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

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**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2002**  
**OR**  
 **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM            TO  
COMMISSION FILE NUMBER 0-30961**

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**Sohu.com Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**98-0204667**  
(I.R.S. Employer  
Identification Number)

Suite 1519, Tower 2  
Bright China Chang An Building  
7 Jianguomen Nei Avenue  
Beijing 100005  
People's Republic of China  
86-10-6510-2160

(Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Registrant's Principal Executive Offices)

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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

The number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

| Class                          | Outstanding at November 1, 2002 |
|--------------------------------|---------------------------------|
| Common stock, \$.001 par value | 34,558,349                      |

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## PART I—FINANCIAL INFORMATION

## ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SOHU.COM INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Unaudited, in thousands of US Dollars)

|   | Sept. 30,<br>2002 | Dec. 31,<br>2001 |
|---|-------------------|------------------|
| <b>ASSETS</b>   |                   |                  |
| Current assets:   |                   |                  |
| Cash and cash equivalents   | \$ 22,839         | \$ 29,263        |
| Accounts receivable, net  | 3,648             | 2,710            |
| Prepaid and other current assets  | 1,712             | 2,168            |
|   | <u>28,199</u>     | <u>34,141</u>    |
| Total current assets  | 28,199            | 34,141           |
| Fixed assets, net   | 6,643             | 7,953            |
| Long-term investments in marketable debt securities   | 20,296            | 16,973           |
| Long-term loans to related parties, net   | 4,906             | 1,815            |
| Other assets, net   | 645               | 1,076            |
|   | <u>\$ 60,689</u>  | <u>\$ 61,958</u> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                   |                  |
| Current liabilities:  |                   |                  |
| Accounts payable  | \$ 738            | \$ 366           |
| Payable to related parties  | 1,449             | 1,208            |
| Accrued liabilities and deferred revenues   | 3,302             | 2,803            |
|   | <u>5,489</u>      | <u>4,377</u>     |
| Total current liabilities   | 5,489             | 4,377            |
| Commitments and contingencies (Note 7)  |                   |                  |
| Shareholders' equity:   |                   |                  |
| Common Stock: \$0.001 par value per share (75,400,000 authorized at September 30, 2002 and December 31, 2001, 35,731,656 shares issued and outstanding at September 30, 2002 and 35,625,716 shares issued and outstanding at December 31, 2001) | 36                | 36               |
| Additional paid-in capital  | 129,843           | 129,852          |
| Deferred compensation   | (60)              | (161)            |
| Accumulated deficit   | (75,118)          | (72,151)         |
| Accumulated other comprehensive income  | 499               | 5                |
|   | <u>55,200</u>     | <u>57,581</u>    |
| Total shareholders' equity  | 55,200            | 57,581           |
|   | <u>\$ 60,689</u>  | <u>\$ 61,958</u> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**SOHU.COM INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited, in thousands of US Dollars except per share data)**

|  | Three Months Ended |                   | Nine Months Ended |                   |
|--|--------------------|-------------------|-------------------|-------------------|
|  | Sept. 30,<br>2002  | Sept. 30,<br>2001 | Sept. 30,<br>2002 | Sept. 30,<br>2001 |
| Revenues:  |                    |                   |                   |                   |
| Advertising  | \$ 3,674           | \$ 2,425          | \$ 9,548          | \$ 6,739          |
| Non-advertising  | 3,834              | 1,138             | 8,617             | 2,155             |
| Total revenues   | 7,508              | 3,563             | 18,165            | 8,894             |
| Cost of revenues:  |                    |                   |                   |                   |
| Advertising  | 1,472              | 1,575             | 4,430             | 5,188             |
| Non-advertising  | 1,871              | 823               | 4,919             | 1,642             |
| Total cost of revenues                                       | 3,343              | 2,398             | 9,349             | 6,830             |
| Gross profit   | 4,165              | 1,165             | 8,816             | 2,064             |
| Operating expenses:  |                    |                   |                   |                   |
| Product development  | 1,474              | 1,207             | 3,959             | 4,140             |
| Sales and marketing  | 1,862              | 1,949             | 5,749             | 6,566             |
| General and administrative                                   | 955                | 1,070             | 2,906             | 3,520             |
| Amortisation of intangibles                                  | —                  | 4,202             | —                 | 12,607            |
| Impairment of intangibles                                    | —                  | 17,676            | —                 | 17,676            |
| Total operating expenses                                     | 4,291              | 26,104            | 12,614            | 44,509            |
| Operating loss   | (126)              | (24,939)          | (3,798)           | (42,445)          |
| Other expense  | (67)               | (507)             | (103)             | (507)             |
| Interest income  | 305                | 462               | 934               | 1,854             |
| Net income/(loss)  | \$ 112             | \$ (24,984)       | \$ (2,967)        | \$ (41,098)       |
| Basic and diluted net income/(loss) per share                | \$ 0.003           | \$ (0.70)         | \$ (0.08)         | \$ (1.15)         |
| Shares used in computing basic net income/(loss) per share   | 35,715             | 35,626            | 35,660            | 35,626            |
| Shares used in computing diluted net income/(loss) per share | 37,413             | 35,626            | 35,660            | 35,626            |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**SOHU.COM INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited, in thousands of US Dollars)**

|   | Nine Months Ended Sept. 30, |             |
|---|-----------------------------|-------------|
|   | 2002                        | 2001        |
| Cash flows from operating activities:                                       |                             |             |
| Net loss  | \$ (2,967)                  | \$ (41,098) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                             |             |
| Depreciation and amortization of other assets                               | 3,729                       | 3,004       |
| Provision for allowance for doubtful accounts                               | 798                         | 244         |
| Provision for long-term loans to related parties                            | 173                         | —           |
| Stock-based compensation expense  | 13                          | 68          |
| Amortization and impairment of intangible assets                            | —                           | 30,283      |
| Loss on write-off of other assets   | —                           | 500         |
| Loss on disposal of fixed assets  | —                           | 6           |
| Changes in assets and liabilities:  |                             |             |
| Accounts receivable   | (1,736)                     | (635)       |
| Prepaid and other current assets  | 539                         | (220)       |
| Accounts payable  | 476                         | (915)       |
| Payable to related parties  | 241                         | —           |
| Accrued liabilities and deferred revenues                                   | 551                         | (1,293)     |
| Net cash provided by/(used in) operating activities                         | 1,817                       | (10,056)    |
| Cash flows from investing activities:                                       |                             |             |
| Long-term investments in marketable debt securities                         | (2,832)                     | (17,035)    |
| Long-term loans to related parties  | (3,264)                     | —           |
| Acquisition of fixed assets   | (2,080)                     | (3,131)     |
| Acquisition of other assets   | (144)                       | (747)       |
| Net cash used in investing activities                                       | (8,320)                     | (20,913)    |
| Cash flows from financing activities:                                       |                             |             |
| Issuance of common stock pursuant to stock incentive plan                   | 79                          | —           |
| Other   | —                           | 29          |
| Net cash provided by financing activities                                   | 79                          | 29          |
| Net decrease in cash and cash equivalents                                   | (6,424)                     | (30,940)    |
| Cash and cash equivalents at beginning of period                            | 29,263                      | 62,593      |
| Cash and cash equivalents at end of period                                  | \$ 22,839                   | \$ 31,653   |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**SOHU.COM INC.**  
**CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**  
(Amounts in thousands of US dollars, except share data)

|   | Common Stock     |        | Additional<br>Paid-in<br>Capital | Deferred<br>Compensation | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>Income | Total<br>Shareholders'<br>Equity | Comprehensive<br>Income |
|---|------------------|--------|----------------------------------|--------------------------|------------------------|---|----------------------------------|-------------------------|
|   | Shares<br>Issued | Amount |                                  |                          |                        |   |                                  |                         |
| Balance, December 31,<br>2001                                   | 35,625,716       | \$ 36  | \$ 129,852                       | \$ (161)                 | \$ (72,151)            | \$ 5  | \$ 57,581                        |                         |
| Net loss  | —                | —      | —                                | —                        | (2,967)                | —   | (2,967)                          | (2,967)                 |
| Unrealized gains on<br>marketable debt securities               | —                | —      | —                                | —                        | —                      | 491   | 491                              | 491                     |
| Foreign currency<br>translation gains                           | —                | —      | —                                | —                        | —                      | 3   | 3                                | 3                       |
| Comprehensive Income  |                  |        |                                  |                          |                        |   |                                  | \$ (2,473)              |
| Issuance of common stock<br>pursuant to stock<br>incentive plan | 105,940          | —      | 79                               | —                        | —                      | —   | 79                               |                         |
| Compensatory stock<br>options                                   | —                | —      | (88)                             | 101                      | —                      | —   | 13                               |                         |
| Balance, September 30,<br>2002                                  | 35,731,656       | \$ 36  | \$ 129,843                       | \$ (60)                  | \$ (75,118)            | \$ 499  | \$ 55,200                        |                         |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**SOHU.COM INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. THE COMPANY AND BASIS OF PRESENTATION**

Sohu.com Inc. (“Sohu” or the “Company”) was incorporated in Delaware, USA in August 1996 under the name of Internet Technologies China Incorporated, and changed its name to Sohu.com Inc. in September 1999.

The accompanying unaudited consolidated interim financial statements reflect all normal recurring adjustments which, in the opinion of management, are necessary for a fair statement of the results for the interim periods presented. Results for the three and nine months ended September 30, 2002 are not necessarily indicative of the results expected for the full fiscal year or for any future period.

These financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

**2. SEGMENT INFORMATION**

Based on the criteria established by SFAS No. 131, “Disclosures about Segments of an Enterprise and Related Information,” the Company operates in four principal business segments. The Company does not allocate any operating costs or assets to its three non-advertising segments as management does not use this information to measure the performance of the operating segments. The Company does not allocate any website operation costs to non-advertising cost of revenues.

Summarized information by segment for the three and nine months ended September 30, 2002 and 2001, as excerpted from the internal management reports, is as follows (in thousands):

|   | Three Months Ended |                   | Nine Months Ended |                   |
|---|--------------------|-------------------|-------------------|-------------------|
|   | Sept. 30,<br>2002  | Sept. 30,<br>2001 | Sept. 30,<br>2002 | Sept. 30,<br>2001 |
| <b>Revenues:</b>                                    |                    |                   |                   |                   |
| Advertising   | \$3,674            | \$2,425           | \$ 9,548          | \$6,739           |
| <b>Non-advertising:</b>                             |                    |                   |                   |                   |
| Subscription  | 2,582              | 349               | 5,348             | 505               |
| E-commerce  | 1,207              | 545               | 3,035             | 1,002             |
| Other   | 45                 | 244               | 234               | 648               |
| <b>Subtotal of non-advertising revenues</b>         | <b>3,834</b>       | <b>1,138</b>      | <b>8,617</b>      | <b>2,155</b>      |
| <b>Total revenues</b>                               | <b>7,508</b>       | <b>3,563</b>      | <b>18,165</b>     | <b>8,894</b>      |
| <b>Cost of revenues:</b>                            |                    |                   |                   |                   |
| Advertising   | 1,472              | 1,575             | 4,430             | 5,188             |
| <b>Non-advertising:</b>                             |                    |                   |                   |                   |
| Subscription  | 888                | 165               | 2,104             | 260               |
| E-commerce  | 983                | 468               | 2,551             | 868               |
| Other   | —                  | 190               | 264               | 514               |
| <b>Subtotal of non-advertising cost of revenues</b> | <b>1,871</b>       | <b>823</b>        | <b>4,919</b>      | <b>1,642</b>      |
| <b>Total cost of revenues</b>                       | <b>3,343</b>       | <b>2,398</b>      | <b>9,349</b>      | <b>6,830</b>      |
| <b>Gross profit</b>                                 | <b>\$4,165</b>     | <b>\$1,165</b>    | <b>\$ 8,816</b>   | <b>\$2,064</b>    |

### 3. LONG-TERM INVESTMENTS

The Company reclassified long-term investments in marketable debt securities from held-to-maturity to available-for-sale during the three months ended September 30, 2002, as the Company may sell the marketable debt securities before their scheduled maturities. Such marketable debt securities have been reported at fair market value with the unrealized gains recorded as accumulated other comprehensive income in shareholders' equity. During the three months ended September 30, 2002, the Company recorded the cumulative unrealized gains on its marketable debt securities of \$491,000.

