

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

FORM 20-F

(Mark One)

- Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934
or
 Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2007.
or
 Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____
or
 Shell company report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of event requiring this shell company report _____

Commission file number: 000-51469

BAIDU.COM, INC.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

12/F, Ideal International Plaza
No. 58 West-North 4th Ring,
Beijing, 100080, People's Republic of China
(Address of principal executive offices)

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Beijing, 100080, People's Republic of China

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
Class A ordinary shares, par value US\$0.00005 per share

Name of Each Exchange on Which Registered
The NASDAQ Stock Market LLC*
(The NASDAQ Global Select Market)

* Not for trading, but only in connection with the listing on The NASDAQ Global Select Market of American depositary shares, each representing one Class A ordinary share.

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

None
(Title of Class)

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

None

(Title of Class)

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report.

25,136,147 Class A ordinary shares and 8,996,842 Class B ordinary shares, par value US\$0.00005 per share, as of December 31, 2007.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards

Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17

Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

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INTRODUCTION

In this annual report, except where the context otherwise requires and for purposes of this annual report only:

- “we,” “us,” “our company,” “our,” and “Baidu” refer to Baidu.com, Inc., its subsidiaries, and, in the context of describing our operations and consolidated financial information, also include Baidu Netcom and Beijing Perusal;
- “Baidu Holdings” refers to Baidu Holdings Limited, our wholly-owned subsidiary in the British Virgin Islands;
- “Baidu Online” refers to Baidu Online Network Technology (Beijing) Co., Ltd., our wholly-owned subsidiary in China;
- “Baidu China” refers to Baidu (China) Co., Ltd., our wholly-owned subsidiary in China;
- “Baidu Times” refers to Baidu.com Times Technology (Beijing) Co., Ltd., our wholly-owned subsidiary in China;
- “Baidu Japan” refers to Baidu, Inc., our wholly-owned subsidiary in Japan;
- “Baidu Hong Kong” refers to Baidu (Hong Kong) Limited, our wholly-owned subsidiary in Hong Kong;
- “Baidu Netcom” refers to Baidu Netcom Science Technology Co., Ltd., our consolidated affiliated entity in China;
- “Beijing Perusal” refers to Beijing Perusal Technology Co., Ltd., our consolidated affiliated entity in China;
- “BaiduPay” refers to Beijing BaiduPay Science and Technology Co., Ltd., our consolidated affiliated entity in China established in February 2008, which is not included in the consolidated financial information included in this annual report;
- “user traffic” or “traffic” refers generally to page views and the reach of a website; when used in the context of Alexa.com website traffic rankings, “user traffic” refers to the geometric mean of the “page views” and the “reach” of a website averaged over a specified period of time; page views measure the number of web pages viewed by Internet users over a specified period of time except that multiple page views of the same page viewed by the same user on the same day are counted only once; reach measures the number of Internet users and is typically expressed as the percentage of all Internet users who visit a given website over a specified period of time;
- “China” or “PRC” refers to the People’s Republic of China, and solely for the purpose of this annual report, excluding Taiwan, Hong Kong and Macau;
- “shares” or “ordinary shares” refers to our ordinary shares, which include both Class A ordinary shares and Class B ordinary shares; “convertible preferred shares” refers to and includes our Series A, Series B and Series C redeemable convertible preferred shares, all of which were converted into the same number of Class B ordinary shares upon the completion of our initial public offering on August 10, 2005; “preferred shares” refers to our preferred shares, none of which is issued and outstanding;

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- “ADSs” refers to our American depositary shares, each of which represents one Class A ordinary share;
- “U.S. GAAP” refers to generally accepted accounting principles in the United States;
- all references to “RMB” or “Renminbi” are to the legal currency of China and all references to “\$,” “dollars,” “US\$” and “U.S. dollars” are to the legal currency of the United States; and
- all discrepancies in any table between the amounts identified as total amounts and the sum of the amounts listed therein are due to rounding.

This annual report contains translations of certain RMB amounts into U.S. dollars at specified rates solely for the convenience of the readers. Unless otherwise noted, all translations from RMB to U.S. dollars in this annual report were made at a rate of RMB7.2946 to US\$1.00, the noon buying rate in effect as of December 31, 2007 in The City of New York for cable transfers of RMB as certified for customs purposes by the Federal Reserve Bank of New York. We make no representation that RMB or U.S. dollar amounts referred to in this annual report could have been or could be converted into U.S. dollars or RMB, as the case may be, at any particular rate or at all.

This annual report on Form 20-F includes our audited consolidated statements of income data for the years ended December 31, 2005, 2006 and 2007, and audited consolidated balance sheet data as of December 31, 2006 and 2007.

On August 5, 2005, we listed our ADSs on The Nasdaq National Market, which was renamed The Nasdaq Global Market on July 1, 2006, or Nasdaq, under the symbol “BIDU.” We and certain selling shareholders of our company completed the initial public offering of 4,604,224 ADSs, each representing one Class A ordinary share, par value US\$0.00005 per share, on August 10, 2005. Our ADSs currently trade on The Nasdaq Global Select Market, a segment of The Nasdaq Global Market.

FORWARD-LOOKING INFORMATION

This annual report on Form 20-F contains statements of a forward-looking nature. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “is/are likely to” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, but are not limited to:

- our anticipated growth strategies;

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- our future business development, results of operations and financial condition;
- our ability to attract and retain users and customers;
- the outcome of ongoing or any future litigation, including those relating to copyright or other intellectual property rights;
- competition in the Chinese language and Japanese language Internet search markets;
- the expected growth of the Chinese language Internet search market and the number of Internet and broadband users in China;
- PRC governmental policies relating to the Internet and Internet search providers; and
- development of PRC tax law reforms that may have uncertain implications on high and new technology companies.

We would like to caution you not to place undue reliance on forward-looking statements and you should read these statements in conjunction with the risk factors disclosed in Item 3D. of this annual report, “Key Information — Risk Factors.” Those risks are not exhaustive. We operate in an emerging and evolving environment. New risk factors emerge from time to time and it is impossible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. We do not undertake any obligation to update or revise the forward-looking statements except as required under applicable law.

PART I

Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not Applicable.

Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

Item 3. KEY INFORMATION

A. Selected Financial Data

The following table presents the selected consolidated financial information for our company. The selected consolidated statements of income data for the three years ended December 31, 2005, 2006 and 2007 and the consolidated balance sheet data as of December 31, 2006 and 2007 have been derived from our audited consolidated financial statements, which are included in this annual report beginning on page F-1. The selected consolidated balance sheet data for the year ended December 31, 2005 have been derived from our audited consolidated balance sheet as of December 31, 2005, which is not included in this annual report. The selected consolidated statements of income data for the years ended December 31, 2003 and 2004 and the selected consolidated balance sheet data as of December 31, 2003 and 2004 have been derived from our audited consolidated financial statements for the years ended December 31, 2003 and 2004, which are not included in this annual report. Our historical results do not necessarily indicate results expected for any future periods. The selected consolidated financial data should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements and related notes and “Item 5. Operating and Financial Review and Prospects” below. Our audited consolidated financial statements are prepared and presented in accordance with U.S. GAAP.

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<i>(in thousands except per share and per ADS data)</i>	For the Year Ended December 31,					
	2003	2004	2005	2006	2007	
	RMB	RMB	RMB	RMB	RMB	US\$
Consolidated Statements of Income						
Data:						
Revenues:						
Online marketing services	31,775	106,854	307,363	828,484	1,741,021	238,673
Other services	8,796	10,597	11,852	9,354	3,404	467
Total revenues	40,571	117,451	319,215	837,838	1,744,425	239,140
Operating costs and expenses:						
Cost of revenues	(23,284)	(41,192)	(104,401)	(245,489)	(645,406)	(88,477)
Selling, general and administrative	(19,599)	(50,724)	(134,771)	(250,240)	(411,163)	(56,366)
Research and development	(6,983)	(14,531)	(44,200)	(79,231)	(140,702)	(19,289)
Total operating costs and expenses	(49,866)	(106,447)	(283,372)	(574,960)	(1,197,271)	(164,132)
Operating (loss)/profit	(9,295)	11,004	35,843	262,878	547,154	75,008
Interest income	325	1,135	13,580	42,443	49,009	6,719
Other income, net	85	347	93	4,098	20,053	2,749
Income before tax and cumulative effect of change in accounting principle	(8,885)	12,486	49,516	309,419	616,216	84,476
Taxation	—	(481)	(1,911)	(12,256)	12,752	1,748
Cumulative effect of change in accounting principle	—	—	—	4,603	—	—
Net (loss)/income	(8,885)	12,005	47,605	301,766	628,968	86,224
Net (loss)/income per share of Class A ordinary shares, per share of Class B ordinary shares and per ADS ⁽¹⁾ :						
Basic:						
Basic (prior to cumulative effect of change in accounting principle)	(0.87)	1.09	2.40	8.92	18.57	2.55
Cumulative effect of change in accounting principle	—	—	—	0.14	—	—
Basic (after cumulative effect of change in accounting principle)	(0.87)	1.09	2.40	9.06	18.57	2.55
Diluted:						
Diluted (prior to cumulative effect of change in accounting principle)	(0.87)	0.43	1.49	8.62	18.11	2.48
Cumulative effect of change in accounting principle	—	—	—	0.13	—	—

