant.

#### SECTION 9. TERMS AND CONDITIONS OF RESTRICTED SHARE UNITS.

(a) *Restricted Share Unit Agreement.* Each Restricted Share Unit granted under the Plan shall be evidenced by a Restricted Share Unit Agreement between the Participant and the Company. Such Restricted Share Units shall be subject to all applicable terms of the Plan and may be subject to any other terms that are not inconsistent with the Plan. The provisions of the various Restricted Share Unit Agreements entered into under the Plan need not be identical. Restricted Share Units may be granted in consideration of a reduction in the Participant's other compensation.

(b) *Number of Shares.* Each Restricted Share Unit Agreement shall specify the number of Shares to which the Restricted Share Unit pertains, which number is subject to adjustment in accordance with Section 10.

(c) *Payment for Restricted Share Units.* To the extent that an Award is granted in the form of Restricted Share Units, no cash consideration shall be required of the Award recipients.

(d) *Vesting Conditions.* The Committee shall determine the vesting schedule of each Restricted Share Unit. Vesting shall occur, in full or in installments, upon satisfaction of the conditions specified in the Restricted Share Unit Agreement which may include performance conditions or Performance Goals. A Restricted Share Unit Agreement may provide for accelerated vesting in the event of the Participant's death, Disability, or other events.

(e) *Form and Time of Settlement of Restricted Share Units.* Settlement of vested Restricted Share Units may be made in the form of (i) cash, (ii) Shares or (iii) any combination of both, as determined by the Committee at the time of the grant of the Restricted Share Units, in its sole discretion. Vested Restricted Share Units may be settled in a lump sum or in installments. The distribution may occur or commence when the vesting conditions applicable to the Restricted Share Units have been satisfied or have lapsed, or it may be deferred, in accordance with Applicable Laws, to any later date. The amount of a deferred distribution may be increased by an interest factor or by dividend equivalents.

(f) *Voting and Dividend Rights.* The holders of Restricted Share Units shall have no voting rights. Prior to settlement or forfeiture, any Restricted Share Unit awarded under the Plan may, at the Committee's discretion, carry with it a right to dividend equivalents. Such right entitles the holder to be credited with an amount equal to all cash dividends paid on one Share while the Restricted Share Unit is outstanding. Dividend equivalents may be converted into additional Restricted Share Units. Settlement of dividend equivalents may be made in the form of cash, in the form of Shares, or in a combination of both. Prior to distribution, any dividend equivalents which are not paid shall be subject to the same conditions and restrictions as the Restricted Share Units to which they attach.

(g) *Creditors' Rights.* A holder of Restricted Share Units shall have no rights other than those of a general creditor of the Company. Restricted Share Units represent an unfunded and unsecured obligation of the Company, subject to the terms and conditions of the applicable Restricted Share Unit Agreement.

(h) *Modification or Assumption of Restricted Share Units.* Within the limitations of the Plan, the Committee may modify or assume outstanding Restricted Share Units or may accept the cancellation of outstanding restricted share units (including restricted share units granted by another issuer) in return for the grant of new Restricted Share Units for the same or a different number of Shares. Notwithstanding the preceding sentence or anything to the contrary, no modification of a Restricted Share Unit shall, without the consent of the Participant, impair his or her rights or obligations under such Restricted Share Unit.

(i) *Assignment or Transfer of Restricted Share Units.* Except as otherwise provided in the applicable Restricted Share Unit Agreement and then only to the extent such transfer is otherwise permitted by Applicable Laws, no Restricted Share Unit or interest therein shall be transferred, assigned, pledged or hypothecated by the Participant during his or her lifetime, whether by operation of law or otherwise, or be made subject to execution, attachment or similar process, other than by will or by the laws of descent and distribution.