### 4. NET INCOME (LOSS) PER SHARE

Basic net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common and, if dilutive, common equivalent shares outstanding during the period. Common equivalent shares consist of the incremental common stock issuable upon the exercise of stock options and warrants (using the treasury stock method).

### 5. COMPREHENSIVE INCOME (LOSS)

The components of comprehensive income (loss) are as follows (in thousands):

|   | Three Months Ended |                   | Nine Months Ended |                   |
|---|--------------------|-------------------|-------------------|-------------------|
|   | Sept. 30,<br>2002  | Sept. 30,<br>2001 | Sept. 30,<br>2002 | Sept. 30,<br>2001 |
| Net income (loss)                                 | \$ 112             | \$(24,984)        | \$(2,967)         | \$(41,098)        |
| Unrealized gains on available-for-sale securities | 491                | —                 | 491               | —                 |
| Foreign currency translation gains                | 1                  | 2                 | 3                 | 5                 |
| Comprehensive income (loss)                       | \$ 604             | \$(24,982)        | \$(2,473)         | \$(41,093)        |

Accumulated other comprehensive income (loss) consists of the unrealized gains or losses on available-for-sale securities and the cumulative translation adjustment, as presented on the accompanying unaudited condensed consolidated balance sheets.

### 6. RELATED PARTY TRANSACTIONS

The Company has entered into the following arrangements with Dr. Charles Zhang, the Company's Chief Executive Officer and a major Sohu shareholder, and certain employees of the Company to satisfy People's Republic of China ("PRC") regulations which prohibit or restrict foreign companies from owning or operating telecommunications, internet content, financial services and certain other businesses in China. The Company expects that it will continue to be involved in and provide additional financial support under similar arrangements in the future, subject to the restrictions set forth in the Sarbanes-Oxley Act of 2002 with respect to loans to directors and executive officers.

In June 2000, the Company extended loans in the amount of \$193,000 to Dr. Charles Zhang and \$49,000 to He Jinmei, another employee of the Company, to finance their investments in Beijing Sohu Online Network Information Services, Ltd. ("Beijing Sohu"), a company incorporated in the PRC. The shareholders of Beijing Sohu have pledged their shares in Beijing Sohu as collateral for the loan. These loans are included in long term loans to related parties, bear no interest and are due in full on the earlier of demand, in 2010 or at such time as Dr. Charles Zhang or He Jinmei, as the case may be, is not an employee of the Company. A subsidiary of the Company has entered into an option agreement giving it the right, at any time, subject to PRC law, to purchase the entire ownership in Beijing Sohu from the two Beijing Sohu shareholders for \$242,000. As of September 30, 2002, the Company had recorded a valuation allowance of \$56,000 against long-term loans to related parties for losses incurred by Beijing Sohu.

Pursuant to the agreements with Beijing Sohu and the shareholders of Beijing Sohu, certain operations related to the Company's online content were transferred to Beijing Sohu in order to allow Beijing Sohu to develop and



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provide content to the Company for a monthly service fee, which will be subject to periodic adjustment as agreed between the parties. The Company paid \$36,000 and \$108,000 in such service fees for the three and nine months ended September 30, 2002, respectively, as compared to \$36,000 and \$144,000 for the corresponding three and nine month periods in 2001. Because of PRC regulations which prohibit foreign companies from operating in the telecommunications industry, Beijing Sohu contracted with network operators on behalf of the Company substantially all subscription revenues of \$2,525,000 and \$349,000 during the three months ended September 30, 2002 and 2001, respectively. At September 30, 2002, trade accounts receivable included receivables from Beijing Sohu of \$1,241,000, primarily related to subscription revenues ultimately due from third party network operators. Beijing Sohu issued invoices on behalf of the Company for e-commerce sales of \$154,000 and \$689,000 for the three and nine months ended September 30, 2002, respectively (2001 comparative periods were \$0).

In November 2001, the Company entered into a Loan and Share Pledge Agreement (the "Century Loan Agreement") with Dr. Charles Zhang, and Li Wei, another employee of the Company, for the purpose of funding an equity investment of \$4,595,000 by these two individuals in Beijing Century High-Tech Company Limited ("High Century"), a company incorporated in the PRC which engages in investment holding in the PRC on behalf of the Company. Pursuant to the Century Loan Agreement, the Company has extended total loans amounting to \$4,595,000 of which \$3,676,000 and \$919,000 were loaned to Charles Zhang and Li Wei, respectively. These loans are included in long term loans to related parties.

In January 2002, the Company entered into a Loan and Share Pledge Agreement (the "Hengda Loan Agreement") with Li Wei for the purpose of funding an equity investment of \$242,000 by Li Wei in Beijing Hengda Yitong Internet Technology Development Co., Ltd. ("Hengda"), a company incorporated in the PRC which engages in Internet access services in the PRC on behalf of the Company. The \$242,000 investment represents a 20% interest in Hengda, with High Century holding the remaining 80% interest. These loans are included in long term loans to related parties. As of September 30, 2002, the Company had recorded a valuation allowance of \$2,000 against long-term loans to related parties for losses incurred by Hengda. During the three and nine months ended September 30, 2002, the Company had no other transactions with Hengda.

The Century Loan Agreement and Hengda Loan Agreement, which are subject to PRC law, include provisions that (i) the loans can only be repaid to the Company by transferring the shares of High Century or Hengda to the Company, (ii) the shares of High Century or Hengda cannot be transferred without the approval of the Company, and (iii) the Company has the right to appoint all directors and senior management personnel of High Century and Hengda. Charles Zhang and Li Wei have pledged all of their shares in High Century and Hengda as collateral for the loans and the loans bear no interest and are due on demand after November 2003, in the case of High Century, and January 2003, in the case of Hengda, or at such time as Dr. Charles Zhang or Li Wei, as the case may be, is not an employee of the Company. The Company does not intend to request repayment of the loans as long as PRC regulations prohibit the Company from directly investing in businesses being undertaken by High Century and Hengda.

In April 2002, High Century invested \$3,080,000 in Sohu-Guolian Information Technology Co., Ltd. ("Sohu-Guolian"), a company incorporated in the PRC, for a 51% equity interest in and joint control of Sohu-Guolian. Sohu-Guolian will provide technical services to the PRC online securities trading and financial services industries. During the three months ended September 30, 2002, the Company provided Sohu-Guolian with website development services amounting to \$31,000. As of September 30, 2002, the Company had recorded a valuation allowance of \$115,000 against long-term loans to related parties for losses incurred by Sohu-Guolian.

As of September 30, 2002, payable to related parties included \$314,000 and \$1,135,000 payable to High Century and Hengda, respectively, as High Century and Hengda had transferred their unused cash to the Company.

PRC regulations currently restrict the Company from holding direct equity interests in Beijing Sohu, High Century, Hengda and Sohu-Guolian; therefore, the financial statements of these entities are not consolidated with those of the Company. As the shareholders of these entities are also officers and shareholders of the Company, these entities are related parties and, thus, transactions with these entities are disclosed in accordance with SFAS 57, "Related Party Disclosures." The Company expects that it will continue to be involved in and provide financial support to these entities.

## 7. COMMITMENTS AND CONTINGENCIES

The Chinese market in which the Company operates poses certain macro-economic and regulatory risks and uncertainties. These uncertainties extend to the ability of the Company to operate an Internet business, and to conduct advertising, e-commerce and subscription services in the PRC. Though the PRC has, since 1978, implemented a wide range of market-oriented economic reforms, continued reforms and progress towards a full market-oriented economy are uncertain. In addition, the telecommunication, information, and media industries remain highly regulated. Restrictions are currently in place or are unclear with respect to which specific segments of these industries foreign owned entities, like the Company, may operate. The Company's legal structure and scope of operations in the PRC could be subjected to restrictions which could result in severe limits to the Company's ability to conduct business in the PRC.

## 8. RECENT ACCOUNTING PRONOUNCEMENT

In June 2002, the Financial Accounting Standards Board ("FASB") issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No. 146 nullifies Emerging Issues Task Force ("EITF") Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity," under which a liability for an exit cost was recognized at the date of an entity's commitment to an exit plan. SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized at fair value when the liability is incurred. The provisions of this statement are effective for exit or disposal activities that are initiated after December 31, 2002. The Company does not believe that this announcement will have a significant impact on its financial statements.

## 9. RECLASSIFICATIONS

Certain amounts from prior periods have been reclassified to conform with current period presentation.

## 10. SUBSEQUENT EVENTS

In October 2002, the Company repurchased 1.2 million shares of its common stock at a price per share of \$1.65 for total consideration of \$1.98 million and paid a brokerage commission of \$0.02 per share. The 1.2 million shares purchased by the Company are no longer outstanding, and are being held by the Company as treasury shares.

On October 21, 2002, the Board of Directors of the Company authorized the Company to repurchase up to \$2 million of its outstanding shares of common stock in the open market from time to time. The Board of Directors' approval stipulated, however, that the actual commencement of any repurchase program pursuant to the guidelines approved by the Board of Directors will require the approval of the Audit Committee of the Board of Directors. The precise timing of purchases, if any, and the actual number of any shares repurchased will be determined by the Company's management based on its evaluation of market conditions, the Company's available cash and other factors. If commenced, repurchases may be suspended or discontinued at any time at the discretion of the Company's management or as required by the Audit Committee of the Board of Directors.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*As used in this report, references to "us," "we," "our," "our company," "Sohu" and "Sohu.com" are to Sohu.com Inc., our subsidiaries ChinaRen Inc. (or ChinaRen), Sohu.com (Hong Kong) Limited (or Sohu Hong Kong), Sohu ITC Information Technology (Beijing) Co., Ltd. (or Beijing ITC), and our affiliates Beijing Sohu Online Network Information Services, Ltd. (or Beijing Sohu), Beijing Century High Tech Investment Co., Ltd. (or High Century), Beijing Hengda Yitong Internet Technology Development Co., Ltd. (or Hengda), and Sohu-Guolian Information Technology Co., Ltd. (or Sohu-Guolian) and these references should be interpreted accordingly. Except where the context requires otherwise, these references include all of our subsidiaries. Unless otherwise specified, references to "China" or "PRC" refer to the People's Republic of China and do not include the Hong Kong Special Administrative Region, the Macau Special Administrative Region or Taiwan. This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, without limitation, statements regarding our expectations, beliefs, intentions or future strategies that are signified by the words "expect," "anticipate," "intend," "believe," or similar language. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to update any such forward-*

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*looking statements. Our business and financial performance are subject to substantial risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements. In evaluating our business, you should carefully consider the information set forth below under the caption "Risk Factors." Readers are cautioned not to place undue reliance on these forward-looking statements.*

### OVERVIEW

We are a leading Internet portal in China in terms of brand recognition. Our portal consists of sophisticated Chinese language Web navigational and search capabilities, 17 main content channels, Web-based communications and community services and a platform for subscription, short messaging and e-commerce services. Each of our interest-specific main channels contains multi-level sub-channels that cover a comprehensive range of topics, including news, business, entertainment, sports and career. We also offer free and paid Web-based e-mail. We offer a universal registration system, whereby a user that has registered for our e-mail service is automatically registered for our chat, bulletin board, and other services. Our portal attracts consumers and merchants alike because it is designed to meet the specific needs and interests of Internet users in China. Key features include proprietary Web navigational and search capabilities that reflect the unique cultural characteristics and thinking and viewing habits of PRC Internet users. On October 18, 2000, we acquired ChinaRen to further expand our online network. ChinaRen is an online portal located in China that targets mainland Chinese Internet users with its strong community products.

We were incorporated in Delaware, USA during August 1996 as Internet Technologies China Incorporated and in September 1999 we changed our corporate name to Sohu.com Inc.

Except for the three months ended September 30, 2002, when we earned a small profit after taking into account interest income earned on investments, we have incurred significant net losses and accumulated negative cash flows from operations since inception. As of September 30, 2002, we had an accumulated deficit of \$75.1 million. These losses have been funded with proceeds of preferred stock private placements and our initial public offering completed in July 2000. We may incur substantial net losses in the future due to the relative high risk associated with our revenue and the high level of planned operating and capital expenditures, including sales and marketing costs, personnel hires, and product development. We may not sustain profitability.