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(in thousands except per share and per ADS data)	For the Year Ended December 31,					
	2003	2004	2005	2006	2007	
	RMB	RMB	RMB	RMB	RMB	US\$
Diluted (after cumulative effect of change in accounting principle)	(0.87)	0.43	1.49	8.75	18.11	2.48
Pro forma net earnings per share on an as converted basis for Class A and Class B ordinary shares (unaudited)(2):						
Basic		0.45	1.58	9.06	18.57	2.55
Diluted		0.43	1.49	8.75	18.11	2.48
Pro forma weighted average aggregate number of ordinary shares on an as converted basis used in per share calculations for Class A ordinary shares (unaudited)(2):						
Basic		26,696	30,214	33,291	33,873	33,873
Diluted		28,124	32,044	34,507	34,724	34,724

- (1) As holders of Class A and Class B ordinary shares have the same dividend right and the same participation right in our undistributed earnings, the basic and diluted net (loss) income per share of Class A and Class B ordinary shares are the same for all the periods presented during which there were two classes of ordinary shares. Prior to the creation of the two classes of ordinary shares in May 2005, we only had one class of ordinary shares. For the periods during which there were two classes of ordinary shares, the weighted average number of ordinary shares represents the sum of the weighted average number of Class A and Class B ordinary shares. Please see Note 15 to our audited consolidated financial statements included in this annual report for additional information regarding the computation of the per share amount and the weighted average numbers of Class A and Class B ordinary shares.
- (2) As holders of Class A and Class B ordinary shares have the same dividend right and the same participation right in our undistributed earnings, the basic and diluted pro forma earnings per share of Class A and Class B ordinary shares are the same for all the periods presented.

(in thousands)	As of December 31,					
	2003	2004	2005	2006	2007	
	RMB	RMB	RMB	RMB	RMB	US\$
Consolidated Balance Sheets						
Data:						
Cash and cash equivalents	62,825	200,196	900,593	1,136,274	1,350,600	185,151
Total assets	76,703	262,206	1,136,423	1,668,077	2,655,908	364,092
Total liabilities	19,639	54,192	131,370	310,816	634,536	86,987
Redeemable convertible preferred shares	91,622	211,352	—	—	—	—
Total shareholders' (deficit) / equity	(34,558)	(3,338)	1,005,053	1,357,261	2,021,372	277,105
Total liabilities, redeemable convertible preferred shares and shareholders' equity	76,703	262,206	1,136,423	1,668,077	2,655,908	364,092

Exchange Rate Information

Our business is primarily conducted in China and all of our revenues are denominated in RMB. However, periodic reports made to shareholders will include current period amounts translated into U.S. dollars using the then current exchange rates, for the convenience of the readers. The conversion of RMB into U.S. dollars in this annual report is based on the noon buying rate in The City of New York for cable transfers of RMB as certified for customs purposes by the Federal Reserve Bank of New York. Unless otherwise noted, all translations from RMB to U.S. dollars and from U.S. dollars to RMB in this annual report were made at a rate of RMB7.2946 to US\$1.00, the noon buying rate in effect as of December 31, 2007. We make no representation that any RMB or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or RMB, as the case may be, at any particular rate, or at all. The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of RMB into foreign exchange and through restrictions on foreign trade. On June 4, 2008, the noon buying rate was RMB 6.9633 to US\$1.00.

The following table sets forth information concerning exchange rates between the RMB and the U.S. dollar for the periods indicated.

Period	Noon Buying Rate			
	Period-End	Average ⁽¹⁾	Low	High
	(RMB per U.S. Dollar)			
2003	8.2767	8.2771	8.2800	8.2765
2004	8.2765	8.2768	8.2774	8.2764
2005	8.0702	8.1826	8.2765	8.0702
2006	7.8041	7.9579	8.0702	7.8041
2007	7.2946	7.5806	7.8127	7.2946
December	7.2946	7.3682	7.4120	7.2946
2008				
January	7.1818	7.2405	7.2946	7.1818
February	7.1115	7.1644	7.1973	7.1100
March	7.0120	7.0722	7.1110	7.0105
April	6.9870	6.9997	7.0185	6.9840
May	6.9400	6.9725	7.0000	6.9377
June (through June 4, 2008)	6.9633	6.9433	6.9633	6.9325

(1) Annual averages are calculated using the average of month-end rates of the relevant year. Monthly averages are calculated using the average of the daily rates during the relevant period.

B. Capitalization and Indebtedness

Not Applicable.

C. Reasons for the Offer and Use of Proceeds

Not Applicable.

D. Risk Factors

Risks Related to Our Business

Our limited operating history makes it difficult to evaluate our future prospects and results of operations.

We have a limited operating history. We commenced operations in 2000 and first achieved profitability in the quarter ended March 31, 2004. Accordingly, you should consider our future prospects in light of the risks and uncertainties experienced by early stage companies in evolving industries such as the Internet industry in China. Some of these risks and uncertainties relate to our ability to:

- maintain our leading position in the Internet search market in China;
- offer new and innovative products and services to attract and retain a larger user base;
- attract additional customers and increase spending per customer;
- increase awareness of our brand and continue to develop user and customer loyalty;
- respond to competitive market conditions;
- respond to changes in the regulatory environment;
- manage risks associated with intellectual property rights;
- maintain effective control of our costs and expenses;
- attract, retain and motivate qualified personnel;
- build profitable operations in new markets such as the Japanese Internet search market; and
- upgrade our technology to support increased traffic and expanded services.

If we are unsuccessful in addressing any of these risks and uncertainties, our business may be materially and adversely affected.

We sustained losses in the past and our historical financial information may not be representative of our future results of operations.

We began achieving profitability in the quarter ended March 31, 2004. We have experienced growth in recent periods in part due to the growth in China's online marketing industry, which may not be representative of future growth or be sustainable. We cannot assure you that our historical financial information is indicative of our future operating results or future financial performance, or that our profitability will be sustained.

If the Internet and, in particular, online marketing are not broadly adopted in China, our ability to increase revenue and sustain profitability could be materially and adversely affected.

The use of the Internet as a marketing channel is at an early stage in China. Internet and broadband penetration rates in China are both relatively low as compared to those in most developed countries. Many of our current and potential customers have limited experience with the Internet as a marketing channel, and historically have not devoted a significant portion of their marketing budgets to online marketing and promotion. As a result, they may not consider the Internet an effective channel to promote their products and services as compared to traditional print and broadcast media. Our ability to generate significant revenues may be negatively impacted by a number of factors, many of which are beyond our control, including:

- difficulties associated with developing a larger user base with demographic characteristics attractive to customers;
- increased competition and potential downward pressure on online marketing prices;
- higher customer acquisition costs due in part to the limited experience of small to medium-sized enterprises, or SMEs, with the Internet as a marketing channel;
- failure to develop an independent and reliable means of verifying online traffic;
- ineffectiveness of our online marketing delivery, tracking and reporting systems; and
- lack of increase in Internet usage in China.

We face significant competition and may suffer from a loss of users and customers as a result.

We face significant competition in almost every aspect of our business, particularly from other companies that seek to provide Internet search services to users and provide online marketing services to customers. Our main competitors include U.S.-based Internet search providers providing Chinese language Internet search services such as Google and Yahoo! and Chinese Internet companies. These Chinese competitors include Internet portals such as Netease, Sina, Sohu and Tencent, other Internet search service providers such as Sougou, Yisou, Sousou, Zhongsou and Youdao, and business-to-business, or B2B, service providers such as Alibaba. We compete with these entities for both users and customers on the basis of user traffic, quality (relevance) and quantity (index size) of the search results, availability and ease of use of products and services, the number of customers, distribution channels and the number of associated third-party websites. In addition, we may face greater competition from our U.S.-based competitors as a result of, among other things, a relaxation on the foreign ownership restrictions of PRC Internet content and advertising companies, improvements in online payment systems and Internet infrastructure in China and our U.S.-based competitors' increased business activities in China.

Many of our competitors have significantly greater financial resources than we do. They also have longer operating histories and more experience in attracting and retaining users and managing customers than we do. They may use their experience and resources to compete with us in a variety of ways, including by competing more heavily for users, customers, distributors and networks of third-party websites, investing more heavily in research and development and making acquisitions. If any of our competitors provides comparable or better Chinese language search experience, our user traffic could decline significantly. Any such decline in traffic could weaken our brand, result in loss of customers and users and have a material adverse effect on our results of operations.

We also face competition from other types of advertising media, such as newspapers, magazines, yellow pages, billboards and other forms of outdoor media, television and radio. Most large companies in China allocate, and will likely continue to allocate, most of their marketing budgets to traditional advertising media and only a small portion of their budgets to online marketing and other forms of advertising media. If these companies do not devote a larger portion of their marketing budgets to online marketing services provided by us, or if our existing customers reduce the amount they spend on online marketing, our results of operations and future growth prospects could be adversely affected.

Additionally, we have announced plan to offer consumer-to-consumer, or C2C, services and instant messaging, or IM, services in China. As we launch these and other new products and services, we will face competition from the existing leading providers of those services, which have longer histories and more established relationships with customers and users. If we cannot compete effectively against the existing leading providers of C2C, IM and other products and services that we launch in the future, we may not be able to develop a sufficiently large customer and user base for our services and eventually achieve profitability from those services, and as a result, our future results of operations and growth prospect could be materially and adversely affected.

