

Sarbanes Oxley Act ("SOA") Compliance

Amended
Whistleblower Program
of
The9 Limited

(2006 AUG)

Whistleblower Policy and Procedures

PURPOSE:

This policy establishes the standards and procedures to ensure that accounting and audit related complaints handling complies with management's and the audit committee's objectives and was adopted by the Company on 8 August, 2006 to supersede the previous one adopted on 19 May 2006.

SCOPE:

The policy applies to all domestic and international offices and subsidiaries of the Company.

PROCEDURES:

A. Responsibilities of Audit Committee With Respect to Specified Complaints

1. The Audit Committee shall receive, retain, investigate and act on complaints and concerns of employees regarding questionable accounting, internal accounting controls, auditing matters and fraud, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the Company's accounting policies and/or Anti-Fraud Plan (an "Allegation").
2. At the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to any member of the Audit Committee or to a subcommittee of the Audit Committee.

B. Procedures for Receiving Allegations

1. Any Allegation that is made directly to Legal Counsel/Internal Audit Director, whether openly, confidentially or anonymously, shall be promptly reported to the Audit Committee.
2. Each Allegation forwarded to the Audit Committee by Legal Counsel/Internal Audit Director and each Allegation that is made directly to the Audit Committee, whether openly, confidentially or anonymously, shall be reviewed by the Audit Committee, who may, in their discretion, consult with any member of management or employee whom they believe would have appropriate expertise or information to assist the Audit

Committee. The Audit Committee shall determine whether the Audit Committee or Legal Counsel/Internal Audit Director should investigate the Allegation, taking into account the considerations set forth in Section C below.

- (a) If the Audit Committee determines that Legal Counsel/Internal Audit Director should investigate the Allegation, the Audit Committee will notify the Legal Counsel/Internal Audit Director in writing of that conclusion. Legal Counsel/Internal Audit Director shall thereafter promptly investigate the Allegation and shall report the results of its investigation, in writing, to the Audit Committee. Legal Counsel/Internal Audit Director shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.
- (b) If the Audit Committee determines that it should investigate the Allegation, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

C. Considerations Relative to Whether the Audit Committee or Legal Counsel/Internal Audit Director Should Investigate an Allegation

In determining whether Legal Counsel/Internal Audit Director or the Audit Committee should investigate an Allegation, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

1. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official is alleged to have engaged in wrongdoing, that factor alone may militate in favor of the Audit Committee conducting the investigation.
2. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone may militate in favor of the Audit Committee conducting the investigation.
3. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

D. Protection of Whistleblowers

Consistent with the policies of the Company, the identity of the whistleblower and the Allegation shall be protected. The Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes an Allegation or provides assistance to the Audit Committee, Legal Counsel/Internal Audit Director or any other person or group, including any governmental, regulatory or law enforcement body, investigating an Allegation. The Audit Committee shall not reveal the identity of any person who makes a good faith Allegation and who asks that his or her identity as the person who made such Allegation remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a good faith Allegation anonymously. The Allegation shall not be accessed by any persons other than those mentioned in this policy or appointed by the Audit Committee for the investigation.

E. Records

The Audit Committee shall retain for a period of seven years all records relating to any Allegation and to the investigation of any such Allegation.