Sohu's discussion and analysis of its financial condition and results of operations are based upon Sohu's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires Sohu to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, Sohu evaluates its estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Sohu believes accounting for advertising revenue where multiple elements exist and allowance for doubtful accounts represent critical accounting policies which reflect more significant judgments and estimates used in the preparation of our consolidated financial statements.

Advertising revenues are derived principally from online advertising pursuant to short-term contracts normally less than twelve months. Online advertising includes banners, links, logos and buttons placed on Sohu's Web sites and sponsorship of a particular area of the Web sites. Contracts for advertising services are generally for a fixed payment over a contract period. For contracts where services are provided evenly over the period or where Sohu is unable to reasonably determine the fair value of the individual services provided in multiple element contracts, revenue is recognized on a straight line basis over the contract period. For multiple element contracts where Sohu is able to reasonably determine the fair value of the individual services provided, the contract value is allocated among specific services provided and revenue is recognized in the period the services are performed. In estimating the fair value of individual services provided, we make estimates based on the value of similar services provided to our customers using average sell rates for the period. Material differences may result in the amount and timing of our revenue for any period if management made different judgments or utilized different estimates.

Our management must make estimates of the uncollectability of our accounts receivables. Management specifically analyzes accounts receivable and analyzes historical bad debts, customer credit-worthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. Our accounts receivable balance was \$3.6 million net of allowance for doubtful accounts of

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\$759,000 as of September 30, 2002. If the financial condition of our customers was to deteriorate, resulting in their inability to make payments, an additional allowance might be required. If customers settle with us the accounts recorded as bad debts, the corresponding allowance will be reversed.

We reclassified our long-term investments in marketable debt securities from held-to-maturity to available-for-sale during the three months ended September 30, 2002, as we may sell our marketable debt securities before their scheduled maturities. For the three months ended September 30, 2002, we recorded unrealized gains on our marketable debt securities of \$491,000 as accumulated other comprehensive income in shareholders' equity.

### **RESULTS OF OPERATIONS**

#### **FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001**

##### **REVENUES**

Total net revenues were \$7.5 million and \$18.2 million for the three and nine months ended September 30, 2002, respectively, as compared to \$3.6 million and \$8.9 million for the corresponding three and nine month periods in 2001. For the three months ended September 30, 2002 and 2001, advertising revenues constituted \$3.7 million and \$2.4 million, respectively, and non-advertising revenues were \$3.8 million and \$1.1 million, respectively. For the nine months ended September 30, 2002 and 2001, advertising revenues constituted \$9.5 million and \$6.7 million, respectively, and non-advertising revenues were \$8.6 million and \$2.2 million, respectively.

##### **Advertising Revenues**

Advertising revenues increased by \$1.2 million to \$3.7 million for the three months ended September 30, 2002 and increased by \$2.8 million to \$9.5 million for the nine months ended September 30, 2002, as compared to the corresponding three and nine month periods in 2001. The increase was primarily due to (a) the increasing number of Chinese domestic advertisers purchasing space on our online media properties as online advertising gains acceptance in China, (b) larger and longer-term purchases by certain advertisers and (c) our 2002 launch of Sohu.net where we provide advertising services to small and medium enterprises. The increased advertising volume offset the decreases in advertising prices which we experienced over the past 12 months, and resulted in the overall \$1.2 million increase in advertising revenues for the quarter. Sales to Sohu's five largest advertisers were 13% and 11% of total advertising revenues for the three and nine months ended September 30, 2002, respectively, as compared to 19% and 24% of total advertising revenues for the corresponding three and nine month periods in 2001.

##### **Non-advertising Revenues**

Non-advertising revenues increased by \$2.7 million to \$3.8 million for the three months ended September 30, 2002 and increased by \$6.5 million to \$8.6 million for the nine months ended September 30, 2002, as compared to the three and nine month periods in 2001. Non-advertising revenues for the three months ended September 30, 2002 were derived from e-commerce services of \$1.2 million, subscription fees of \$2.6 million, and other services of \$45,000. Non-advertising revenues for the nine months ended September 30, 2002 were derived from e-commerce services of \$3 million, subscription fees of \$5.3 million, and other services of \$234,000. E-commerce revenues are earned from direct sales of consumer products through Sohu's website. Subscription revenues are generated mainly from short messaging services and payments for our email, alumni club and news services. Other revenues are derived from providing technology services and the sale of hardware to corporate customers. The increase in e-commerce and subscription revenues was attributable to the maturity of these business lines that were started during the three months ended March 31, 2001.

##### **COSTS AND EXPENSES**

##### **Cost of Revenues**

Total cost of revenues increased by \$945,000 to \$3.3 million for the three months ended September 30, 2002, as compared to the three months ended September 30, 2001. Total cost of revenues increased by \$2.5 million to \$9.3 million for the nine months ended September 30, 2002, as compared to the nine months ended September 30, 2001. For the three months ended September 30, 2002 and 2001, advertising cost of revenues were \$1.5 million and \$1.6 million, respectively, and non-advertising cost of revenues were \$1.9 million and \$823,000,

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respectively. For the nine months ended September 30, 2002 and 2001, advertising cost of revenues were \$4.4 million and \$5.2 million, respectively, and non-advertising cost of revenues were \$5 million and \$1.6 million, respectively.

### **Advertising Cost of Revenues**

Advertising cost of revenues decreased by \$103,000 to \$1.5 million for the three months ended September 30, 2002 and decreased by \$758,000 to \$4.4 million for the nine months ended September 30, 2002, as compared to the corresponding three and nine month periods in 2001. This decrease was primarily due to lower cost of bandwidth and decreased staff and related costs through rationalization of the operations of Chinaren acquired in October 2000.

### **Non-advertising Cost of Revenues**

Non-advertising cost of revenues increased by \$1 million to \$1.9 million for the three months ended September 30, 2002 and increased by \$3.3 million to \$4.9 million for the nine months ended September 30, 2002, as compared to the corresponding three and nine month periods in 2001. For the three months ended September 30, 2002, non-advertising cost of revenues primarily included \$983,000 in e-commerce cost of revenue and \$888,000 in subscription cost of revenue. For the nine months ended September 30, 2002, non-advertising cost of revenues primarily included \$2.6 million in e-commerce cost of revenues and \$2.1 million in subscription cost of revenues. E-commerce cost of revenues consists of the purchase price of consumer products sold by Sohu and inbound and outbound shipping charges and subscription cost of revenue consists of subscription collection and short message transmission charges paid to third party network operators. E-commerce and subscription cost of revenues do not include allocations for website operating costs. As substantially all e-commerce and subscription cost of revenues are direct variable expenditures, the higher costs in 2002 are due to the higher sales volume associated with the development of these business lines.

### **Product Development Expenses**

Product development expenses increased by \$267,000 to \$1.5 million for the three months ended September 30, 2002, as compared to the three months ended September 30, 2001. The increase was primarily attributable to expansion of subscription services. Product development expenses decreased by \$181,000 to \$4 million for the nine months ended September 30, 2002, as compared to the nine months ended September 30, 2001. The decrease was primarily attributable to decreased staff and related costs through rationalization of the operations of ChinaRen acquired in October 2000.

### **Sales and Marketing Expenses**

Sales and marketing expenses for the three months ended September 30, 2002 were \$1.9 million, approximately the same as for the three months ended September 30, 2001. Sales and marketing expenses decreased by \$817,000 to \$5.7 million for the nine months ended September 30, 2002, as compared to the nine months ended September 30, 2001. The decrease was primarily due to a reduction in advertising and promotional spending.

### **General and Administrative Expenses**

General and administrative expenses decreased by \$115,000 to \$955,000 for the three months ended September 30, 2002 and decreased by \$614,000 to \$2.9 million for the nine months ended September 30, 2002, as compared to the corresponding three and nine month periods in 2001. The decrease was primarily attributable to decreased staff and related costs through rationalization of the operations of ChinaRen acquired in October 2000.

### **Amortization of Intangibles**

There was no amortization expense during the three and nine months ended September 30, 2002 because all intangible assets giving rise to amortization were written off in 2001. The amortization expense of \$4.2 million and \$12.6 million for the three and nine months ended September 30, 2001, respectively, was related to intangible assets of \$33.6 million arising from the October 18, 2000 acquisition of ChinaRen. During the three months ended September 30, 2001, the unamortized balance of \$17.7 million was written off and recorded as an impairment charge.

### **Operating Loss**

As a result of the foregoing, we had an operating loss of \$126,000 for the three months ended September 30, 2002 as compared to \$24.9 million for the corresponding three month period in 2001, and an operating loss of \$3.8 million for the nine months ended September 30, 2002 as compared to \$42.4 million for the corresponding nine month period in 2001.

### **Other Expenses**

Other expenses for the three and nine months ended September 30, 2002 mainly included \$65,000 and \$115,000 as a valuation allowance against long-term loans to related parties for losses incurred by Sohu-Guolian which commenced operations in the second quarter of 2002. Other expenses for the three and nine months ended September 30, 2001 mainly represented \$500,000 for the write-off of other assets.

### **Interest Income**

Interest income decreased by \$157,000 to \$305,000 for the three months ended September 30, 2002 and decreased by \$920,000 to \$934,000 for the nine months ended September 30, 2002, as compared to the corresponding three and nine month periods in 2001. The decrease was primarily attributable to Federal Reserve interest rate cuts during the past year and a decrease in the balance of cash, cash equivalents, and investments in marketable debt securities.

### **Net Income (Loss)**

As a result of the foregoing, we had net income of \$112,000 for the three months ended September 30, 2002, as compared to a net loss of \$25 million for the corresponding three month period in 2001, and a net loss of \$3 million for the nine months ended September 30, 2002, as compared to a net loss of \$41.1 million for the corresponding nine month period in 2001.

## **LIQUIDITY AND CAPITAL RESOURCES**

We have financed our operations principally through private sales of preferred stock and our initial public offering completed in July 2000. From inception through September 30, 2002, we have raised net proceeds of \$39.2 million through the sale of preferred stock in private placements and \$52.4 million from the sale of common stock in our initial public offering. The Company invests its excess cash in marketable debt securities of high quality investment grade. As of September 30, 2002, we had cash, cash equivalents, and investments in marketable debt securities totaling approximately \$43.1 million.

Net cash provided by operating activities was \$1.8 million for the nine months ended September 30, 2002, primarily due to our net loss \$3 million, adjusted for depreciation and amortization of \$3.7 million, provision for allowance for doubtful accounts of \$798,000 and other changes in working capital. Net cash used in operating activities was \$10.1 million for the nine months ended September 30, 2001, primarily due to our net loss of \$41.1 million and an increase in working capital of \$3 million, offset by amortization and impairment of intangibles of \$30.3 million and depreciation and amortization of \$3 million.

Net cash used in investing activities was \$8.3 million for the nine months ended September 30, 2002, and primarily due to long-term investments in marketable debt securities of \$2.8 million, the purchase of fixed assets of \$2.1 million and long-term loans to related parties of \$3.3 million for financing investments in High Century, Hengda and Sohu-Guolian. Net cash used in investing activities was \$20.9 million for the nine months ended September 30, 2001, primarily due to long-term investments in marketable debt securities of \$17 million, the purchase of fixed assets of \$3.1 million and other assets of \$747,000.

There was no significant net cash provided by financing activities for the nine months ended September 30, 2002 and 2001.

Our principal commitments consist of obligations under various operating leases for office facilities. We expect that capital expenditures in 2002 will primarily consist of purchases of additional servers, computer software, workstations and technological improvements to network infrastructure.

We believe that current cash and cash equivalents will be sufficient to meet the requirements of working capital (net cash used in operating activities), commitments and capital expenditures cash needs for at least the next twelve months. We may, however, require additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If these sources are insufficient to satisfy cash requirements, we may seek to sell additional equity or debt securities or to obtain a credit facility. The sale of additional equity or convertible debt securities could result in additional dilution to stockholders. The incurrence of indebtedness would result in debt service obligations and could result in operating and financial covenants that would restrict operations. Financing may not be available in amounts or on terms acceptable to us, if at all.