Our business depends on a strong brand, and if we are not able to maintain and enhance our brand, our business and operating results may be harmed.

We believe that our brand “Baidu” has contributed significantly to the success of our business. We also believe that maintaining and enhancing the “Baidu” brand is critical to increasing the numbers of our users, customers and Baidu Union members. As our market becomes increasingly competitive, maintaining and enhancing our brand will depend largely on our ability to remain as an Internet search leader in China, which may be increasingly difficult and expensive.

Historically, we developed our user base primarily by word-of-mouth and incurred limited brand promotion expenses. Our initial public offering in 2005 has significantly enhanced our brand recognition. We are also continuing our brand promotion efforts which we started approximately three years ago, but we cannot assure you that our marketing efforts will be successful in further promoting our brand. If we fail to promote and maintain the “Baidu” brand, or if we incur excessive expenses in this effort, our business and results of operations could be materially and adversely affected.

If we fail to continue to innovate and provide products and services to attract and retain users, we may not be able to generate sufficient user traffic levels to remain competitive.

Our success depends on providing products and services that enable users to have a high-quality Internet experience. We must continue to invest significant resources in research and development to enhance our Internet search technology and our existing products and services and introduce additional high-quality products and services to attract and retain users and compete against our competitors. If we are unable to anticipate user preferences or industry changes, or if we are unable to modify our products and services on a timely basis, we may lose users and customers. Our operating results may also suffer if our innovations do not respond to the needs of our users and customers, are not appropriately timed with market opportunities or are not effectively brought to market. As search technology continues to develop, our competitors may be able to offer search results that are, or that are perceived to be, substantially similar to or better than those generated by our search services. This may force us to expend significant resources in order to remain competitive.

If we fail to keep up with rapid technological changes, our future success may be adversely affected.

The online marketing industry is subject to rapid technological changes. Our future success will depend on our ability to respond to rapidly changing technologies, adapt our services to evolving industry standards and improve the performance and reliability of our services. Our failure to adapt to such changes could harm our business. New marketing media could also adversely affect us. For example, the number of people accessing the Internet through devices other than personal computers, including mobile telephones and hand-held devices, has increased in recent years. If we are slow to develop products and technologies that are more compatible with non-PC communications devices, or if the products and services we develop for people accessing the Internet through non-PC communications devices do not meet their needs, we may not be successful in capturing a significant share of this increasingly important market for media and other services. In addition, the widespread adoption of new Internet, networking or telecommunications technologies or other technological changes could require substantial expenditures to modify or adapt our products, services or infrastructure. If we fail to keep up with rapid technological changes to remain competitive in our rapidly evolving industry, our future success may be adversely affected.

We may face intellectual property infringement claims and other related claims that could be time-consuming and costly to defend and may result in our inability to continue providing certain of our existing services.

Internet, technology and media companies are frequently involved in litigation based on allegations of infringement of intellectual property rights, unfair competition, invasion of privacy, defamation and other violations of other parties' rights. The validity, enforceability and scope of protection of intellectual property in Internet-related industries, particularly in China, are uncertain and still evolving. In addition, many parties are actively developing and seeking protection for Internet-related technologies, including seeking patent protection. There may be patents issued or pending that are held by others that cover significant aspects of our technologies, products, business methods or services. As we face increasing competition and as litigation becomes more common in China in resolving commercial disputes, we face a higher risk of being the subject of intellectual property infringement claims.

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Our products and services link to materials in which third parties may claim ownership of trademarks, copyrights or other rights. From time to time, we may be subject to trademark or copyright infringement or related claims, in China and internationally. For example, we provide search engine facilities capable of finding and accessing links to downloadable MP3 music, videos, images and other multimedia files and other items hosted on third-party websites, including search facilities enabling our users to search for MP3 music files in various ways such as by artist, title, or via lists of most-searched-for titles and artists. Some of these contents found using our search engine facilities may be protected by copyright.

In China, uncertainties still exist with respect to the legal standards as well as the judicial interpretation of such standards for determining liabilities of Internet search providers for providing links to content on third-party websites that infringe upon others' copyrights. In December 2007, the People's High Court of Beijing upheld a lower court's ruling in our favor in a case originally filed against us by seven music record companies in 2005 alleging that our MP3 search services had infringed upon their copyrights. The court ruled that our service, which only provides links to online music hosted on third parties' websites, does not constitute infringement. In the same month, however, the People's High Court of Beijing upheld the decision by another lower court in favor of the record companies in a suit originally filed by 11 record companies against Yahoo! China, one of our competitors, in July 2006. In the Yahoo! China case, the court held that Yahoo! China was negligent in failing to remove all links to the infringing content after receiving notice from copyright holders, including those links that it "should have known" to have infringing content. Although prior court rulings in China have only limited precedential value, the ruling of the People's High Court of Beijing in the Yahoo! China case seems to suggest that that the courts in future cases may place the burden on Internet search providers to remove not only links that have been specifically mentioned in notices of infringement from right holders, but also links they "should have known" to contain infringing content. Such an interpretation of the applicable law could subject Internet search providers like us to significant administrative burdens and litigation risks.

In the United States, the legal standards for determining indirect liability for copyright infringement have been strengthened by the United States Supreme Court in the decision *Metro-Goldwyn-Mayer Studios Inc. v. Grokster, Ltd.*, et al., 125 S. Ct. 2764 (2005), or *Grokster*. The implications of the *Grokster* decision for search engine services, such as our MP3 search service, are uncertain and may increase the risk of legal liability. Although we conduct our business operations outside the United States, we may be subject to U.S. copyright laws, including the legal standards established by *Grokster*, by virtue of our listing on the Nasdaq, the ownership of our ADSs or ordinary shares by U.S. investors, the extraterritorial application of U.S. law by U.S. courts or otherwise. Moreover, we cannot assure you that *Grokster* will not influence the legal standards for determining indirect copyright infringement in other jurisdictions, including China.

In light of the above cases and the associated publicity, copyright owners may monitor their copyrighted materials more closely worldwide and in China and may seek to enforce their rights under theories of indirect liability, constructive knowledge of infringing content or otherwise. As a result, we may face increased risks of being subject to copyright infringement claims relating to our MP3 search service. Furthermore, this same consideration may also lead to decreased availability of third-party MP3 websites. A significant portion of our traffic is generated by users of our MP3 search service. According to Alexa.com, approximately 6% of our traffic went to mp3.baidu.com, our MP3 search platform, as of June 2, 2008. Should we face (as a result of the foregoing considerations or otherwise) a need or decision to substantially modify, limit, or terminate our MP3 search service, our business, financial condition or results of operations could be materially and adversely affected.

Like many other Internet websites, we provide links to and host certain song lyrics on our websites which may be protected by copyright. As a result, we may be subject to copyright infringement claims. We have received notice letters from parties asserting trademark and copyright infringement claims against us. Moreover, we may be subject to administrative actions brought by the PRC State Copyright Bureau for alleged copyright infringement, and as a result may be subject to fines and other penalties and be required to discontinue infringing activities. In addition, we provide links to images of celebrities and other persons, and may face claims for misappropriation of publicity rights. To address these and other risks relating to intellectual property infringement, we may be required to change our business model and service offerings to minimize this risk, which could adversely affect our business prospects.

Intellectual property litigation is expensive and time-consuming and could divert resources and management attention from the operations of our business. We are currently named as a defendant in a number of copyright infringement suits in China in connection with our MP3 and movie and other search services, including new suits filed by three record companies and the Music Copyright Society of China, in the wake of the decision by the People's High Court of Beijing in the Yahoo! China case. See "Item 8A. Financial Information—Consolidated Statements and Other Financial Information—Legal Proceedings." If there is a successful claim of infringement, we may be required to pay substantial fines and damages or enter into royalty or license agreements that may not be available on commercially acceptable terms, if at all. Our failure to obtain a license of the rights on a timely basis could harm our business. Any intellectual property litigation and/or any negative publicity by third parties alleging our intellectual property infringement could have a material adverse effect on our business, reputation, financial condition or results of operations.

We may be subject to patent infringement claims with respect to our P4P platform.

Our technologies and business methods, including those relating to our pay-for-performance, or P4P, platform, may be subject to third-party claims or rights that limit or prevent their use. In June 2005, we applied for a patent in China for our P4P platform, but our application was rejected on the ground that it is not patentable. Overture Services Inc., or Overture, a subsidiary of Yahoo!, had applied for a patent in China relating to a P4P platform prior to our patent application in China covering a P4P platform. Based on a search conducted by an intellectual property agency in China, as of April 30, 2008, no patents relating to a P4P platform had been issued in China. The application and interpretation of China's patent laws and the procedures and standards for granting patents in China are still evolving and involve a certain degree of uncertainty. We cannot assure you that Overture or any other party will not obtain a patent covering a P4P platform in China. If Overture obtains a patent covering a P4P platform in China, it may seek to bring a claim against us alleging our infringement of its patent rights in China. We cannot assure you that we will be successful in defending against any such claims relating to the P4P platform used by us because Overture's patent application in China was filed prior to ours and there may be similarities between certain claims covered by the two patent applications.