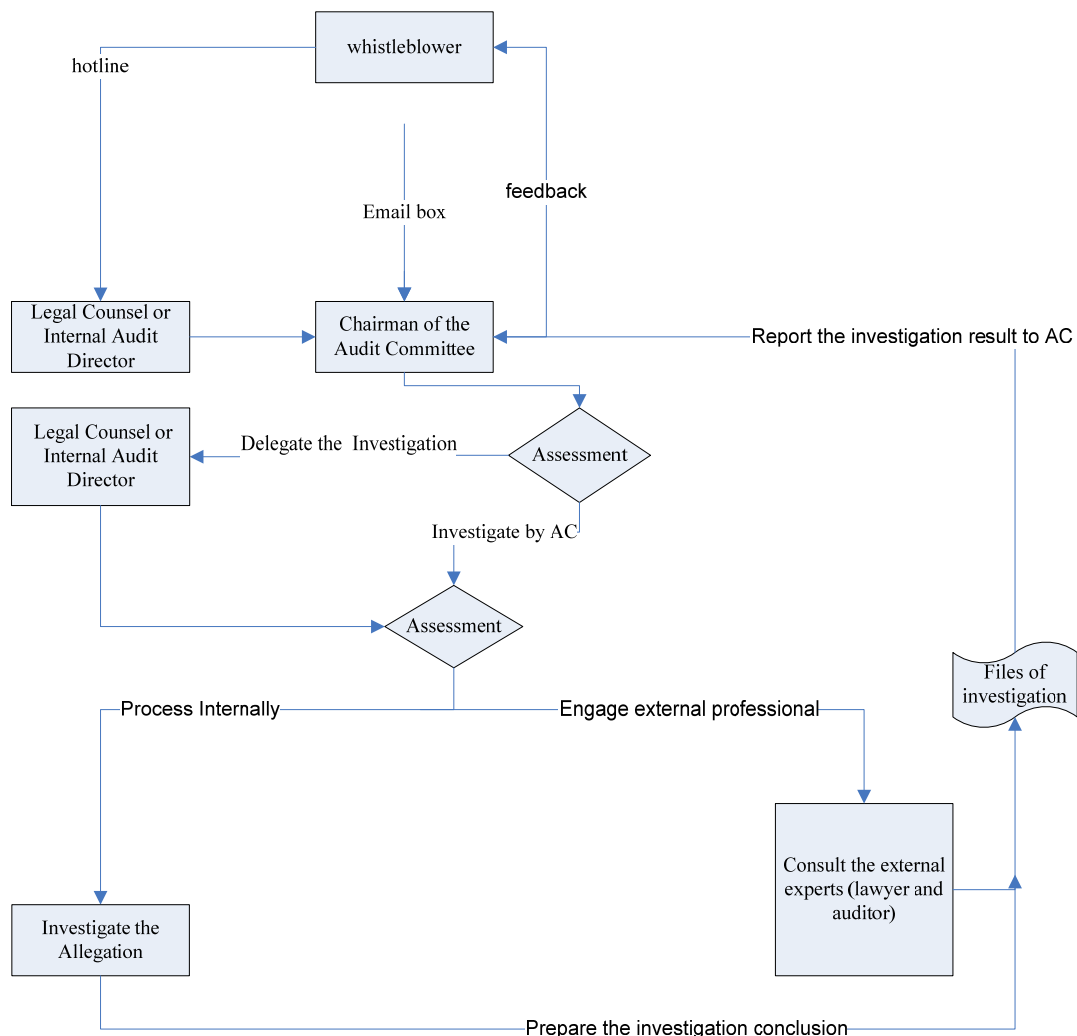
F. Procedures for Making Complaints

In addition to any other avenue available to an employee, any employee may report to the Audit Committee openly, confidentially or anonymously any Allegation. Allegations can be made orally or in writing to The Chair of Audit Committee or by sending email to the email address: kkyeung@phoenixtv.com. Such reports can also be made anonymously by calling the reporting Hotline at 86-21-51729833/51729760 at any time. The Hotline allows anyone to make an Allegation without divulging his or her name. The Allegation reported to the Hotline shall be given to Legal Counsel/Internal Audit Director or, if requested by the individual making the Allegation, the Audit Committee as promptly as practicable.

- End-

The procedure of Whistleblower Program

1. Chart of Procedure



2. Procedure

- 1) An email box shall be set up by the company specially for the Allegation raised by the employees and such email box cannot be accessed by any other person other than the chair of the Audit Committee. The company shall establish hotline and the Legal Counsel/Internal Audit Director shall be responsible for taking the calls, and recording and forwarding the complaints to the Audit Committee.
In order to ensure all employees have knowledge relating to Whistleblower Program, the company shall inform all employees the program by emails, provide them with training and publish related information on the company’s website.

- 2) The Audit Committee shall receive the Allegation and decide whether to investigate itself or to delegate the investigation to the Legal Counsel/Internal Audit Director. The delegated person shall keep an investigation record and report the conclusion in writing to the Audit Committee.
- 3) The investigator shall verify if the Allegation is true and proceed with necessary assessment of its complexity.
 - a) If the investigator can do the assessment with his own knowledge, he shall form the action plan and report to the Audit Committee.
 - b) If there is any need of external expert advice (lawyer or auditor), it shall be reported to the Audit Committee. The investigator shall form the action plan by taking into account of the opinions of the external expert and report the conclusion to the Audit Committee.
- 4) In principle, the period of the whole procedure shall not exceed 14 days but shall be extended according to the circumstances and the conclusion shall be informed to the whistleblower.
- 5) The Audit Committee processes itself or appoints Legal Counsel/Internal Audit Director to process the follow-up issues, including but not limited to the provision of further training to all employees regarding the code of conduct to avoid the re-occurrence of the same event.

3. The self-monitoring mechanism of Legal Counsel/Internal Audit Director

- 1) The identity of any whistleblower shall not be disclosed to any person other than the staffs necessary for conducting the investigation.
- 2) The investigation reports shall not be released to any person other than the staffs necessary for maintaining the investigation files.
- 3) The investigation report shall be prepared correctly and accurately based on the facts gathered.
- 4) The investigator shall withdraw automatically if he has any conflicts of interest in the investigation.
- 5) The investigation of the Allegation shall be conducted timely without undue delay.
- 6) The Legal Counsel/Internal Audit Director shall be responsible for updating the whistleblower policy documents and reminding all employees the changes regularly (per quarter) by sending them the relevant information.

(2006 Aug)