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The Company has entered into the following arrangements with Dr. Charles Zhang, our Chief Executive Officer and a major Sohu shareholder, and certain of our employees to satisfy PRC regulations which prohibit or restrict foreign companies from owning or operating telecommunications, internet content, financial services and certain other businesses in China. We expect that we will continue to be involved in and provide additional financial support under similar arrangements in the future, subject to the restrictions set forth in the Sarbanes-Oxley Act of 2002 with respect to loans to directors and executive officers.

In June 2000, we extended loans in the amount of \$193,000 to Dr. Charles Zhang and \$49,000 to He Jinmei, another employee of Sohu, to finance their investments in Beijing Sohu, a company incorporated in the PRC. The shareholders of Beijing Sohu have pledged their shares in Beijing Sohu as collateral for the loan. These loans are included in long term loans to related parties, bear no interest and are due in full on the earlier of demand, in 2010 or at such time as Dr. Charles Zhang or He Jinmei, as the case may be, is not an employee of Sohu. A subsidiary of Sohu has entered into an option agreement giving it the right, at any time, subject to PRC law, to purchase the entire ownership in Beijing Sohu from the two Beijing Sohu shareholders for \$242,000. As of September 30, 2002, we had recorded a valuation allowance of \$56,000 against long-term loans to related parties for losses incurred by Beijing Sohu.

In November 2001, we entered into a loan and share pledge agreement with Dr. Charles Zhang, and Li Wei, another employee of Sohu, for the purpose of funding an equity investment of \$4,595,000 by these two individuals in High Century, a company incorporated in the PRC which engages in investment holding in the PRC on behalf of Sohu. Pursuant to the loan agreement, we have extended total loans amounting to \$4,595,000 of which \$3,676,000 and \$919,000 were loaned to Charles Zhang and Li Wei, respectively. These loans are included in long term loans to related parties.

In January 2002, we entered into a loan and share pledge agreement with Li Wei for the purpose of funding an equity investment of \$242,000 by Li Wei in Hengda, a company incorporated in the PRC which engages in Internet access services in the PRC on behalf of Sohu. The \$242,000 investment represents a 20% interest in Hengda, with High Century holding the remaining 80% interest. These loans are included in long term loans to related parties. As of September 30, 2002, we had recorded a valuation allowance of \$2,000 against long-term loans to related parties for losses incurred by Hengda.

The two loan agreements, which are subject to PRC law, include provisions that (i) the loans can only be repaid to us by transferring the shares of High Century or Hengda to us, (ii) the shares of High Century or Hengda cannot be transferred without the approval of Sohu, and (iii) we have the right to appoint all directors and senior management personnel of High Century and Hengda. Charles Zhang and Li Wei have pledged all of their shares in High Century and Hengda as collateral for the loans and the loans bear no interest and are due on demand after November 2003, in the case of High Century, and January 2003, in the case of Hengda, or at such time as Dr. Charles Zhang or Li Wei, as the case may be, is not an employee of Sohu. We do not intend to request repayment of the loans as long as PRC regulations prohibit us from directly investing in businesses being undertaken by High Century and Hengda.

In April 2002, High Century invested \$3,080,000 in Sohu-Guolian, a company incorporated in the PRC, for a 51% equity interest in and joint control of Sohu-Guolian. Sohu-Guolian will provide technical services to the PRC online securities trading and financial services industries. During the three months ended September 30, 2002, the Company provided Sohu-Guolian with website development services amounting to \$31,000. As of September 30, 2002, we had recorded a valuation allowance of \$115,000 against long-term loans to related parties for losses incurred by Sohu-Guolian.

As of September 30, 2002, payable to related parties included \$314,000 and \$1,135,000 payable to High Century and Hengda, respectively, as High Century and Hengda had transferred their unused cash to Sohu.

We expect that we will continue to be involved in and provide financial support to Beijing Sohu, High Century, Sohu-Guolian and Hengda.

Chinese regulations limit our ability to convert renminbi into foreign currency for capital items. While operations in China are currently a net user of cash, the ability to use future cash generated in China for expenditures outside of China may be restricted. If the renminbi were to decline in value, our revenues in U.S. dollar terms would be reduced.

## **RISK FACTORS**

## **RISKS RELATING TO SOHU.COM**

**Except for the three months ended September 30, 2002, we have incurred net losses since inception and losses could continue in the future.**

Except for the three months ended September 30, 2002, we have incurred significant net losses since our inception in August 1996 and had an accumulated deficit of approximately \$75.1 million at September 30, 2002. We may incur substantial net losses in the future due to the relative high risk associated with our revenue and the high level of planned operating and capital expenditures, including sales and marketing costs, personnel hires, and product development. We may not sustain profitability.

**We have a limited operating history, which may make it difficult for investors to evaluate our business.**

We began offering products and services under the www.Sohu.com Web site in February 1998. Accordingly, we have a limited operating history upon which investors can evaluate our business. In addition, our senior management and employees have worked together at our company for only a relatively short period of time. As an early stage company in the new and rapidly evolving PRC Internet market, we face numerous risks and uncertainties. Some of these risks relate to our ability to:

- increase our online advertising revenues and successfully build our e-commerce, short messaging and subscription services businesses, given the early stage of development of the PRC Internet industry;
- continue to attract a larger audience to our portal by expanding the type and technical sophistication of the content and services we offer; and
- maintain our current, and develop new, strategic relationships to increase our revenue streams as well as product and service offerings.

**PRC Internet laws and regulations are unclear and will likely change in the near future. If we are found to be in violation of current or future PRC laws or regulations, we could be subject to severe penalties.**

We conduct our Internet business solely in the PRC through our wholly owned subsidiary, Beijing ITC. Beijing ITC is a wholly foreign owned enterprise, or WFOE, under PRC law. We are a Delaware corporation and a foreign person under PRC law. Accordingly, our Internet business is 100% foreign-owned. In order to meet ownership requirements under PRC law which restrict or prohibit Sohu from operating in certain industries such as internet content provider, online stock trading and internet access, we have established Beijing Sohu, High Century and Hengda which are companies incorporated in the PRC and owned by Charles Zhang, our chief executive officer, and certain other employees of Sohu. As of September 30, 2002, Sohu had invested \$5.1 million in Beijing Sohu, High Century and Hengda through loans to related parties. In 2000, we extended loans of \$242,000 to Dr. Charles Zhang and a Sohu employee to set up Beijing Sohu. Pursuant to a restructuring in May 2000, we transferred certain of our assets and operations to Beijing Sohu, a PRC company that is 80% owned by our chief executive officer. In 2001 and 2002, we made loans of \$4.6 million to Dr. Charles Zhang and an employee of the company to establish High Century for the purposes of undertaking additional investments in the PRC where foreign ownership is prohibited or restricted. In 2002, we loaned \$242,000 to an employee of the company for the purpose of funding an investment in Hengda, a company incorporated in the PRC which engages in Internet access services in the PRC on behalf of Sohu. The \$242,000 investment represents a 20% interest in Hengda, with High Century holding the remaining 80% interest. In March 2002, High Century entered into a joint venture agreement with Guolian Securities Co., Ltd., pursuant to which High Century has invested \$3.1 million in Sohu-Guolian in return for a 51% equity interest in and joint control of Sohu-Guolian. Sohu-Guolian will provide technical services to the PRC online securities trading and financial services industries. We do not have any direct ownership interest in Beijing Sohu, High Century, Hengda or Sohu-Guolian.

The PRC has recently begun to regulate its Internet sector by making pronouncements or enacting regulations regarding the legality of foreign investment in the PRC Internet sector and the existence and enforcement of content restrictions on the Internet. We believe that our current ownership structure complies with all existing PRC laws, rules and regulations. There are, however, substantial uncertainties regarding the interpretation of current PRC Internet laws and regulations. In addition, new PRC Internet laws and regulations were recently adopted. Accordingly, it is possible that the PRC government will ultimately take a view contrary to ours.



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Issues, risks and uncertainties relating to PRC government regulation of the PRC Internet sector include the following:

- The PRC recently enacted regulations applying to Internet-related services and telecom-related activities. While many aspects of these regulations remain unclear, they purport to limit and require licensing of various aspects of the provision of Internet information services. If these regulations are interpreted to be inconsistent with our restructuring, our business will be severely impaired.
- A limitation on foreign investment in businesses providing value-added telecommunication services, including computer information services or electronic mail box services, is expected to be applied to Internet businesses such as ours. However, under regulations published to date, the extent of the limitation is unclear. In the past, some officials of the Ministry of Information Industry or MII have taken the position that foreign investment in the Internet sector is prohibited.
- Under the agreement reached in November 1999 between the PRC and the United States concerning the United States' support of China's entry into the World Trade Organization, or WTO, foreign investment in PRC Internet services will be liberalized to allow for 30% foreign ownership in key telecommunication services, including PRC Internet ventures, for the first year after China's entry into the WTO, 49% in the second year and 50% thereafter. However, the implementation of this agreement is still subject to various conditions.
- The MII has also stated that the activities of Internet content providers are subject to regulation by various PRC government authorities, depending on the specific activities conducted by the Internet content provider. Various government authorities have stated publicly that they are in the process of preparing new laws and regulations that will govern these activities. The areas of regulation may include online advertising and online news reporting.

The interpretation and application of existing PRC laws and regulations, the stated positions of the MII and the possible new laws or regulations have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, PRC Internet companies, including us.

Accordingly, it is possible that the relevant PRC authorities could, at any time, assert that any portion or all of our, Beijing ITC's, Beijing Sohu's, Hengda's, High Century's or Sohu-Guolian's existing or future ownership structure and businesses violate existing or future PRC laws, regulations or policies. It is also possible that the new laws or regulations governing the PRC Internet sector that have been adopted or may be adopted in the future will prohibit or restrict foreign investment in, or other aspects of, any of our, Beijing ITC's, Beijing Sohu's, Hengda's, High Century's and Sohu-Guolian's current or proposed businesses and operations. In addition, these new laws and regulations may be retroactively applied to us, Beijing ITC, High Century, Hengda, Beijing Sohu, or Sohu-Guolian.

If we, Beijing ITC, High Century, Beijing Sohu, Hengda, or Sohu-Guolian are found to be in violation of any existing or future PRC laws or regulations, the relevant PRC authorities would have broad discretion in dealing with such violation, including, without limitation, the following:

- levying fines;
- confiscating our, Beijing ITC's, High Century's, Hengda's, Beijing Sohu's or Sohu-Guolian's income;
- revoking our, Beijing ITC's, High Century's, Hengda's, Beijing Sohu's or Sohu-Guolian's business license;
- shutting down our, Beijing ITC's, or Beijing Sohu's servers and/or blocking our Web sites;
- requiring us, Beijing ITC, High Century, Hengda, Sohu-Guolian or Beijing Sohu to restructure its ownership structure or operations; and
- requiring us, Beijing ITC, High Century, Hengda, Beijing Sohu or Sohu-Guolian to discontinue any portion or all of its Internet business.

**We may be unable to collect long term loans to related parties or exercise management influence associated with Beijing Sohu, High Century, Sohu-Guolian or Hengda.**

At September 30, 2002, Sohu had provided long term loans of \$5.1 million to Dr. Charles Zhang, Sohu's Chief Executive Officer and a major Sohu stockholder, and certain of our employees. The long-term loans are used to finance investments in Beijing Sohu and High Century, which are owned 80% by Dr. Charles Zhang and 20% by certain of our employees, and Hengda, which is owned 80% by High Century and 20% by an employee. Beijing Sohu, High Century and Hengda are used to facilitate our participation in telecommunications, Internet content, financial services and certain other businesses in China where foreign ownership is either prohibited or restricted. We expect that we will continue to be involved in and provide additional financial support under similar arrangements in the future, subject to the restrictions set forth in the Sarbanes-Oxley Act of 2002 with respect to loans to directors and executive officers.

The agreements contain provisions that, subject to PRC law, (i) the loans can only be repaid to Sohu by transferring the shares of High Century, Hengda or Beijing Sohu to Sohu, (ii) the shares of High Century, Hengda or Beijing Sohu cannot be transferred without the approval of Sohu, and (iii) Sohu has the right to appoint all directors and senior management personnel of High Century, Hengda and Beijing Sohu. Dr. Charles Zhang and the other employee borrowers have pledged all of their shares in High Century, Hengda and Beijing Sohu as collateral for the loans and the loans bear no interest and are due on demand after November 2003, in the case of High Century, the earlier of a demand or 2010, in the case of Beijing Sohu, and after January 2003, in the case of Hengda, or, in any case, at such time as Dr. Charles Zhang or the other employee borrowers, as the case may be, is not an employee of Sohu. Sohu does not intend to request repayment of the loans as long as PRC regulations prohibit it from directly investing in businesses being undertaken by High Century, Hengda, Sohu-Guolian and Beijing Sohu.