#### SECTION 10. PROTECTION AGAINST DILUTION.

(a) *Adjustments.* In the event of a subdivision of the outstanding Shares, a declaration of a dividend payable in Shares, a declaration of a dividend payable in a form other than Shares in an amount that has a material effect on the price of Shares, a combination or consolidation of the outstanding Shares (by reclassification or otherwise) into a lesser number of Shares, a recapitalization, a spin-off or a similar occurrence, the Committee shall make appropriate adjustments in one or more of:

- (i) the number of Shares and the kind of shares or securities available for future Awards under Section 5(a);
- (ii) the limits on all Awards per Fiscal Year specified in Section 5(b);
- (iii) the limits on ISOs specified in Section 5(c);
- (iv) the number of Shares and the kind of shares or securities covered by each outstanding Award; or
- (v) the Exercise Price under each outstanding Option or SAR.

(b) *Participant Rights.* Except as provided in this Section 10, a Participant shall have no rights by reason of any issue by the Company of shares of any class or securities convertible into shares of any class, any subdivision or consolidation of shares of any class, the payment of any share dividend or any other increase or decrease in the number of shares of any class. If by reason of an adjustment pursuant to this Section 10 a Participant's Award covers additional or different shares or securities, then such additional or different shares and the Award in respect thereof shall be subject to all of the terms, conditions and restrictions which were applicable to the Award and the Shares subject to the Award prior to such adjustment.

(c) *Fractional Shares.* Any adjustment of Shares pursuant to this Section 10 shall be rounded down to the nearest whole number of Shares. Under no circumstances shall the Company be required to authorize or issue fractional shares and no consideration shall be provided as a result of any fractional shares not being issued or authorized.

#### SECTION 11. EFFECT OF A CHANGE IN CONTROL.

(a) *Change in Control.* In the event that the Company is a party to a Change in Control, outstanding Awards shall be subject to the applicable agreement of merger or reorganization. Such agreement may provide, without limitation, for the assumption of outstanding Awards by the surviving corporation or its parent, for their continuation by the Company (if the Company is a surviving corporation), for accelerated vesting or for their cancellation with or without consideration, in all cases without the consent of the Participant.

(b) *Acceleration.* Notwithstanding the foregoing, the Committee may determine, at the time of grant of an Award or thereafter, that such Award shall become vested and exercisable, in full or in part, in the event that the Company is a party to a Change in Control.

(c) *Dissolution.* To the extent not previously exercised or settled, Options, SARs and Restricted Share Units shall terminate immediately prior to the dissolution or liquidation of the Company.

#### SECTION 12. LIMITATIONS ON RIGHTS.

(a) *Participant Rights.* A Participant's rights, if any, in respect of or in connection with any Award is derived solely from the discretionary decision of the Company to permit the individual to participate in the Plan and to benefit from a discretionary Award. By accepting an Award under the Plan, a Participant expressly acknowledges that there is no obligation on the part of the Company to continue the Plan and/or grant any additional Awards. Any Award granted hereunder is not intended to be compensation of a continuing or recurring nature, or part of a Participant's normal or expected compensation, and in no way represents any portion of a Participant's salary, compensation, or other remuneration for purposes of pension benefits, severance, redundancy, resignation or any other purpose.

Neither the Plan nor any Award granted under the Plan shall be deemed to give any individual a right to remain an employee, consultant or director of the Company, a Parent, a Subsidiary or an Affiliate. The Company and its Parent, Subsidiaries and Affiliates reserve the right to terminate the Service of any person at any time, and for any reason, subject to Applicable Laws, and any applicable written employment agreement (if any), and such terminated person shall be deemed irrevocably to have waived any claim to damages or specific performance for breach of contract or dismissal, compensation for loss of office, tort or otherwise with respect to the Plan or any outstanding Award that is forfeited and/or is terminated by its terms or to any future Award.

(b) *Shareholders' Rights.* Except as provided in Section 9(f), a Participant shall have no dividend rights, voting rights or other rights as a shareholder with respect to any Shares covered by his or her Award prior to the issuance of such Shares (as evidenced by an appropriate entry on the books of the Company or a duly authorized transfer agent of the Company). No adjustment shall be made for cash dividends or other rights for which the record date is prior to the date when such Shares are issued, except as expressly provided in Section 9(f) and Section 10.