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Moreover, certain U.S.-based companies, including Overture, have been granted patents in the United States relating to P4P platforms or technologies and similar business methods and related technologies. Based on publicly available information, we are aware that Overture has brought patent infringement claims in the United States against third parties, and while we believe that we are not subject to U.S. patent laws since we conduct our business operations outside of the United States, we cannot assure you that U.S. patent laws would not be applicable to our business operations, or that holders of patents relating to a P4P platform would not seek to enforce such patents against us in the United States or China. Any patent infringement claims, regardless of their merits, could be time-consuming and costly to us. If we were sued for patent infringement claims in the United States or China relating to our P4P platform, and we were found to infringe such patents and were not able to adopt non-infringing technologies, we may be severely limited in our ability to operate our P4P business, which would have a material adverse effect on our results of operations and business prospects.

We may be subject to claims based on the content found on our websites.

We have been and may continue to be subject to claims for defamation, negligence or other legal theories based on the content found on our websites. In addition to the content developed by ourselves and posted on our websites, our users are free to post information on Baidu Post Bar, Baidu Knows, Baidu Encyclopedia and other sections of our websites, and our P4P customers may create text-based descriptions and other phrases to be used as text or keywords in our search listings. Claims for defamation, negligence or other legal theories based on the content found on our websites, with or without merit, may result in diversion of the attention of our management personnel and our financial resources and negative publicity on our brand and reputation. Furthermore, if the content posted on our websites contains information that government authorities find objectionable, our websites may be shut down and we may be subject to other penalties. See “—Risks Related to Doing Business in China—Regulation and censorship of information disseminated over the Internet in China may adversely affect our business and subject us to liability for information linked to our websites.”

PRC advertising laws and regulations require advertisers, advertising operators and advertising distributors, including online advertising publishers such as us, to ensure that the content of the advertisements they prepare or distribute are fair and accurate and are in full compliance with applicable law. Violation of these laws or regulations may result in penalties, including fines, confiscation of advertising fees, orders to cease dissemination of the advertisements and orders to publish an advertisement correcting the misleading information. In circumstances involving serious violations, the PRC government may revoke a violator’s license for advertising business operations.

Under PRC advertising laws and regulations, we are obligated to monitor the advertising content posted on our websites. In addition, where a special government review is required for specific categories of advertisements before posting, we are obligated to confirm that such review has been performed and approval has been obtained. Our reputation could be hurt and our results of operations could be adversely affected if advertisements shown on our websites are provided to us by our advertising clients in violation of relevant PRC advertising laws and regulations, or if the supporting documentation and government approvals provided to us by our advertising clients in connection with such advertising content are not complete.

We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position.

We rely on a combination of copyright, trademark and trade secret laws, as well as nondisclosure agreements and other methods to protect our intellectual property rights. The protection of intellectual property rights in China may not be as effective as those in the United States or other countries. The steps we have taken may be inadequate to prevent the misappropriation of our technology. Reverse engineering, unauthorized copying or other misappropriation of our technologies could enable third parties to benefit from our technologies without paying us. Moreover, unauthorized use of our technology could enable our competitors to offer products and services that are comparable to or better than ours, which could harm our business and competitive position. From time to time, we may have to enforce our intellectual property rights through litigation. Such litigation may result in substantial costs and diversion of resources and management attention.

If we fail to retain existing customers or attract new customers for our online marketing services, our business and growth prospects could be seriously harmed.

In 2006 and 2007, we generated approximately 98.9% and 99.8% of our total revenues from online marketing services, respectively, a substantial majority of which was generated from our P4P services. Our online marketing customers will not continue to do business with us if their investment does not generate sales leads and ultimately consumers, or if we do not deliver their web pages in an appropriate and effective manner. Our P4P customers may discontinue their business with us at any time and for any reason as they are not subject to fixed-term contracts. Failure to retain our existing online marketing customers or attract new customers for our online marketing services could seriously harm our business and growth prospects. In addition, technologies may be developed that can block the display of our marketing products. We may not be able to retain existing customers or attract new customers whose advertisements are blocked by such technologies from display in front of the Internet users. As a result, any blocking technology could, in the future, adversely affect our operating results.

Because we rely to a large extent on distributors in providing our P4P services, our failure to retain key distributors or attract additional distributors could materially and adversely affect our business. Moreover, there is no assurance that our direct sales model in some key geographic markets will continue to be successful.

Online marketing is at an early stage of development in China and is not as widely accepted by or available to businesses in China as in the United States. As a result, we rely to a large extent on a nationwide distribution network of third-party distributors for our sales to, and collection of payment from, our P4P customers. If our distributors do not provide quality services to our P4P customers or otherwise breach their contracts with our P4P customers, we may lose customers and our results of operations may be materially and adversely affected. We do not have long-term agreements with any of our distributors, including our key distributors, and cannot assure you that we will continue to maintain favorable relationships with them. If we fail to retain our key distributors or attract additional distributors on terms that are commercially reasonable, our business and results of operations could be materially and adversely affected.

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Starting in 2005, we began to transition to using our direct sales force to serve our P4P customers in some key geographic markets, including Shanghai, Beijing and selected cities in Guangdong Province. There is no assurance that our direct sales model in those markets will continue to be successful. If we fail to maintain an adequate direct sales force, retain existing customers and continue to attract new customers in those markets, our business, results of operations and prospects could be materially and adversely affected.

We rely on our Baidu Union members for a significant portion of our revenues. If we fail to retain existing Baidu Union members or attract additional members, our revenue growth and profitability may be adversely affected.

We pay our Baidu Union members a portion of our revenues generated from click-throughs by users of our Baidu Union members' property. We consider our Baidu Union critical to the future growth of our revenues. Some of our Baidu Union members, however, may compete with us in one or more areas of our business. Therefore, they may decide in the future to terminate their relationships with us. If our Baidu Union members decide to use a competitor's or their own Internet search services, our user traffic may decline, which may adversely affect our revenues. If we fail to attract additional Baidu Union members, our revenue growth may be adversely affected. In addition, if we have to share a larger portion of our revenues to retain existing Baidu Union members or attract additional members, our profitability may be adversely affected.

Our strategy of acquiring complementary businesses, assets and technologies may fail.

As part of our business strategy, we have pursued, and intend to continue to pursue, selective strategic acquisitions of businesses, assets and technologies that complement our existing business. For example, we acquired then one of the largest distributors of our P4P services in February 2005 and certain online application platform businesses and customer lists from distributors in 2006 and 2007. We may make other acquisitions in the future if suitable opportunities arise. Acquisitions involve uncertainties and risks, including:

- potential ongoing financial obligations and unforeseen or hidden liabilities;
- failure to achieve the intended objectives, benefits or revenue-enhancing opportunities;
- costs and difficulties of integrating acquired businesses and managing a larger business; and
- diversion of resources and management attention.

Our failure to address these risks successfully may have a material adverse effect on our financial condition and results of operations. Any such acquisition may require a significant amount of capital investment, which would decrease the amount of cash available for working capital or capital expenditures. In addition, if we use our equity securities to pay for acquisitions, we may dilute the value of our ADSs and the underlying ordinary shares. If we borrow funds to finance acquisitions, such debt instruments may contain restrictive covenants that could, among other things, restrict us from distributing dividends. Such acquisitions may also generate significant amortization expenses related to intangible assets.

We may not be able to manage our expanding operations effectively.

We commenced operations in 2000 and have significantly expanded our operations since then. We anticipate significant continued expansion of our business as we address growth in our user and customer base and market opportunities. To manage the expansion of our business and potential growth of our operations and personnel, we will be required to improve operational and financial systems, procedures and controls, and expand, train and manage our growing employee base. In addition, our management will be required to maintain and expand our relationships with other websites, Internet companies and other third parties. We cannot assure you that our current and planned personnel, systems, procedures and controls will be adequate to support our expanding operations.

In addition to continuing to expand our core Chinese language search and online marketing operations, we also intend to launch new services such as C2C and IM services. Expansion into new markets and adopting new business models may present operating and marketing challenges that are different from those that we currently encounter in our existing markets and operations. If we cannot successfully address these new challenges, we may not be able to recover costs we have incurred or will incur from developing and marketing new products and services, and our results of operations and growth prospect could be materially and adversely affected.

Our recent expansion into the Japanese market may not be successful.

We formally launched our Japanese search service in January 2008, after completing a 10-month Beta test for the service. Therefore, we only have limited experience operating in the Japanese market. Moreover, our Japan operation has incurred operating losses since its inception in December 2006, and there is no assurance when it will become profitable, if at all. Additional future losses in our Japan operation could have a material adverse effect on our overall results of operations.

The Japanese search market is highly competitive and currently is dominated by two companies, Yahoo! and Google. These companies have significantly greater financial resources, longer operating history and more experience in the Japanese search market than we do. Moreover, other local providers of competing search services may also have a substantial advantage over us in attracting users due to more established branding in Japan, greater knowledge with respect to the tastes and preferences of Japanese users and their focus on the Japanese market. If we cannot compete successfully with these competitors in the Japanese language search market, our business in Japan could be adversely affected.