Our ability to ultimately collect these loans will depend on the profitability of Beijing Sohu, Hengda, Sohu-Guolian and High Century, which is uncertain. Furthermore, because of uncertainty associated with PRC law, ultimate enforcement of the loan agreements is uncertain. Accordingly, we may never be able to collect these loans or exercise influence over High Century, Hengda, Sohu-Guolian and Beijing Sohu.

**We have attempted to comply with restrictions on foreign investment in the PRC Internet sector imposed by the PRC government by transferring our content-related assets and operations to, and entering into agreements with, Beijing Sohu, a PRC company controlled by our President and Chief Executive Officer. If the PRC government finds that these agreements do not comply with the relevant foreign investment restrictions, our business in the PRC will be adversely affected.**

Because the PRC government restricts foreign investment in Internet-related businesses, we have restructured our Internet operations by having Beijing Sohu acquire appropriate government approvals to conduct our content-related operations. In addition, we have transferred our content-related assets and operations to Beijing Sohu. The legal uncertainties associated with PRC government regulations and our restructuring may be summarized as follows:

- whether the PRC government may view our restructuring as being in compliance with its laws and regulations;
- whether the PRC government may impose additional regulatory requirements with which we or Beijing Sohu may not be in compliance; and
- whether the PRC government will permit Beijing Sohu to acquire future licenses necessary in order to conduct operations in the PRC.

We cannot be sure that our restructured operations and activities will be viewed by PRC regulatory authorities as in compliance with applicable PRC laws and regulations. Our business will be adversely affected if our business license is revoked as a result of non-compliance. In addition, we cannot be sure that we and Beijing Sohu will be able to obtain all of the licenses we or Beijing Sohu may need in the future. Future changes in PRC government policies affecting the provision of information services, including the provision of online services and Internet access, may impose additional regulatory requirements on us or Beijing Sohu or our service providers or otherwise harm our business.

**We depend upon contractual arrangements with Beijing Sohu, Hengda, Sohu-Guolian and High Century for the success of our business and these arrangements may not be as effective in providing operational control as direct ownership of these businesses and may be difficult to enforce.**

Because we conduct our Internet business only in the PRC, and because we are restricted or prohibited by the PRC government from owning Internet content, financial services or telecommunication operations in the PRC, we are dependent on Beijing Sohu, Hengda, Sohu-Guolian and High Century in which we have no direct ownership interest, to provide those services through contractual agreements between the parties. These arrangements may not be as effective in providing control over our Internet content, financial services or telecommunications operations as direct ownership of these businesses. For example, Beijing Sohu could fail to take actions required for our business, such as entering into content development contracts with potential content suppliers or failing to maintain the necessary permit for the content servers. If Beijing Sohu, Hengda, Sohu-Guolian and High Century fail to perform its obligations under these agreements, we may have to rely on legal remedies under PRC law, which we cannot assure you would be effective or sufficient.

Charles Zhang, our chief executive officer, controls Beijing Sohu, Hengda, Sohu-Guolian and High Century. As a result, our contractual relationships with those companies could be viewed as entrenching his management position or transferring certain value to him, especially if any conflict arises with him.

**Even if we are in compliance with PRC governmental regulations relating to licensing and foreign investment prohibitions, the PRC government may prevent us from distributing, and we may be subject to liability for, content that it believes is inappropriate.**

The PRC has enacted regulations governing Internet access and the distribution of news and other information. In the past, the PRC government has stopped the distribution of information over the Internet that it believes to violate PRC law, including content that 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 PRC government. Furthermore, the Ministry of Public Security has the authority to cause any local Internet service provider to block any Web site maintained outside the PRC at its sole discretion. Even if we comply with PRC governmental regulations relating to licensing and foreign investment prohibitions, if the PRC government were to take any action to limit or prohibit the distribution of information through our network or to limit or regulate any current or future content or services available to users on our network, our business would be harmed.

We are also subject to potential liability for content on our Web sites that is deemed inappropriate and for any unlawful actions of our subscribers and other users of our systems under regulations promulgated by the MII.

Furthermore, we are required to delete content that clearly violates the laws of the PRC and report content that we suspect may violate PRC 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 Web sites.

**We may have to register our encryption software with PRC regulatory authorities, and if they request that we change our encryption software, our business operations will 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 PRC companies operating in the PRC are required to register and disclose to PRC regulatory authorities the commercial encryption products they use. Because these regulations have recently been adopted and because they do not specify what constitutes encryption products, 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 the relevant PRC regulatory authorities for, our current or future encryption software. If PRC regulatory authorities request that we change our encryption software, we may have to develop or license replacement software, which could disrupt our business operations. In addition, we may be subject to potential liability for using software that is subsequently deemed to be illegal by the relevant PRC regulatory authorities. These potential liabilities might include fines, product confiscation and criminal sanctions.

**We depend on online advertising for a significant portion of our revenues.**

We derive a significant portion of our revenues from the sale of advertising on our Web sites. For the three and nine months ended September 30, 2002, advertising revenues represented approximately 49% and 53%, respectively, of our total revenues, as compared to 68% and 76% for the corresponding periods in 2001.

The online advertising market in China is new and relatively small. Our ability to generate and maintain significant online advertising revenues in China will depend, among other things, on:

- the development of a large base of users possessing demographic characteristics attractive to advertisers;
- downward pressure on online advertising prices;
- acceptance by advertisers that online advertising is effective;
- the development of independent and reliable means of verifying traffic; and
- the effectiveness of our advertising delivery, tracking and reporting systems.

The development of Web software that blocks Internet advertisements before they appear on a user's screen may hinder the growth of online advertising. The expansion of ad blocking on the Internet may decrease our revenues because when an ad is blocked, it is not downloaded from our ad server. As a result, such advertisements will not be tracked as a delivered advertisement. In addition, advertisers may choose not to advertise on the Internet or on our portal because of the use by third parties of Internet advertisement blocking software.

Accordingly, we may not be successful in generating significant future online advertising revenue.

**We rely on subscription services for a significant portion of our revenues.**

We derive a significant portion of our revenues from subscription services on our Web sites. For the three and nine months ended September 30, 2002, subscription revenues represented approximately 34% and 29%, respectively of our total revenues, as compared to 10% and 6% for the corresponding periods in 2001.

Substantially all subscription revenues are earned from providing short messaging services and using the mobile operator's gateway to facilitate payments for our web based products. Our business plan is dependent upon further increases in revenues from subscription services and the expansion of our subscriber base.

With respect to our subscription services, we depend on the cooperation of China Mobile Communication Corporation and its subsidiaries, or CMCC, and to a lesser extent China Unicom Co., Ltd. and its subsidiaries, or Unicom. We rely on CMCC and Unicom in the following ways:

- we provide short messaging services through CMCC's and Unicom's network and gateway;
- we utilize their billing systems to charge our subscribers basis;
- we utilize their collection proxy services to collect payments from subscribers; and
- we rely on their infrastructure to further develop our subscription services.

If CMCC's or Unicom's systems encounter technical problems, they refuse to cooperate with us or launch competing services, our subscription services may cease or be severely disrupted, which would have a significant and adverse impact on our operating results. If CMCC or Unicom was unwilling to cooperate with us, we would not be able to find substitute partners.

**We rely on e-commerce services for a significant portion of our revenues.**

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We derive a significant portion of our revenues from e-commerce sales from our Web sites. For the three and nine months ended September 30, 2002, e-commerce revenues represented approximately 16% and 17%, respectively, of our total revenues, as compared to 15% and 11% for the corresponding periods in 2001.

Substantially all e-commerce revenues are earned from the sale of consumer products. Our business plan is dependent upon further increases in revenues from e-commerce.

We face the following risks with respect to our e-commerce business line:

- the online shopping market is small and unproven in China and, therefore, we may not be able to sustain revenue growth or maintain existing revenue levels;
- we may not be able to maintain our existing gross margins because of competitors such as Joyo, Bertlesman Online, and Dang Dang;
- credit cards are not widely used in China and, therefore, we rely on cash on delivery for collecting payments whereby we have a collection risk from the companies providing delivery service; and
- future government regulations could restrict us from further expanding or continuing this business.

**In 2002, through High Century, we invested \$3.1 million in Sohu-Guolian, a joint venture which provides services to the online trading and financial services industries.**

The success of this investment depends, among other things, on the following factors:

- conditions and trading volumes in the China securities market which currently can be considered weak;
- the acceptability and development of online stock trading in China which is unknown at this time;
- expansion, which is dependent on the development of China's banking system (which currently does not allow for nation wide remote account opening);
- cooperation from Guolian Securities Co., Ltd., our joint venture partner, who we rely on to provide technical expertise, licensing and other resources to allow Sohu-Guolian to provide services; and
- future legislation to allow Sohu-Guolian to obtain its own online securities trading license as currently regulations do not exist which would allow Sohu-Guolian to obtain its own online trading license.

There is no assurance that Sohu-Guolian will be successful, and, in addition, we believe that it is unlikely that Sohu-Guolian will be profitable in 2003 or 2004.

**Our operating results are likely to fluctuate significantly and may differ from market expectations.**

Our annual and quarterly operating results have varied significantly in the past, and may vary significantly in the future, due to a number of factors, many of which are beyond our control. As a result, we believe that year-to-year and quarter-to-quarter comparisons of our operating results are not a good indication of our future performance. It is likely that in some future quarter, our operating results may be below the expectations of public market analysts and investors. In this event, the trading price of our common stock may fall.

**We will not be able to attract visitors, advertisers, paying subscribers, short messaging and e-commerce customers if we do not maintain and develop the Sohu brand.**

Maintaining and further developing our brand is critical to our ability to expand our user base and our revenues. We believe that the importance of brand recognition will increase as the number of Internet users in China grows. In order to attract and retain Internet users, advertisers, subscribers, and short messaging and e-commerce customers, we may need to increase substantially our expenditures for creating and maintaining brand loyalty. If our revenues do not increase proportionately, our results of operations and liquidity will suffer.

Our success in promoting and enhancing our brand, as well as our ability to remain competitive, will also depend on our success in offering high quality content, features and functionality. If we fail to promote our

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brand successfully or if visitors to our portal or advertisers do not perceive our content and services to be of high quality, we may not be able to continue growing our business and attracting visitors, advertisers, and short messaging and e-commerce customers.

### **We may need additional capital and we may not be able to obtain it.**

Our capital requirements are difficult to plan in our rapidly changing industry. We currently expect that we will need capital to fund additions to our portal and computer infrastructure, including any acquisitions of complementary assets, technologies or businesses we may pursue, as well as the expansion of our sales and marketing activities.

Our ability to obtain additional financing in the future is subject to a variety of uncertainties, including:

- investors' perceptions of and appetite for Internet-related securities;
- conditions in the U.S. and other capital markets in which we may seek to raise financing;
- our future results of operations, financial condition and cash flows;
- the amount of capital that other PRC entities may seek to raise in foreign capital markets;
- PRC governmental regulation of foreign investment in Internet companies;
- economic, political and other conditions in the PRC;
- PRC governmental policies relating to foreign currency borrowings; and
- any new laws and regulations that may require various PRC government approvals for securities offerings by companies engaged in the Internet sector in the PRC.

Our inability to raise additional funds on favorable terms, or at all, could force us to scale back our planned expenditures, which could adversely affect our growth prospects.

### **If we fail to establish and maintain relationships with content and technology providers and mobile network operators, we may not be able to attract and retain users.**

We rely on a number of third party relationships to attract traffic and provide content in order to make our portal more attractive to users and advertisers. Some content providers have recently increased the fees they charge us for their content. This trend could increase our operating expenses and could adversely affect our ability to obtain content at an economically acceptable cost. Most of our arrangements with content providers are short-term and may be terminated at the convenience of the other party. In addition, much of the third party content provided to our portal is also available from other sources or may be provided to other Internet companies. If other Internet companies present the same or similar content in a superior manner, it would adversely affect our visitor traffic.