(c) *Regulatory Requirements.* Any other provision of the Plan notwithstanding, the obligation of the Company to issue Shares or other securities under the Plan shall be subject to all Applicable Laws and such approval by any regulatory body as may be required. The Company reserves the right to restrict, in whole or in part, the delivery of Shares or other securities pursuant to any Award prior to the satisfaction of all legal requirements relating to the issuance of such Shares or other securities, to their registration, qualification or listing or to an exemption from registration, qualification or listing.

#### SECTION 13. WITHHOLDING TAXES.

(a) *General.* A Participant shall make arrangements satisfactory to the Company for the satisfaction of any withholding tax obligations that arise in connection with his or her Award. The Company shall have the right to deduct from any amount payable under the Plan, including delivery of Shares to be made pursuant to an Award granted under the Plan, all federal, state, city, local or foreign taxes of any kind required by law to be withheld with respect to such payment and the Company may take any such actions as may be necessary in the opinion of the Company to satisfy all obligations for the payment of such taxes. The Company shall not be required to issue any Shares or make any cash payment under the Plan until such obligations are satisfied.

(b) *Share Withholding.* The Committee may permit a Participant to satisfy all or part of his or her withholding or income tax obligations by Cashless Exercise, by having the Company withhold all or a portion of any Shares that otherwise would be issued to him or her or by surrendering all or a portion of any Shares that he or she previously acquired; *provided* that Shares withheld or previously owned Shares that are tendered shall not exceed the amount necessary to satisfy the Company's tax withholding obligations at the minimum statutory withholding rates, including, but not limited to, U.S. federal and state income taxes, payroll taxes and foreign taxes, if applicable, unless the previously owned Shares have been held for the minimum duration necessary to avoid financial accounting charges under applicable accounting guidance or as otherwise permitted by the Committee in its sole and absolute discretion. Any payment of taxes by assigning Shares to the Company may be subject to restrictions, including, but not limited to, any restrictions required by rules of the SEC. If any Shares are used to satisfy withholding taxes, such Shares shall be valued based on the Fair Market Value thereof on the date when the withholding for taxes is required to be made.

SECTION 14. DURATION AND AMENDMENTS.

(a) *Term of the Plan.* The Plan will expire on, and no Award may be granted pursuant to the Plan after, the seventh anniversary of the Effective Date, and the Plan may be terminated on any earlier date pursuant to this Section 14. Any Awards that are outstanding at the time of expiration or termination of this Plan shall remain in force according to the terms of the Plan and the applicable Award Agreement.

(b) *Right to Amend or Terminate the Plan.* The Board may amend or terminate the Plan at any time and for any reason. Any such termination of the Plan, or any amendment thereof, shall not impair any Award previously granted under the Plan unless permitted under Applicable Laws. No Awards shall be granted under the Plan after the Plan's termination.



## List of Subsidiaries and Variable Interest Entities

Subsidiary	Jurisdiction of Organization
SINA.com Online	United States of America
Rich Sight Investment Limited	Hong Kong
SINA Hong Kong Limited	Hong Kong
Weibo Hong Kong Limited (formerly known as T.CN Hong Kong Limited)	Hong Kong
Weibo Corporation (formerly known as T.CN Corporation)	Cayman Island
Beijing New Media Information Technology Co., Ltd.	People's Republic of China
SINA.com Technology (China) Co., Ltd.	People's Republic of China
SINA Technology (China) Co., Ltd.	People's Republic of China
SINA(Shanghai) Management Co., Ltd.	People's Republic of China
Beijing SINA Advertising Co., Ltd.	People's Republic of China
Shanghai SINA Advertising Co., Ltd.	People's Republic of China
Beijing SINA Payment Technology Co., Ltd.	People's Republic of China
Fayco Network Technology Development (Shenzhen) Co., Ltd.	People's Republic of China
Weibo Internet Technology (China) Co., Ltd.	People's Republic of China
Beijing SINA Internet Information Service Co., Ltd.	People's Republic of China
Guangzhou Media Message Technologies, Inc.	People's Republic of China
Beijing Star-Village Online Cultural Development Co., Ltd.	People's Republic of China
Shenzhen Wangxing Technology Co., Ltd.	People's Republic of China
Jinzhao Hengbang Technology (Beijing) Co., Ltd.	People's Republic of China
Beijing Weimeng Technology Co., Ltd.	People's Republic of China
Beijing Weibo Interactive Internet Technology Co., Ltd.	People's Republic of China