In addition to uncertainty about our ability to compete successfully in Japan, there are certain risks inherent in doing business internationally, including:

- trade barriers and changes in trade regulations;
- difficulties in developing, staffing and simultaneously managing a foreign operation as a result of distance, language and cultural differences;
- stringent local labor laws and regulations;
- longer customer payment cycles;

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- currency exchange rate fluctuations;
- political or social unrest or economic instability;
- import or export restrictions;
- seasonal volatility in business activity;
- risks related to government regulations or required compliance with local laws and changes in such laws and regulations; and
- potentially adverse tax consequences.

One or more of these factors could harm our Japanese operations and consequently, could harm our overall operating results.

Our operating results may fluctuate, which makes our results difficult to predict and could cause our results to fall short of expectations.

Our operating results may fluctuate as a result of a number of factors, many of which are outside of our control. For these reasons, comparing our operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance. Our quarterly and annual revenues and costs and expenses as a percentage of our revenues may be significantly different from our historical or projected rates. Our operating results in future quarters may fall below expectations. Any of these events could cause the price of our ADSs to fall. Any of the risk factors listed in this “Risk Factors” section and, in particular, the following risk factors, could cause our operating results to fluctuate from quarter to quarter:

- general economic conditions in China and economic conditions specific to the Internet, Internet search and online marketing;
- our ability to continue to attract users to our website;
- our ability to attract additional customers and increase spending per customer;
- the announcement or introduction of new or enhanced products and services by us or our competitors;
- the amount and timing of operating costs and capital expenditures related to the maintenance and expansion of our businesses, operations and infrastructure;
- the results of our acquisitions of, or investments in, other businesses or assets;
- PRC regulations or actions pertaining to activities on the Internet, including MP3 music, news, gambling, online games and other forms of entertainment; and
- geopolitical events, natural disasters or epidemics such as war, threat of war, avian influenza, Severe Acute Respiratory Syndrome, or SARS, or other public health epidemics.

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Because of our limited operating history and our rapidly growing business, our historical operating results may not be useful to you in predicting our future operating results. Our user traffic tends to be seasonal. For example, we generally experience less user traffic during public holidays and other special event periods in China. In addition, advertising and other marketing spending in China has historically been cyclical, reflecting overall economic conditions as well as budgeting and buying patterns. Our rapid growth has lessened the impact of the cyclical and seasonality of our business. As we continue to grow, we expect that the cyclical and seasonality in our business may cause our operating results to fluctuate.

Our business may be adversely affected by third-party software applications that interfere with our receipt of information from, and provision of information to, our users, which may impair our users' experience.

Our business may be adversely affected by third-party malicious or unintentional software applications that make changes to our users' computers and interfere with our products and services. These software applications may change our users' Internet experience by hijacking queries to our websites, altering or replacing our search results, or otherwise interfering with our ability to connect with our users. The interference often occurs without disclosure to or consent from users, resulting in a negative experience that users may associate with Baidu.com. These software applications may be difficult or impossible to remove or disable, may reinstall themselves and may circumvent other applications' efforts to block or remove them. The ability to provide a superior user experience is critical to our success. If our efforts to combat these software applications are unsuccessful, our reputation may be harmed. This could result in a decline in user traffic and, consequently, our revenues.

Our success depends on the continuing and collaborative efforts of our senior management team and other key personnel, and our business may be harmed if we lose their services.

Our future success depends heavily upon the continuing services of the members of our senior management team, in particular our chairman and chief executive officer, Robin Yanhong Li. If one or more of our senior executives or other key personnel are unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all, and our business may be disrupted and our financial condition and results of operations may be materially and adversely affected. Competition for senior management and key personnel is intense, the pool of qualified candidates is very limited, and we may not be able to retain the services of our senior executives or key personnel, or attract and retain high-quality senior executives or key personnel in the future. In addition, most of our current senior executives joined us recently and have worked together only for a short period of time. As a result, it may be difficult for you to evaluate how well our senior executives will work together as a team.

If any member of our senior management team or any of our other key personnel joins a competitor or forms a competing company, we may lose customers, distributors, know-how and key professionals and staff members. Each of our executive officers and key employees has entered into an employment agreement with us, containing confidentiality and non-competition provisions. If any disputes arise between any of our senior executives or key personnel and us, we cannot assure you the extent to which any of these agreements may be enforced.

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The initial option grants to many of our key personnel are fully vested. Therefore, these employees may not have sufficient financial incentive to continue to work for our company, and our ability to execute our business model could be impaired if we cannot replace departing key personnel in a timely manner.

Many of our key personnel have become substantially vested in their initial share option grants under our 2000 Option Plan. While we often grant additional share incentives to management personnel and other key personnel after their hire dates, the initial grants are usually much larger than subsequent grants. Employees may be more likely to leave us after their initial option grant fully vests, especially if the shares underlying the options have significantly appreciated in value relative to the option exercise price. If any member of our key personnel leaves our company, our ability to successfully operate our business and execute our business strategy could be adversely affected. We may also have to incur significant costs in identifying, hiring, training and retaining replacements of departing employees.

We rely on highly skilled personnel and, if we are unable to retain or motivate them or hire qualified personnel, we may not be able to grow effectively.

Our performance and future success depends on the talents and efforts of highly skilled individuals. We will need to continue to identify, hire, develop, motivate and retain highly skilled personnel for all areas of our organization. Competition in our industry for qualified employees is intense. Our continued ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees.

As competition in our industry intensifies, it may be more difficult for us to hire, motivate and retain highly skilled personnel. If we do not succeed in attracting additional highly skilled personnel or retaining or motivating our existing personnel, we may be unable to grow effectively.

If we are unable to adapt or expand our existing technology infrastructure to accommodate greater traffic or additional customer requirements, our business may be harmed.

Our Baidu.com website regularly serves a large number of users and customers and delivers a large number of daily page views. Our technology infrastructure is highly complex and may not provide satisfactory service in the future, especially as the number of customers using our P4P services increases. We may be required to upgrade our technology infrastructure to keep up with the increasing traffic on our websites, such as increasing the capacity of our hardware servers and the sophistication of our software. If we fail to adapt our technology infrastructure to accommodate greater traffic or customer requirements, our users and customers may become dissatisfied with our services and switch to our competitors' websites, which could harm our business.

If we fail to detect fraudulent click-through, we could lose the confidence of our customers and our revenues could decline.

We are exposed to the risk of click-through fraud on our paid search results. Click-through fraud occurs when a person clicks paid search results for a reason other than to view the underlying content of search results. If we find evidence of past fraudulent clicks, we may have to issue refunds to our customers. If we fail to detect fraudulent clicks or otherwise are unable to prevent this fraudulent activity, the affected customers may experience a reduced return on their investment in our online marketing services and lose confidence in the integrity of our systems. If this happens, we may be unable to retain existing customers and attract new customers for our online marketing services and our online marketing revenues could decline. In addition, affected customers may also file legal actions against us claiming that we have over-charged or failed to refund them. Any such claims or similar claims, regardless of their merits, could be time-consuming and costly to us and could also adversely affect our brand image and our customers' confidence in the integrity of our systems.

The successful operation of our business depends upon the performance and reliability of the Internet infrastructure and fixed telecommunications networks in China.

Our business depends on the performance and reliability of the Internet infrastructure in China. Almost all access to the Internet is maintained through state-owned telecommunication operators under the administrative control and regulatory supervision of the Ministry of Information Industry of China, or the MII, which will be merged into the new Ministry of Industry and Information according to a reform plan approved by the National People's Congress on March 15, 2008. In addition, the national networks in China are connected to the Internet through international gateways controlled by the PRC government. These international gateways are the only channels through which a domestic user can connect to the Internet. We cannot assure you that a more sophisticated Internet infrastructure will be developed in China. We may not have access to alternative networks in the event of disruptions, failures or other problems with China's Internet infrastructure. In addition, the Internet infrastructure in China may not support the demands associated with continued growth in Internet usage.

We also rely on China Telecommunications Corporation, or China Telecom, China Network Communications Group Corporation, or China Netcom, and China Tietong Communications Corporation, or China Tietong, to provide us with data communications capacity primarily through local telecommunications lines and Internet data centers to host our servers. We do not have access to alternative services in the event of disruptions, failures or other problems with the fixed telecommunications networks of China Telecom, China Netcom and China Tietong, or if these companies otherwise fail to provide such services. In July 2007, due to router failures at China Netcom's Internet data center that hosted our servers, we were unable to provide Internet search service for approximately two hours. Any unscheduled service interruption could damage our reputation and result in a decrease in our revenues. Furthermore, we have no control over the costs of the services provided by China Telecom, China Netcom and China Tietong. If the prices that we pay for telecommunications and Internet services rise significantly, our gross margins could be adversely affected. In addition, if Internet access fees or other charges to Internet users increase, our user traffic may decrease, which in turn may harm our revenues.

Interruption or failure of our information technology and communications systems could impair our ability to effectively provide our products and services, which could damage our reputation and harm our operating results.