Substantially all of our subscription revenue is generated through short messaging services where we depend on mobile network operators for message delivery and payment collection. If we were unable to continue this arrangement, our short messaging services would be severely disrupted.

Our business also depends significantly on relationships with leading technology and infrastructure providers and the licenses that the technology providers have granted to us. Our competitors may seek to establish the same relationships as we have, which may adversely affect us. We may not be able to maintain these relationships or replace them on commercially attractive terms.

### **We depend on key personnel and our business may be severely disrupted if we lose the services of our key executives and employees.**

Our future success is heavily dependent upon the continued service of our key executives, particularly Dr. Charles Zhang, who is the founder, President and chief executive officer of our company and the founder and President of Beijing Sohu, High Century, and Hengda. We rely on his expertise in our business operations and

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on his personal relationships with some of our principal stockholders, the relevant regulatory authorities, our customers and suppliers, Beijing Sohu, High Century, and Hengda. If one or more of our key executives and employees are unable or unwilling to continue in their present positions, we may not be able to easily replace them and our business may be severely disrupted. In addition, if any of these key executives or employees joins a competitor or forms a competing company, we may lose customers and suppliers and incur additional expenses to recruit and train personnel. Each of our executive officers has entered into a confidentiality, non-competition and non-solicitation agreement with us. These officers also have agreements with Beijing ITC, our PRC operating subsidiary, which contain substantially similar confidentiality and non-competition undertakings. However, the degree of protection afforded to an employer pursuant to confidentiality and non-competition undertakings governed by PRC law may be more limited when compared to the degree of protection afforded under the laws of other jurisdictions. We do not maintain key-man life insurance for any of our key executives.

We also rely on a number of key technology staff for the operation of Sohu. Given the competitive nature of the industry, the risk of key technology staff leaving Sohu is high and could have a disruptive impact on our operations.

### **Rapid growth and a rapidly changing operating environment strain our limited resources.**

We have limited operational, administrative and financial resources, which may be inadequate to sustain the growth we want to achieve. As our audience and their Internet use increase, as the demands of our audience and the needs of our customers change and as the volume of online advertising, short messaging and e-commerce activities increases, we will need to increase our investment in our network infrastructure, facilities and other areas of operations. If we are unable to manage our growth and expansion effectively, the quality of our services could deteriorate and our business may suffer. Our future success will depend on, among other things, our ability to:

- adapt our services and maintain and improve the quality of our services;
- protecting our website from hackers and unauthorized access;
- continue training, motivating and retaining our existing employees and attracting and integrating new employees; and
- developing and improving our operational, financial, accounting and other internal systems and controls.

### **Our advertising pricing model, which is based on charging a fixed fee to display advertisements for a specified time period, may not be profitable.**

There are currently no industry standard pricing models used to sell advertising on the Internet. This makes it difficult to project our future advertising rates and revenues. The models we adopt may prove not to be profitable. A significant portion of our advertising revenues in 2002 and 2001 were derived from charging a fixed fee to display an advertisement over a given time period. To the extent that minimum guaranteed impression levels are not met, we are required to provide additional impressions after the contract term and we accordingly defer the related revenue.

### **We may not be able to track the delivery of advertisements through our portal, which may make us less attractive to potential advertisers.**

It is important to advertisers that we accurately measure the demographics of our user base and the delivery of advertisements through our portal. Companies may choose not to advertise on our portal or may pay less for advertising if they do not perceive our portal to be reliable. We depend on third parties to provide us with some of these measurement services. If they are unable to provide these services in the future, we would need to perform these services ourselves or obtain these services from other providers. This could cause us to incur additional costs or cause interruptions or slowdowns in our business during the time we are replacing these services. We are currently implementing additional systems designed to collect information on our users. We may not be able to implement these systems successfully.

**The loss of one of our significant advertisers would reduce our advertising revenues as well as materially and adversely affect our financial conditions and results of operations.**

We depend on a small group of advertisers for a significant portion of our total revenues. During the nine months ended September 30, 2002 and 2001, our five largest advertisers accounted for approximately 11% and 24% of our total advertising revenues, respectively. Our business, financial condition and results of operations would be adversely affected by the loss of one or more of our significant advertisers or a decrease in the volume of advertising by any these advertisers.

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

As a component of our growth strategy, we have acquired and intend to actively identify and acquire assets, technologies and businesses that are complementary to our existing portal business. Our acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, significant amortization expenses related to goodwill and other intangible assets and exposure to undisclosed or potential liabilities of acquired companies. Moreover the resources expended in identifying and consummating acquisitions may be significant. Furthermore, any acquisitions we decide to pursue may be subject to the approval of the relevant PRC governmental authorities, as well as any applicable PRC rules and regulations.

**We will rely on dividends and other distributions on equity paid by our wholly-owned operating subsidiaries to fund any cash requirements we may have.**

We are a holding company with no operating assets other than the shares of Beijing ITC, our wholly-owned subsidiary in the PRC that owns and conducts our Internet business. We will rely on dividends and other distributions on equity paid by Beijing ITC for our cash requirements in excess of any cash raised from investors and retained by us. If Beijing ITC incurs debt on its own behalf in the future, the instruments governing the debt may restrict Beijing ITC's ability to pay dividends or make other distributions to us. In addition, PRC legal restrictions permit payment of dividends by Beijing ITC only out of its net income, if any, determined in accordance with PRC accounting standards and regulations. Under PRC law, Beijing ITC is also required to set aside a portion of its net income each year to fund certain reserve funds. These reserves are not distributable as cash dividends.

Beijing ITC has incurred losses since its inception and may continue to incur losses in the foreseeable future. Therefore, we have not received any dividends or other distributions from Beijing ITC in the past and do not expect any dividends in the foreseeable future.

**We may not have exclusive rights over the mark "Sohu.com" in certain areas.**

We have applied for registration of the "Sohu.com" mark in Hong Kong and Taiwan, and plan to apply for registration in Malaysia and Singapore. Completion of these applications is subject to prior rights in the relevant jurisdictions. Any rejection of those applications may adversely affect our legal rights over the mark "Sohu.com" in those countries and regions.

**Unauthorized use of our intellectual property by third parties, and the expenses incurred in protecting our intellectual property rights, may adversely affect our business.**

We regard our copyrights, service marks, trademarks, trade secrets and other intellectual property as critical to our success. Unauthorized use of our intellectual property by third parties may adversely affect our business and reputation. We rely on trademark and copyright law, trade secret protection and confidentiality agreements with our employees, customers, business partners and others to protect our intellectual property rights. Despite our precautions, it may be possible for third parties to obtain and use our intellectual property without authorization. Furthermore, the validity, enforceability and scope of protection of intellectual property in Internet-related industries is uncertain and still evolving. In particular, the laws of the PRC and certain other countries are uncertain or do not protect intellectual property rights to the same extent as do the laws of the United States. Moreover, litigation may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. Future litigation could result in substantial costs and diversion of resources.



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**We may be subject to intellectual property infringement claims, which may force us to incur substantial legal expenses and, if determined adversely against us, materially disrupt our business.**

We cannot be certain that our products and services do not or will not infringe valid patents, copyrights or other intellectual property rights held by third parties. We have in the past been, and may in the future be, subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. In particular, if we are found to have violated the intellectual property rights of others, we may be enjoined from using such intellectual property, and we may incur licensing fees or be forced to develop alternatives. We may incur substantial expenses in defending against these third party infringement claims, regardless of their merit. Successful infringement claims against us may result in substantial monetary liability or may materially disrupt the conduct of our business.

**We may be subject to, and may expend significant resources in defending against, claims based on the content and services we provide over our portal.**

As our services may be used to download and distribute information to others, there is a risk that claims may be made against us for defamation, negligence, copyright or trademark infringement or other claims based on the nature and content of such information. Furthermore, we could be subject to claims for the online activities of our visitors and incur significant costs in their defense. In the past, claims based on the nature and content of information that was posted online by visitors have been made in the United States against companies that provide online services. We do not carry any liability insurance against such risks.

We could be exposed to liability for the selection of listings that may be accessible through our portal or through content and materials that our visitors may post in classifieds, message boards, chat rooms or other interactive services. If any information provided through our services contains errors, third parties may make claims against us for losses incurred in reliance on the information. We also offer Web-based e-mail services, which expose us to potential liabilities or claims resulting from:

- unsolicited e-mail;
- lost or misdirected messages;
- illegal or fraudulent use of e-mail; or
- interruptions or delays in e-mail service.

Investigating and defending any such claims may be expensive, even if they do not result in liability.

## **RISKS RELATING TO OUR MARKETS**

**We will rely on online advertising sales, subscription, short messaging and e-commerce services for a significant portion of our future revenues, but the Internet has not been proven as a widely accepted medium for advertising, subscription, short messaging or e-commerce services.**

We expect to derive a significant portion of our revenue for the foreseeable future from online advertising, subscription, short messaging and e-commerce services. If the Internet is not accepted as a medium for advertising, subscription, short messaging or e-commerce services, our ability to generate revenues will be adversely affected.

The acceptance of the Internet as a medium for advertising depends on the development of a measurement standard. No standards have been widely accepted for the measurement of the effectiveness of online advertising. Industry-wide standards may not develop sufficiently to support the Internet as an effective advertising medium. If these standards do not develop, advertisers may choose not to advertise on the Internet in general or through our portals or search engines.

**Many of our current and potential advertising, subscription, short messaging and e-commerce customers have only limited experience using the Internet for advertising, subscription, short messaging or commerce purposes, and may not be willing to fully embrace the products and services we offer, which would adversely affect our future revenues and business expansion.**

The online advertising, subscription, short messaging and e-commerce markets are new and rapidly evolving, particularly in China. As a result, many of our current and potential advertising, subscription, short messaging and e-commerce customers have limited experience using the Internet for advertising or commerce purposes and historically have not devoted a significant portion of their advertising and sales budgets to Internet-based advertising and e-commerce. Moreover, customers that have invested substantial resources in other methods of conducting business may be reluctant to adopt a new strategy that may limit or compete with their existing efforts. In addition, companies may choose not to advertise or sell their products on our portal if they do not perceive our online advertising and e-commerce platform to be effective or our audience demographics to be desirable. The failure to successfully address these risks or execute our business strategy would significantly reduce our profitability.

**We face intense competition which could reduce our market share and adversely affect our financial performance.**

The PRC Internet market is characterized by an increasing number of entrants because, among other reasons, the barriers to entry are relatively low. The market for Internet services and products, particularly Internet search and retrieval services, short messaging and e-commerce services and online advertising, is intensely competitive. In addition, the Internet industry is relatively new and constantly evolving and, as a result, our competitors may better position themselves to compete in this market as it matures.

There are many companies that provide or may provide Web sites and online destinations targeted at Internet users in China. Some of our major competitors in China are major United States Internet companies, such as Yahoo! Inc and Nasdaq listed companies Sina.com and Netease. In addition, we may face competition from existing or new domestic PRC Internet companies that are either affiliated with large corporations such as Legend Computer, America Online and Softbank Corporation, or controlled or sponsored by PRC government entities. These competitors may have certain advantages over us, including:

- substantially greater financial and technical resources;
- more extensive and well developed marketing and sales networks;
- better access to original content;
- greater global brand recognition among consumers; and
- larger customer bases.

With these advantages, our competitors may be better able to:

- develop, market and sell their products and services;
- adapt more quickly to new and changing technologies; and
- more easily obtain new customers.

We may not be able to compete successfully against our current or future competitors.

**The telecommunications infrastructure in China, which is not as well developed as in the United States, may limit our growth.**

The telecommunications infrastructure in China is not well developed. Our growth will depend on the PRC government and state-owned enterprises establishing and maintaining a reliable Internet and telecommunications infrastructure to reach a broader base of Internet users in China. The Internet infrastructure, standards, protocols and complementary products, services and facilities necessary to support the demands

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associated with continued growth may not be developed on a timely basis or at all by the PRC government and state-owned enterprises.