**Certification by the Principal Executive Officer Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Charles Chao, certify that:

1. I have reviewed this Annual Report on Form 20-F of Sina Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the period presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 28, 2016

/s/ Charles Chao  
Name: Charles Chao  
Title: Chief Executive Officer

**Certification by the Principal Financial Officer Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Bonnie Yi Zhang, certify that:

1. I have reviewed this Annual Report on Form 20-F of Sina Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the period presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 28, 2016

/s/ Bonnie Yi Zhang  
Name: Bonnie Yi Zhang  
Title: Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Sina Corporation (the “Company”) on Form 20-F for the fiscal year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Charles Chao, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 28, 2016

/s/ Charles Chao  
Name: Charles Chao  
Title: Chief Executive Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Sina Corporation (the "Company") on Form 20-F for the fiscal year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bonnie Yi Zhang, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 28, 2016

/s/ Bonnie Yi Zhang  
Name: Bonnie Yi Zhang  
Title: Chief Financial Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-36246, No. 333-47720, No. 333-107359, No. 333-129460, No. 333-144890 and No. 333-169201) of Sina Corporation of our report dated April 28, 2016 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 20-F.

/s/ PricewaterhouseCoopers Zhong Tian LLP

PricewaterhouseCoopers Zhong Tian LLP

Beijing, the People's Republic of China

April 28, 2016

CONSENT OF TRANSASIA LAWYERS, PRC COUNSEL

April 28, 2016

Sina Corporation

20/F Beijing Ideal International Plaza  
No. 58 North Ring Road West,  
Haidian District, Beijing 100080,  
People's Republic of China

Ladies and Gentlemen,

We hereby consent to references to our name by Sina Corporation under the heading "Government Regulation and Legal Uncertainties" and "Contractual Arrangement with VIEs and Their Respective Shareholders" on Form 20-F for the year ended December 31, 2015 (the "Annual Report"), and further consent to the incorporation by reference into the Registration Statement on Form S-8 (No. 333-36246, No. 333-47720, No. 333-107359, No. 333-129460, No. 333-144890 and No. 333-169201). We also consent to the filing of this consent letter with the U.S. Securities and Exchange Commission as an exhibit to the Annual Report.

In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or under the Securities Exchange Act of 1934, in each case, as amended, or the regulations promulgated thereunder.

Yours faithfully,

For and on behalf of

/s/ TransAsia Lawyers  
\_\_\_\_\_  
TransAsia Lawyers

Our ref  
Direct tel +852 2971 3046  
Email richard.spooner@maplesandcalder.com

**Sina Corporation**

37F, Jin Mao Tower  
88 Century Boulevard, Pudong  
Shanghai 200121  
People's Republic of China

28 April 2016

Dear Sirs

**Sina Corporation**

We have acted as legal advisers as to the laws of the Cayman Islands to Sina Corporation, an exempted limited liability company incorporated in the Cayman Islands (the "**Company**"), in connection with the filing by the Company with the United States Securities and Exchange Commission (the "**SEC**") of an annual report on Form 20-F for the year ended 31 December 2015 (the "**Annual Report**").

We hereby consent to the reference to our firm under the headings "Item 10 Additional Information—E. Taxation—Cayman Islands Taxation" in the Annual Report, and we further consent to the incorporation by reference of the summary of our opinions under these headings into the Company's registration statement on Form S-8 (No. 333-36246, No. 333-47720, No. 333-107359, No. 333-129460, No. 333-144890 and No. 333-169201).

We consent to the filing with the SEC of this consent letter as an exhibit to the Annual Report. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or under the Securities Exchange Act of 1934, in each case, as amended, or the regulations promulgated thereunder.

Yours faithfully

/s/ Maples and Calder  
Maples and Calder