Our ability to provide our products and services depends on the continuing operation of our information technology and communications systems. Any damage to or failure of our systems could interrupt our service. Service interruptions could reduce our revenues and profits, and damage our brand if our system is perceived to be unreliable. Our systems are vulnerable to damage or interruption as a result of terrorist attacks, war, earthquakes, floods, fires, power loss, telecommunications failures, computer viruses, interruptions in access to our websites through the use of "denial of service" or similar attacks, hacking or other attempts to harm our systems, and similar events. Our servers, which are hosted at third-party Internet data centers, are also vulnerable to break-ins, sabotage and vandalism. Some of our systems are not fully redundant, and our disaster recovery planning does not account for all possible scenarios. The occurrence of a natural disaster or a closure of an Internet data center by a third-party provider without adequate notice could result in lengthy service interruptions.

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In September 2006, our Internet search services were disrupted for approximately half an hour as a result of attacks to our Baidu.com website from unknown hackers. If we experience frequent or persistent system failures on our websites, our reputation and brand could be permanently harmed. The steps we plan to take to increase the reliability and redundancy of our systems are expensive, reduce our operating margin and may not be successful in reducing the frequency or duration of service interruptions.

Our business could be adversely affected if our software contains bugs.

Our online systems, including our websites, our enterprise search software and other software applications and products, could contain undetected errors or “bugs” that could adversely affect their performance. We regularly update and enhance our website and our other online systems and introduce new versions of our software products and applications. The occurrence of errors in any of these may cause us to lose market share, damage our reputation and brand name, and materially and adversely affect our business.

Concerns about the security of electronic commerce transactions and confidentiality of information on the Internet may reduce use of our network and impede our growth.

A significant barrier to electronic commerce and communications over the Internet in general has been a public concern over security and privacy, including the transmission of confidential information. If these concerns are not adequately addressed, they may inhibit the growth of the Internet and other online services generally, especially as a means of conducting commercial transactions. If a well-publicized Internet breach of security were to occur, general Internet usage could decline, which could reduce traffic to our destination websites and impede our growth.

If we fail to maintain an effective system of internal control over financial reporting, we may lose investor confidence in the reliability of our financial statements.

We are subject to reporting obligations under the U.S. securities laws. The SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring every public company to include a management report on such company’s internal control over financial reporting in its annual report, which contains management’s assessment of the effectiveness of the company’s internal control over financial reporting. In addition, an independent registered public accounting firm must attest to and report on the effectiveness of the company’s internal control over financial reporting. We have been subject to these requirements since the fiscal year ended December 31, 2006.

Our management has concluded that our internal control over financial reporting is effective as of December 31, 2007. See “Item 15. Control and Procedures.” Our independent registered public accounting firm has issued an attestation report, which has concluded that our internal control over financial reporting is effective in all material aspects. However, if we fail to maintain effective internal control over financial reporting in the future, our management and our independent registered public accounting firm may not be able to conclude that we have effective internal control over financial reporting at a reasonable assurance level. This could in turn result in the loss of investor confidence in the reliability of our financial statements and negatively impact the trading price of our ADSs. Furthermore, we have incurred and anticipate that we will continue to incur considerable costs, management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act.

We have limited business insurance coverage.

The insurance industry in China is still at an early stage of development. Insurance companies in China offer limited business insurance products. We do not have any business liability or disruption insurance coverage for our operations in China. Any business disruption, litigation or natural disaster may result in our incurring substantial costs and the diversion of our resources.

Risks Related to Our Corporate Structure

PRC laws and regulations governing our businesses and the validity of certain of our contractual arrangements are uncertain. If we are found to be in violation, we could be subject to sanctions. In addition, changes in such PRC laws and regulations or changes in interpretations thereof may materially and adversely affect our business.

There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including, but not limited to, the laws and regulations governing our business, or the enforcement and performance of our contractual arrangements with our affiliated Chinese entities, Baidu Netcom, Beijing Perusal and BaiduPay, and their shareholders. We and our PRC subsidiaries, Baidu Online, Baidu China and Baidu Times, are considered foreign persons or foreign-invested enterprises under PRC law. As a result, we and our PRC subsidiaries are subject to PRC legal restrictions on foreign ownership of Internet and online advertising companies. These laws and regulations are relatively new and may be subject to change, and their official interpretation and enforcement may involve substantial uncertainty. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively.

PRC laws and regulations currently provide limited guidance as to whether an Internet search provider that provides search result links to domestic news websites is required to obtain an approval from the State Council News Office. In December 2006, Baidu Netcom was granted a license to provide Internet news services by the State Council News Office. If the interpretation of existing laws and regulations changes or new regulations come into effect expressly requiring Internet search providers that provide search result links to domestic news websites to obtain the Internet news license, and we fail to renew such license, we may have to remove links to news on our websites until we renew the requisite license, which could adversely affect our user traffic.

PRC laws and regulations require Internet content providers, or ICPs, engaging in “Internet culture activities,” including, among other things, online dissemination of audio/video products, to obtain an Internet culture business permit from the Ministry of Culture. Baidu Netcom was granted an Internet culture business permit in April 2007. Beijing Perusal is in the process of applying for this Internet culture business permit, but we cannot assure you that Beijing Perusal may successfully obtain it. If Baidu Netcom fails to renew, or Beijing Perusal fails to obtain, the Internet culture business permit, we may have to stop hosting audio/video programs on our websites and remove links to audio/video products until we renew or obtain the requisite permits, which could adversely affect our user traffic and operating results.

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According to the Rules for the Administration of Broadcasting of Audio/Video Programs through the Internet and Other Information Networks, effective on October 11, 2004, and the Rules for the Administration of Internet Audio/Video Programming Services, commonly known as “Document 56,” effective January 31, 2008, all online audio/video service providers must obtain an audio/video program transmission license issued by the State Administration of Radio, Film and Television, or the SARFT. Document 56 further requires all online audio/video service providers to be either wholly state-owned or state-controlled. At a press conference held on February 3, 2008, officials from the SARFT and the MII clarified that online audio/video service providers that already had been operating lawfully prior to the issuance of Document 56 may re-register and continue to operate without becoming state-owned or controlled, provided that such providers have not engaged in any unlawful activities. We have hosted certain audio/video programs on the Baidu Movie channel since 2006. Shortly after the issuance of Document 56, we started preparing for the application of an audio/video program transmission license. We cannot assure you that we will obtain this license in a timely manner, or at all. If we cannot obtain such license, we would have to stop hosting audio/video programs on our website, which could adversely affect our user traffic and operating results.

The PRC government has broad discretion in dealing with violations of laws and regulations, including levying fines, revoking business and other licenses and requiring actions necessary for compliance. We cannot predict the effect of the interpretation of existing or new PRC laws or regulations on our businesses. We cannot assure you that our current ownership and operating structure would not be found in violation of any current or future PRC laws or regulations. As a result, we may be subject to sanctions, including fines, and could be required to restructure our operations or cease to provide certain services. Any of these or similar actions could significantly disrupt our business operations or restrict us from conducting a substantial portion of our business operations, which could materially and adversely affect our business, financial condition and results of operations.

If the PRC government were to classify P4P services as a form of online advertising or as part of Internet content provider services, we may have to conduct our P4P business through Baidu Netcom, which would increase our effective tax rate, and we might be subject to sanctions and required to pay delinquent taxes.

PRC laws and regulations do not currently classify P4P as a form of online advertising or as part of ICP services requiring an ICP license. We conduct our P4P business through our subsidiaries in the PRC, none of which has the qualification to operate online advertising business or holds an ICP license. However, we cannot assure you that the PRC government will not classify P4P as a form of online advertising or as part of ICP services in the future. If new regulations characterize P4P as a form of online advertising or as part of ICP services, we may have to conduct our P4P business through Baidu Netcom, which is qualified to operate online advertising business and holds an ICP license. This would increase our consolidated effective tax rate for two reasons. First, advertising revenues generated by Baidu Netcom are subject to a 3% construction fee for culture undertakings in addition to the 5% business tax. Second, Baidu Netcom is currently subject to a 25% enterprise income tax rate, as compared to the lower preferential enterprise income tax rates that our PRC subsidiaries are subject to as of the date of this annual report. See “Item 5A. Operating and Financial Review and Prospects—Operating Results—Taxation” for more information on PRC business and enterprise income tax as applicable to our subsidiaries and affiliated entities in the PRC. Moreover, if the change in classification of P4P were to be retroactively applied, we might be subject to sanctions, including payment of delinquent taxes and fines. In addition, the classification of P4P as a form of online advertising could subject us to an obligation to monitor the content of listings of our P4P customers on our websites and the associated risks. See “—Risks Related to Our Businesses—We may be subject to claims based on the content found on our websites.” Any change in the classification of P4P by the PRC government may significantly disrupt our operations and materially and adversely affect our business, results of operations and financial conditions.

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

The PRC government extensively regulates the Internet industry, including foreign ownership of, and the licensing and permit requirements pertaining to, companies in the Internet industry. These Internet-related laws and regulations are relatively new and evolving, and their interpretation and enforcement involve significant uncertainty. As a result, in certain circumstances it may be difficult to determine what actions or omissions may be deemed to be violations of applicable laws and regulations. Issues, risks and uncertainties relating to PRC government regulation of the Internet industry include, but are not limited to, the following:

- We only have contractual control over our websites. We do not own the websites due to the restriction of foreign investment in businesses providing value-added telecommunication services in China, including online information services.
- There are uncertainties relating to the regulation of the Internet business in China, including evolving licensing practices. This means that permits, licenses or operations at some of our companies may be subject to challenge. This may disrupt our business, or subject us to sanctions, requirements to increase capital or other conditions or enforcement, or compromise enforceability of related contractual arrangements, or have other harmful effects on us.
- Certain PRC government authorities have stated publicly that they are in the process of promulgating new laws and regulations that will regulate Internet activities. The areas of regulation may include online advertising, online news displaying online audio-video program broadcasting and the provision of culture-related information over the Internet. Other aspects of our online operations may be regulated in the future. If our operations do not comply with these new regulations at the time they become effective, we could be subject to penalties.