**We depend on ChinaNet, Netcom, China Telecom and the Beijing Telecom Administration for telecommunications services, and any interruption in these services may result in severe disruptions to our business.**

Although private Internet service providers exist in China, almost all access to the Internet is maintained through ChinaNet, currently owned by China Telecom, under the administrative control and regulatory supervision of the MII. In addition, local networks connect to the Internet through a government-owned international gateway. This international gateway is the only channel through which a domestic Chinese user can connect to the international Internet network. We rely on this infrastructure and China Telecom to provide data communications capacity primarily through local telecommunications lines. Although the government has announced aggressive plans to develop the national information infrastructure, this infrastructure may not be developed and the Internet infrastructure in China may not be able to support the continued growth of Internet usage. In addition, we will have no access to alternative networks and services, on a timely basis if at all, in the event of any infrastructure disruption or failure.

We may not be able to lease additional bandwidth from the Beijing Telecom Administration on acceptable terms, on a timely basis or at all. In addition, we will have no means of getting access to alternative networks and services on a timely basis, if at all, in the event of any disruption or failure of the network.

**The high cost of Internet access may limit the growth of the Internet in China and impede our growth.**

Access to the Internet in China remains relatively expensive, and may make it less likely for users to access and transact business over the Internet. Unfavorable rate developments could further decrease our visitor traffic and our ability to derive revenues from transactions over the Internet.

**The acceptance of the Internet as a commerce platform in China depends on the resolution of problems relating to fulfillment and electronic payment.**

Our future growth of revenues depends in part on the anticipated expansion of e-commerce activities in China. As China currently does not have a reliable nationwide product distribution network, the fulfillment of goods purchased over the Internet will continue to be a factor constraining the growth of e-commerce. An additional barrier to the development of e-commerce in China is the lack of reliable payment systems. In particular, the use of credit cards or other viable means of electronic payment in sales transactions is not as well developed in China as in some other countries, such as the United States. Various government entities and businesses are working to resolve these fulfillment and payment problems, but these problems are expected to continue to hinder the acceptance and growth of the Internet as a commerce platform in China, which could in turn hinder our growth.

## **RISKS RELATED TO THE INTERNET AND OUR TECHNOLOGY INFRASTRUCTURE**

**To the extent we are unable to scale our systems to meet the increasing PRC Internet population, we will be unable to expand our user base and increase our attractiveness to advertisers and merchants.**

As Web page volume and traffic increase in China, we may not be able to scale our systems proportionately. To the extent we do not successfully address our capacity constraints, our operations may be severely disrupted, and we may not be able to expand our user base and increase our attractiveness to advertisers and merchants.

**Unexpected network interruptions caused by system failures may result in reduced visitor traffic, reduced revenue and harm to our reputation.**

Our portal operations are dependent upon Web browsers, Internet service providers, content providers and other Web site operators in China, which have experienced significant system failures and system outages in the past. Our users have in the past experienced difficulties due to system failures unrelated to our systems and services. Any system failure or inadequacy that causes interruptions in the availability of our services, or increases the response time of our services, as a result of increased traffic or otherwise, could reduce our user satisfaction, future traffic and our attractiveness to users and advertisers.

**Our operations are vulnerable to natural disasters and other events, as we only have limited backup systems and do not maintain any backup servers outside of China.**

We have limited backup systems and have experienced system failures and electrical outages from time to time in the past, which have disrupted our operations. All of our servers and routers are currently hosted in a single location within the premises of Beijing Telecom Administration. We do not maintain any back up servers outside Beijing. We do not have a disaster recovery plan in the event of damage from fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins and similar events. If any of the foregoing occurs, we may experience a complete system shutdown. We do not carry any business interruption insurance. To improve the performance and to prevent disruption of our services, we may have to make substantial investments to deploy additional servers or one or more copies of our Web sites to mirror our online resources. Although we carry property insurance with low coverage limits, our coverage may not be adequate to compensate us for all losses, particularly with respect to loss of business and reputation, that may occur.

**Concerns about security of e-commerce transactions and confidentiality of information on the Internet may increase our costs, reduce the use of our portal and impede our growth.**

A significant barrier to e-commerce and confidential communications over the Internet has been the need for security. Internet usage could decline if any well-publicized compromise of security occurred. We may incur significant costs to protect against the threat of security breaches or to alleviate problems caused by these breaches. If unauthorized persons are able to penetrate our network security, they could misappropriate proprietary information or cause interruptions in our services. As a result, we may be required to expend capital and resources to protect against or to alleviate these problems.

**Our network operations may be vulnerable to hacking, viruses and other disruptions, which may make our products and services less attractive and reliable.**

Internet usage could decline if any well-publicized compromise of security occurs. "Hacking" involves efforts to gain unauthorized access to information or systems or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment. Hackers, if successful, could misappropriate proprietary information or cause disruptions in our service. We may be required to expend capital and other resources to protect our Web site against hackers. We cannot assure you that any measures we may take will be effective. In addition, the inadvertent transmission of computer viruses could expose us to a material risk of loss or litigation and possible liability, as well as materially damage our reputation and decrease our user traffic.

**POLITICAL, ECONOMIC AND REGULATORY RISKS**

**Regulation and censorship of information distribution in China may adversely affect our business.**

China has enacted regulations governing Internet access and the distribution of news and other information. Furthermore, the Propaganda Department of the Chinese Communist Party has been given the responsibility to censor news published in China to ensure, supervise and control a particular political ideology. In addition, the MII has published implementing regulations that subject online information providers to potential liability for content included on their portals and the actions of subscribers and others using their systems, including liability for violation of PRC laws prohibiting the distribution of content deemed to be socially destabilizing. Because many PRC laws, regulations and legal requirements with regard to the Internet are relatively new and untested, their interpretation and enforcement may involve significant uncertainty. In addition, the PRC legal system is a civil law system in which decided legal cases have limited binding force as legal precedents. As a result, in many cases it is difficult to determine the type of content that may result in liability for a Web site operator.

Periodically, the Ministry of Public Security has stopped the distribution over the Internet of information which it believes to be socially destabilizing. The Ministry of Public Security has the authority to cause any local Internet service provider to block any Web site maintained outside China at its sole discretion. If the PRC government were to take action to limit or eliminate the distribution of information through our portal or to limit or regulate current or future applications available to users of our portal, our business would be affected.

The State Secrecy Bureau, which is directly responsible for the protection of state secrets of all PRC government and Chinese Communist Party organizations, is authorized to block any Web site it deems to be leaking state secrets or failing to meet the relevant regulations relating to the protection of state secrets in the distribution of online information. Under the applicable regulations, we may be held liable for any content

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transmitted on our portal. Furthermore, where the transmitted content clearly violates the laws of the PRC, we will be required to delete it. Moreover, where the transmitted content is considered suspicious, we are required to report such content. We must also undergo computer security inspections, and if we fail to implement the relevant safeguards against security breaches, we may be shut down. In addition, under recently adopted regulations, Internet companies which provide bulletin board systems, chat rooms or similar services, such as our company, must apply for the approval of the State Secrecy Bureau. As the implementing rules of these new regulations have not been issued, however, we do not know how or when we will be expected to comply, or how our business will be affected by the application of these regulations.

### **Political and economic policies of the PRC government could affect our business.**

All of our business, assets and operations are located in China and all of our revenues are derived from our operations in China. Accordingly, our business could be adversely affected by changes in political, economic or social conditions in China, adjustments in PRC government policies or changes in laws and regulations.

The economy of China differs from the economies of most countries belonging to the Organization for Economic Cooperation and Development in a number of respects, including:

- structure;
- level of government involvement;
- level of development;
- level of capital reinvestment;
- growth rate;
- control of foreign exchange; and
- methods of allocating resources.

Since 1949, China has been primarily a planned economy subject to a system of macroeconomic management. Although the Chinese government still owns a significant portion of the productive assets in China, economic reform policies since the late 1970s have emphasized decentralization, autonomous enterprises and the utilization of market mechanisms. We cannot predict what effects the economic reform and macroeconomic measures adopted by the Chinese government may have on our business or results of operations.

### **The PRC legal system embodies uncertainties which could limit the legal protections available to us and you.**

The PRC legal system is a civil law system based on written statutes. Unlike common law systems, it is a system in which decided legal cases have little precedential value. In 1979, the PRC government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. Our PRC operating subsidiary, Beijing ITC, is a wholly-foreign owned enterprise, or a WFOE, which is an enterprise incorporated in mainland China and wholly-owned by foreign investors. Beijing ITC is subject to laws and regulations applicable to foreign investment in mainland China. However, these laws, regulations and legal requirements are relatively recent, and their interpretation and enforcement involve uncertainties. These uncertainties could limit the legal protections available to us and other foreign investors, including you. In addition, we cannot predict the effect of future developments in the PRC legal system, particularly with regard to the Internet, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws.

### **Restrictions on currency exchange may limit our ability to utilize our revenues effectively.**

Substantially all of our revenues and operating expenses are denominated in Renminbi. The Renminbi is currently freely convertible under the “current account,” which includes dividends, trade and service-related foreign exchange transactions, but not under the “capital account,” which includes foreign direct investment.

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Currently, Beijing ITC may purchase foreign exchange for settlement of “current account transactions,” including payment of dividends, without the approval of the State Administration for Foreign Exchange, or SAFE. Beijing ITC may also retain foreign exchange in its current account (subject to a ceiling approved by the SAFE) to satisfy foreign exchange liabilities or to pay dividends. However, the relevant PRC governmental authorities may limit or eliminate our ability to purchase and retain foreign currencies in the future.

Since a significant amount of our future revenues will be in the form of Renminbi, the existing and any future restrictions on currency exchange may limit our ability to utilize revenue generated in Renminbi to fund our business activities outside China, if any, or expenditures denominated in foreign currencies.

Foreign exchange transactions under the capital account are still subject to limitations and require approvals from the SAFE. This could affect Beijing ITC’s ability to obtain foreign exchange through debt or equity financing, including by means of loans or capital contributions from us.

### **We may suffer currency exchange losses if the Renminbi depreciates relative to the U.S. Dollar.**

Our reporting currency is the U.S. Dollar. However, substantially all of revenues are denominated in Renminbi. Our revenues as expressed in our U.S. Dollar financial statements will decline in value if the Renminbi depreciates relative to the U.S. Dollar. Very limited hedging transactions are available in China to reduce our exposure to exchange rate fluctuations. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited and we may not be able to successfully hedge our exposure, if at all. In addition, our currency exchange losses may be magnified by PRC exchange control regulations that restrict our ability to convert Renminbi into U.S. Dollars.

### **It may be difficult to enforce any civil judgments against us or our board of directors or officers, because most of our assets are located outside of the United States.**

Although we are incorporated in the State of Delaware, substantially all of our assets are located in the PRC. As a result, it may be difficult for investors to enforce outside the United States in any actions brought against us in the United States, including actions predicated upon the civil liability provisions of the federal securities laws of the United States or of the securities laws of any state of the United States. In addition, certain of our directors and officers (principally in the PRC) and all or a substantial portion of their assets may be located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon those directors and officers, or to enforce against them or us judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States or of the securities laws of any state of the United States. We have been advised by our PRC counsel that, in their opinion, there is doubt as to the enforceability in the PRC, in original actions or in actions for enforcement of judgments of United States courts, of civil liabilities predicated solely upon the federal securities laws of the United States or the securities laws of any state of the United States.

## **RISKS RELATED TO THE MARKET FOR OUR COMMON STOCK**

### **The market price of our common stock has been and will likely continue to be volatile.**

The market price of our common stock has been volatile, and is likely to continue to be so. In addition, the Nasdaq Stock Market’s National Market has from time to time experienced significant price and volume fluctuations that have affected the market prices for the securities of technology companies, particularly Internet companies. As a result, investors in our shares may experience a decrease in the value of their shares regardless of our operating performance or prospects.

### **The sale or availability for sale of substantial amounts of our common stock could adversely affect its market price.**

There were approximately 34,558,349 shares of our common stock outstanding as of November 1, 2002, as well as options to purchase an additional 5,759,523 shares of our common stock. Of the outstanding shares, 25,424,216 were issued prior to the initial public offering of our common stock. These shares are either freely tradable without restriction under Rule 144(k) under the Securities Act or are tradable subject to the notice, volume and manner of sale restrictions of Rule 144 under the Securities Act.

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Sohu issued 4,600,000 shares of common stock in connection with the initial public offering. All of these shares are freely tradable without restriction unless they are held by our “affiliates” as that term is defined in Rule 144 under the Securities Act.

On October 18, 2000, we issued an aggregate of 4,401,500 shares of our common stock to the former stockholders of ChinaRen in connection with our acquisition of that company. All of these shares are currently freely tradable without restriction.

A number of our stockholders, including some of the former stockholders of ChinaRen, are parties to an agreement with us that provides these stockholders with the right to require us to register the sale of shares owned by them. Pursuant to that agreement, we filed a Registration Statement on Form S-3 (SEC File No. 333-67246) to register the shares of the stockholders who requested registration, which registration statement became effective on September 24, 2001. The registration of those shares permits the sale of those shares without regard to the restrictions of Rule 144, so long as the stockholders comply with the prospectus delivery requirements under the Securities Act.

### **We are controlled by a small group of our existing stockholders, whose interests may differ from other stockholders.**

Our chief executive officer beneficially owns more than 25% of the outstanding shares of our common stock and is our largest stockholder. Our second largest stockholder, together with our chief executive officer, our other executive officers and members of our Board of Directors, beneficially own more than 50% of the outstanding shares of our common stock. Accordingly these stockholders acting together will have significant influence in determining the outcome of any corporate transaction or other matter submitted to the stockholders for approval, including mergers, consolidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions. They will also have significant influence in preventing or causing a change in control. In addition, without the consent of these stockholders, we could be prevented from entering into transactions that could be beneficial to us. The interests of these stockholders may differ from the interests of the other stockholders.

Holders of a majority of the outstanding shares of our common stock are parties to an agreement under which they have agreed to vote together in favor of a nominee of one of our stockholders to our board of directors. As a result of their voting power, they will have the ability to cause that nominee to be elected.

### **Anti-takeover provisions of the Delaware General Corporation Law, our certificate of incorporation and Sohu’s Stockholder Rights Plan could delay or deter a change in control.**

Some provisions of our certificate of incorporation and bylaws, as well as various provisions of the Delaware General Corporation Law, may make it more difficult to acquire our company or effect a change in control of our company, even if an acquisition or change in control would be in the interest of our stockholders or if an acquisition or change in control would provide our stockholders with a premium for their shares over then current market prices. For example, our certificate of incorporation provides for the division of the board of directors into two classes with staggered two-year terms and provides that stockholders have no right to take action by written consent and may not call special meetings of stockholders, each of which may make it more difficult for a third party to gain control of our board in connection with, or obtain any necessary stockholder approval for, a proposed acquisition or change in control.

In addition, we have adopted a stockholder rights plan under the terms of which, in general, if a person or group acquires more than 20% of the outstanding shares of common stock, all other Sohu stockholders would have the right to purchase securities from Sohu at a substantial discount to those securities’ fair market value, thus causing substantial dilution to the holdings of the person or group which acquires more than 20%. The stockholder rights plan may inhibit a change in control and, therefore, could adversely affect the stockholders’ ability to realize a premium over the then-prevailing market price for the common stock in connection with such a transaction.

### **The power of our Board of Directors to designate and issue shares of preferred stock could have an adverse effect on holders of our common stock.**

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Our certificate of incorporation authorizes our board of directors to designate and issue one or more series of preferred stock, having rights and preferences as the board may determine, and any such designations and issuances could have an adverse effect on the rights of holders of common stock.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

#### **FOREIGN CURRENCY EXCHANGE RATE RISK**

The majority of our revenues, expenses and liabilities are denominated in Chinese renminbi. Thus, revenues and operating results may be impacted by exchange rate fluctuations in the renminbi when financial results are translated in U.S. dollars on consolidation. Currency fluctuations and restrictions on currency exchange may adversely affect our business, including limiting the ability to convert Chinese renminbi into foreign currencies and, if the renminbi were to decline in value, reducing revenue in U.S. dollar terms. We have not tried to reduce exposure to exchange rate fluctuations by using hedging transactions but may choose to do so in the future. We may not be able to do this successfully. Accordingly, we may experience economic losses and negative impacts on earnings and equity as a result of foreign exchange rate fluctuations. The effect of foreign exchange rate fluctuations on us in the three months ended September 30, 2002 was not material.

#### **INVESTMENT RISK**

##### *a) Investments in Beijing Sohu, High Century, Hengda and Sohu-Guolian*

The Company has entered into the following arrangements with Dr. Charles Zhang, our Chief Executive Officer and a major Sohu shareholder, and certain of our employees to satisfy PRC regulations which prohibit or restrict foreign companies from owning or operating telecommunications, internet content, financial services and certain other businesses in China. We expect that we will continue to be involved in and provide additional financial support under similar arrangements in the future, subject to the restrictions set forth in the Sarbanes-Oxley Act of 2002 with respect to loans to directors and executive officers.

In June 2000, we extended loans in the amount of \$193,000 to Dr. Charles Zhang and \$49,000 to He Jinmei, another employee of Sohu, to finance their investments in Beijing Sohu, a company incorporated in the PRC. The shareholders of Beijing Sohu have pledged their shares in Beijing Sohu as collateral for the loan. These loans are included in long term loans to related parties, bear no interest and are due in full on the earlier of demand, in 2010 or at such time as Dr. Charles Zhang or He Jinmei, as the case may be, is not an employee of Sohu. A subsidiary of Sohu has entered into an option agreement giving it the right, at any time, subject to PRC law, to purchase the entire ownership in Beijing Sohu from the two Beijing Sohu shareholders for \$242,000. As of September 30, 2002, we had recorded a valuation allowance of \$56,000 against long-term loans to related parties for losses incurred by Beijing Sohu.

In November 2001, we entered into a loan and share pledge agreement with Dr. Charles Zhang, and Li Wei, another employee of Sohu, for the purpose of funding an equity investment of \$4,595,000 by these two individuals in High Century, a company incorporated in the PRC which engages in investment holding in the PRC on behalf of Sohu. Pursuant to the loan agreement, we have extended total loans amounting to \$4,595,000 of which \$3,676,000 and \$919,000 were loaned to Charles Zhang and Li Wei, respectively. These loans are included in long term loans to related parties.

In January 2002, we entered into a loan and share pledge agreement with Li Wei for the purpose of funding an equity investment of \$242,000 by Li Wei in Hengda, a company incorporated in the PRC which engages in Internet access services in the PRC on behalf of Sohu. The \$242,000 investment represents a 20% interest in Hengda, with High Century holding the remaining 80% interest. These loans are included in long term loans to related parties. As of September 30, 2002, we had recorded a valuation allowance of \$2,000 against long-term loans to related parties for losses incurred by Hengda.

The two loan agreements, which are subject to PRC law, include provisions that (i) the loans can only be repaid to us by transferring the shares of High Century or Hengda to us, (ii) the shares of High Century or Hengda cannot be transferred without the approval of Sohu, and (iii) we have the right to appoint all directors and senior management personnel of High Century and Hengda. Charles Zhang and Li Wei have pledged all of their shares in High Century and Hengda as collateral for the loans and the loans bear no interest and are due on demand after November 2003, in the case of High Century, and January 2003, in the case of Hengda, or at such time as Dr. Charles Zhang or Li Wei, as the case may be, is not an employee of Sohu. We do not intend to



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request repayment of the loans as long as PRC regulations prohibit us from directly investing in businesses being undertaken by High Century and Hengda.

In April 2002, High Century invested \$3,080,000 in Sohu-Guolian, a company incorporated in the PRC, for a 51% equity interest in and joint control of Sohu-Guolian. Sohu-Guolian will provide technical services to the PRC online securities trading and financial services industries. During the three months ended September 30, 2002, the Company provided Sohu-Guolian with website development services amounting to \$31,000. As of September 30, 2002, we had recorded a valuation allowance of \$115,000 against long-term loans to related parties for losses incurred by Sohu-Guolian.

As of September 30, 2002, payable to related parties included \$314,000 and \$1,135,000 payable to High Century and Hengda, respectively, as High Century and Hengda had transferred their unused cash to Sohu.

### *(b) Investment in marketable debt securities*

Sohu invests in marketable debt securities to preserve principal while at the same time maximizing yields without significantly increasing risk. These marketable debt securities were re-classified from held-to-maturity to available-for-sale in September 2002 and have been reported at fair market value. As of September 30, 2002, the unrealized gains of \$491,000 were recorded as accumulated other comprehensive income in shareholders' equity.

## **ITEM 4. CONTROLS AND PROCEDURES**

Our chief executive officer and chief financial officer, after evaluating the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-14(c) and 15-d-14(c)) as of a date (November 8, 2002), or the Evaluation Date, within 90 days before the filing date of this quarterly report, have concluded that as of the Evaluation Date, our disclosure controls and procedures were adequate and designed to ensure that material information relating to Sohu would be made known to them by others within the company. There were no significant changes in our internal controls or, to our knowledge, in other factors that could significantly affect our disclosure controls and procedures subsequent to the Evaluation Date.

**PART II . OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

There are no material legal proceedings pending or, to our knowledge, threatened against us. From time to time we become subject to legal proceedings and claims in the ordinary course of our business. Such legal proceedings or claims, even if not meritorious, could result in the expenditure of significant financial and management resources.

**ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS**

On July 17, 2000, we completed an underwritten initial public offering of our common stock pursuant to a Registration Statement on Form S-1 (SEC file No. 333-96137), which became effective on July 10, 2000. Public trading of the common stock offered in the initial public offering commenced on July 12, 2000. We sold an aggregate of 4,600,000 shares of common stock in the offering at a price to the public of \$13 per share, resulting in gross proceeds of \$59.8 million. Our net proceeds, after deduction of the underwriting discount of \$4.2 million and other offering expenses of \$3.2 million, were approximately \$52.4 million. All shares sold in the offering were sold by us.

During the three months ended September 30, 2002, we did not use any proceeds from the offering for operating or investing activities. The remaining net proceeds from the offering have been invested in cash, cash equivalents, and marketable debt securities. The use of the proceeds from the offering has not represented a material change in the use of proceeds described in the prospectus contained in the Registration Statement on Form S-1 described above.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

*Subsequent Event*

In October 2002, we repurchased 1.2 million shares of our common stock at a price per share of \$1.65 for total consideration of \$1.98 million and paid a brokerage commission of \$0.02 per share. The 1.2 million shares we purchased are no longer outstanding, and are being held by us as treasury shares.

On October 21, 2002, our Board of Directors authorized us to repurchase up to \$2 million of our outstanding shares of common stock in the open market from time to time. The Board of Directors' approval stipulated, however, that the actual commencement of any repurchase program pursuant to the guidelines approved by the Board of Directors will require the approval of the Audit Committee of the Board of Directors. The precise timing of purchases, if any, and the actual number of any shares repurchased will be determined by our management based on its evaluation of market conditions, our available cash and other factors. If commenced, repurchases may be suspended or discontinued at any time at the discretion of our management or as required by the Audit Committee of the Board of Directors.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) Exhibits

Please see the Exhibit Index attached hereto.

(b) Reports on Form 8-K.

None.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SOHU.COM INC.

Dated: November 14, 2002

By: /s/ Derek Palaschuk

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Chief Financial Officer & Senior Vice President (Principal  
Financial Officer)

## CERTIFICATIONS

I, Dr. Charles Zhang, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sohu.com Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Dr. Charles Zhang

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President, Chief Executive Officer and Chairman  
of the Board of Directors

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I, Derek Palaschuk, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sohu.com Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Derek Palaschuk

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Chief Financial Officer & Senior Vice President

Sohu.com Inc.  
Quarterly Report on Form 10-Q For Quarter Ended September 30, 2002

**EXHIBITS INDEX**

- 99.1 Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.2 Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

## SOHU.COM INC.

**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 Quarterly Report of Sohu.com Inc. (the "Company") on Form 10-Q for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dr. Charles Zhang, President, Chief Executive Officer and Chairman of the Board of Directors of the Company, certify, pursuant to U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 of the Company as of September 30, 2002 and results of operations of the Company for the three and nine months ended September 30, 2002.

/s/ DR. CHARLES ZHANG

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Dr. Charles Zhang, President, Chief Executive Officer and  
Chairman of the Board of Directors

November 14, 2002

## SOHU.COM INC.

**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 Quarterly Report of Sohu.com Inc. (the "Company") on Form 10-Q for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Derek Palaschuk, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 of the Company as of September 30, 2002 and results of operations of the Company for the three and nine months ended September 30, 2002.

/s/ Derek Palaschuk

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Derek Palaschuk, Senior Vice President and Chief Financial Officer

November 14, 2002