In July 2006, the MII issued the Notice of the Ministry of Information Industry on Intensifying the Administration of Foreign Investment in Value-added Telecommunications Services, or the July 2006 Notice. The July 2006 Notice prohibits domestic telecommunication services providers from leasing, transferring or selling telecommunications business operating licenses to any foreign investor in any form, or providing any resources, sites or facilities to any foreign investor for their illegal operation of a telecommunications business in China. According to the July 2006 Notice, either the holder of a value-added telecommunication service license or its shareholders must directly own the domain names and trademarks used by such license holders in their provision of value-added telecommunication services. The July 2006 Notice also requires each license holder to have the necessary facilities, including servers, for its approved business operations and to maintain such facilities in the regions covered by its license.

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In October 2006, the Telecommunication Management Bureau of the MII issued a notice reiterating its requirements as described in the July 2006 Notice. In particular, this notice requires MII local authorities in charge of value-added telecommunications services to ensure that existing ICP license holders conduct a self-assessment of their compliance with the July 2006 Notice and submit status reports to the MII before November 1, 2006. This notice further requires that any ICP license holder which has identified any non-compliance with the July 2006 Notice during its self-assessment must report its self-correction plan to the Telecommunication Management Bureau of the MII before November 20, 2006.

Baidu Netcom, our PRC affiliated entity that holds the ICP license necessary to conduct our business in China, received a letter from the MII requiring self-assessment and responded timely. In order to comply with the July 2006 Notice, we have transferred certain domain names primarily used in our business to Baidu Netcom and Beijing Perusal, respectively. In addition, we are in the process of transferring certain trademarks, including pending trademark applications made by Baidu Online, to Baidu Netcom, Beijing Perusal and BaiduPay, respectively.

The interpretation and application of existing PRC laws, regulations and policies and possible new laws, regulations or policies, including the July 2006 Notice issued by the MII, have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, Internet businesses in China, including our business.

In order to comply with PRC laws and regulations limiting foreign ownership of Internet and online advertising businesses, we conduct our ICP and online advertising businesses through our consolidated affiliated entities in China by means of contractual arrangements. If the PRC government determines that these contractual arrangements do not comply with applicable regulations, our business could be adversely affected.

The PRC government restricts foreign investment in Internet and online advertising businesses. Accordingly, we operate our websites and our online advertising business in China through Baidu Netcom, a company wholly-owned by our chairman, chief executive officer and co-founder Robin Yanhong Li and our co-founder Eric Yong Xu, Beijing Perusal, a company wholly-owned by two individuals designated by our company. In February 2008, we assisted in establishing BaiduPay, a company wholly-owned by Baidu Netcom and an individual designated by our company, which will operate an online payment platform. All of the individual shareholders of Baidu Netcom, Beijing Perusal and BaiduPay are PRC citizens. Baidu Netcom, Beijing Perusal and BaiduPay hold the licenses and approvals necessary to operate our websites and our online advertising business in China. We have contractual arrangements with Baidu Netcom, Beijing Perusal, BaiduPay and their individual shareholders that allow us to substantially control Baidu Netcom, Beijing Perusal and BaiduPay. We cannot assure you, however, that we will be able to enforce these contracts.

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Although we believe we comply with current PRC regulations, we cannot assure you that the PRC government would agree that these operating arrangements comply with PRC licensing, registration or other regulatory requirements, with existing policies or with requirements or policies that may be adopted in the future. If the PRC government determines that we do not comply with applicable law, it could revoke our business and operating licenses, require us to discontinue or restrict our operations, restrict our right to collect revenues, block our websites, require us to restructure our operations, impose additional conditions or requirements with which we may not be able to comply, impose restrictions on our business operations or on our customers, or take other regulatory or enforcement actions against us that could be harmful to our business.

Our contractual arrangements with our consolidated affiliated entities in China and their individual shareholders may not be as effective in providing control over these entities as direct ownership.

Since PRC law restricts foreign equity ownership in Internet and online advertising companies in China, we operate our ICP and online advertising businesses through our consolidated affiliated entities in China, Baidu Netcom, Beijing Perusal and BaiduPay. We have no equity ownership interest in any of these entities and must rely on contractual arrangements to control and operate such businesses. These contractual arrangements may not be as effective in providing control over these entities as direct ownership. For example, Baidu Netcom, Beijing Perusal or BaiduPay could fail to take actions required for our business or fail to maintain our websites despite its contractual obligation to do so. If they fail to perform under their respective agreements with us, we may have to rely on legal remedies under PRC law, which may not be effective. In addition, we cannot assure you that any of their respective individual shareholders would always act in our best interests.

The new PRC Property Rights Law may affect the perfection of the pledge in our equity pledge agreements with our consolidated affiliated entities and their individual shareholders.

Under the equity pledge agreements among Baidu Online and our consolidated affiliated entities, Baidu Netcom, Beijing Perusal and BaiduPay, and their respective individual shareholders, the individual shareholders of Baidu Netcom, Beijing Perusal and BaiduPay have pledged all of their equity interests therein to Baidu Online by recording the pledge on the shareholder registers of the respective entities. However, according to the PRC Property Rights Law, which became effective as of October 1, 2007, a pledge is not effective without being registered with the relevant local administration for industry and commerce. It remains unclear whether under the PRC Property Rights Law, Baidu Netcom and Beijing Perusal are required to register the pledge created before October 1, 2007. To our knowledge, no application for registration of share pledge has been processed by the local administration for industry and commerce in Beijing, due to a lack of registration procedures. Baidu Netcom, Beijing Perusal and BaiduPay will make efforts to register the equity pledge when the local administration for industry and commerce implements registration procedures. We cannot assure you that they will be able to register the pledge. If they are unable to do so, the pledges may be deemed ineffective under the PRC Property Rights Law. If any individual shareholder of Baidu Netcom, Beijing Perusal or BaiduPay breaches his or her obligations under the agreement with Baidu Online, there is a risk that Baidu Online may not be able to successfully enforce the pledge and would need to resort to legal proceedings to enforce its contractual rights.

Our contractual arrangements with our consolidated affiliated entities in China may result in adverse tax consequences to us.

As a result of our corporate structure and the contractual arrangements between Baidu Online and each of our consolidated affiliated entities in China, we are effectively subject to the 5% PRC business tax on both revenues generated by Baidu Netcom's, Beijing Perusal's and BaiduPay's operations in China and revenues derived from Baidu Online's contractual arrangements with these entities. Moreover, we would be subject to adverse tax consequences if the PRC tax authorities were to determine that the contracts between Baidu Online and these entities were not on an arm's length basis and therefore constitute a favorable transfer pricing. As a result, the PRC tax authorities could request that Baidu Netcom, Beijing Perusal and BaiduPay adjust their taxable income upward for PRC tax purposes. Such a pricing adjustment could adversely affect us by:

- increasing Baidu Netcom's, Beijing Perusal's and BaiduPay's tax expenses without reducing Baidu Online's tax expenses, which could subject Baidu Netcom, Beijing Perusal and BaiduPay to late payment fees and other penalties for under-payment of taxes; and
- resulting in Baidu Online's loss of its preferential tax treatment.

The new PRC Enterprise Income Tax Law became effective on January 1, 2008. This new tax law specifies special adjustments to taxation. In particular, an enterprise must submit its annual tax return together with a report on transactions with its affiliates to the tax authorities. The tax authorities may impose reasonable adjustments on taxation if they have identified any related party transactions that are inconsistent with arms-length principles.

We may have exposure to greater than anticipated tax liabilities.

We are subject to income tax, business tax and other taxes in many provinces and cities in China and our tax structure is subject to review by various local tax authorities. The determination of our provision for income tax and other tax liabilities requires significant judgment and in the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe our estimates are reasonable, the ultimate decisions by the relevant tax authorities may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

The principal shareholder of Baidu Netcom has potential conflicts of interest with us, which may adversely affect our business.

Robin Yanhong Li, our chairman and chief executive officer, is also the principal shareholder of Baidu Netcom. Conflicts of interests between his duties to our company and Baidu Netcom may arise. As Mr. Li is a director and executive officer of our company, he has a duty of loyalty and care to us under Cayman Islands law when there are any potential conflicts of interests between our company and Baidu Netcom. Additionally, Mr. Li has executed an irrevocable power of attorney to appoint the individual designated by us to be his attorney-in-fact to vote on his behalf on all Baidu Netcom matters requiring shareholder approval. We cannot assure you, however, that when conflicts of interest arise, Mr. Li will act completely in our interests or that conflicts of interests will be resolved in our favor. In addition, Mr. Li could violate his employment agreement with us or his legal duties by diverting business opportunities from us to others. If we cannot resolve any conflicts of interest between us and Mr. Li, we would have to rely on legal proceedings, which could be expensive, time-consuming and result in the disruption of our business.

Our corporate actions are substantially controlled by our principal shareholders and affiliated entities.

Our principal shareholders and their affiliated entities own more than a majority of our voting power due to our dual-class ordinary share structure. These shareholders, acting individually or as a group, could exert substantial influence over matters such as electing directors and approving mergers or other business combination transactions. This concentration of voting power may also discourage, delay or prevent a change in control of our company, which could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company and might reduce the price of our ADSs.

We may be unable to collect long-term loans to the shareholders of our consolidated affiliated entities in China.

As of March 31, 2008, we had made long-term loans in an aggregate principal amount of RMB100.0 million (US\$13.7 million), RMB1.0 million (US\$0.1 million) and RMB9.0 million (US\$1.2 million) to the individual shareholders of Baidu Netcom, Beijing Perusal and BaiduPay, respectively. We extended these loans to enable the shareholders to fund the initial capitalization of Baidu Netcom, Beijing Perusal and BaiduPay, respectively, and in the case of Baidu Netcom, a subsequent increase in its registered capital. As of the date of this annual report, all of the registered capital of our consolidated affiliated entities in China has been fully funded. We may in the future provide additional loans to the individual shareholders of our consolidated affiliated entities in China in connection with any increase in their capitalization to the extent necessary and permissible under applicable law. Our ability to ultimately collect these loans will depend on the profitability of these consolidated affiliated entities and their operational needs, which are uncertain.

Risks Related to Doing Business in China

Adverse changes in economic and political policies of the PRC government could have a material adverse effect on the overall economic growth of China, which could adversely affect our business.

Most of our business operations are conducted in China. Accordingly, our results of operations, financial condition and prospects are subject to a significant degree to economic, political and legal developments in China. China's economy differs from the economies of most developed countries in many respects, including with respect to the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth in the past 30 years, growth has been uneven across different regions and among various economic sectors of China. The PRC government has implemented various measures to encourage economic development and guide the allocation of resources. Some of these measures benefit the overall PRC economy, but may also have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by government control over capital investments or changes in tax regulations that are applicable to us. Since early 2004, the PRC government has implemented certain measures to control the pace of economic growth. Such measures may cause a decrease in the level of economic activity in China, which in turn could adversely affect our results of operations and financial condition.

Regulation and censorship of information disseminated over the Internet in China may adversely affect our business and subject us to liability for information linked to our website.

The PRC government has adopted regulations governing Internet access and the distribution of news and other information over the Internet. Under these regulations, Internet content providers and Internet publishers are prohibited from posting or displaying over the Internet content that, among other things, violates PRC laws and regulations, impairs the national dignity of China, or is reactionary, obscene, superstitious, fraudulent or defamatory. Failure to comply with these requirements may result in the revocation of licenses to provide Internet content and other licenses and the closure of the concerned websites. In the past, failure to comply with such requirements has resulted in the closure of certain websites. The website operator may also be held liable for such censored information displayed on or linked to the website.

In addition, the MII has published regulations that subject website operators to potential liability for content displayed on their websites and the actions of users and others using their systems, including liability for violations of PRC laws and regulations prohibiting the dissemination of content deemed to be socially destabilizing. The Ministry of Public Security has the authority to order any local Internet service provider to block any Internet website at its sole discretion. From time to time, the Ministry of Public Security has stopped the dissemination over the Internet of information which it believes to be socially destabilizing. The State Secrecy Bureau is also authorized to block any website it deems to be leaking State secrets or failing to meet the relevant regulations relating to the protection of State secrets in the dissemination of online information. Furthermore, we are required to report any suspicious content to relevant governmental authorities, and to undergo computer security inspections. If we fail to implement the relevant safeguards against security breaches, our websites may be shut down and our business and ICP licenses may be revoked. In addition, Internet companies which provide bulletin board systems, chat rooms or similar services must apply for specific approval from relevant authorities.

In June 2002, we were required to shut down our server for one week and pay an RMB10,000 fine because our search results contained certain content that the public security authorities considered socially harmful. Although we attempt to monitor the content in our search results and on our online communities such as Baidu Post Bar, we are not able to control or restrict the content of other Internet content providers linked to or accessible through our websites, or content generated or placed on our Baidu Post Bar message boards or our other online communities by our users. To the extent that PRC regulatory authorities find any content displayed on our websites objectionable, they may require us to limit or eliminate the dissemination of such information on our websites, which may reduce our user traffic and have an adverse effect on our business. In addition, we may be subject to penalties for violations of those regulations arising from information displayed on or linked to our websites, including a suspension or shutdown of our online operations.

PRC government authorities may deem certain third-party websites unlawful and could require us to remove links to such websites, which may reduce our user traffic and have a material adverse effect on our business.

The Internet industry in China, including the operation of online activities, is extensively regulated by the PRC government. Various PRC government authorities such as the State Council, the MII, the State Administration for Industry and Commerce, or the SAIC, the General Administration of Press and Publication and the Ministry of Public Security are empowered to issue and implement regulations governing various aspects of the Internet and online activities. Substantial uncertainties exist regarding the potential impact of current and future PRC laws and regulations on Internet search providers. We are not able to control or restrict the operation of third-party websites linked to or accessible through our websites. If third-party websites linked to or accessible through our websites operate unlawful activities such as online gambling on their websites, PRC regulatory authorities may require us to report such unlawful activities to relevant authorities and to remove the links to such websites, or they may suspend or shut down the operation of such websites. PRC regulatory authorities may also temporarily block access to certain websites for a period of time for reasons beyond our control. Any of these actions may reduce our user traffic and adversely affect our business. In addition, we may be subject to potential liabilities for providing links to third-party websites that operate unlawful activities.

Intensified government regulation of Internet cafes could restrict our ability to maintain or increase user traffic to our website.

In April 2001, the PRC government began tightening its regulation of Internet cafes. In particular, a large number of unlicensed Internet cafes have been closed. In addition, the PRC government has imposed higher capital and facility requirements for the establishment of Internet cafes. Furthermore, the PRC government's policy, which encourages the development of a limited number of national and regional Internet cafe chains and discourages the establishment of independent Internet cafes, may slow down the growth of Internet cafes. In June 2002, the Ministry of Culture, together with other government authorities, issued a joint notice, and in February 2004, the SAIC issued another notice, suspending the issuance of new Internet cafe licenses. In May 2007, the SAIC reiterated its position not to register any new Internet cafe in 2007. So long as Internet cafes are one of the primary venues for our users to access our websites, any reduction in the number, or any slowdown in the growth, of Internet cafes in China could limit our ability to maintain or increase user traffic to our websites.

The newly enacted PRC Enterprise Income Tax Law could increase the enterprise income tax rate applicable to Baidu Online, Baidu Times and Baidu China or impose PRC withholding tax on dividends from such PRC operating subsidiaries, which would have a material adverse effect on our result of operations.

Pursuant to the applicable PRC tax laws and regulations effective before January 1, 2008, foreign-invested enterprises established in China were generally subject to a state and local enterprise income tax, or EIT, at statutory rates of 30% and 3%, respectively. An enterprise qualified as a "high and new technology enterprise" and located in a "national high-tech development zone" was entitled to a preferential EIT rate of 15% and an exemption from the EIT for two years starting from its first profitable year. In addition, an enterprise qualified as a "high and new technology enterprise" located in the Beijing New Technology Industry Development Zone was entitled to a preferential EIT rate of 15% and would enjoy an exemption from the EIT for the first three years of its establishment and a 50% reduction of the EIT for the succeeding three years.

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Under the applicable PRC tax laws and regulations effective before January 1, 2008, Baidu Online was qualified as a high and new technology enterprise. It was thus entitled to a preferential EIT rate of 15%. In 2006, Baidu Online obtained an “advanced technology enterprise” certificate from the Beijing Municipal Bureau of Commerce, which qualified Baidu Online for a 10% EIT rate from 2006 to 2008. Similarly, Baidu Times, which was also a certified foreign-invested high and new technology enterprise located in Beijing Zhongguancun Science Park (part of the Beijing New Technology Industry Development Zone), was entitled to a three-year exemption from EIT from 2006 to 2008 and a 7.5% EIT rate for another three years from 2009 to 2011, followed by a 15% tax rate so long as it continued to qualify as a high and new technology enterprise. Baidu China was registered in the Shanghai Pudong New Area and thus was subject to a 15% EIT rate. Moreover, Baidu China was granted “software enterprise” status by the Shanghai Municipal Information Commission in 2006 and thus was entitled to a full exemption from EIT from 2006 to 2007 and a 50% tax reduction from 2008 to 2010.

On March 16, 2007, the National People’s Congress of China enacted the Enterprise Income Tax Law, or the EIT Law, which became effective on January 1, 2008. On December 6, 2007, the State Council issued the Implementation Rules of the Enterprise Income Tax Law, or the Implementation Rules, which also became effective on January 1, 2008. On December 26, 2007, the State Council issued the Notice on Implementation of Enterprise Income Tax Transition Preferential Policy under the EIT Law, or the Transition Preferential Policy Circular, which became effective simultaneously with the EIT Law.

According to the EIT Law, as further clarified by the Implementation Rules and the Transition Preferential Policy Circular, FIEs and domestic enterprises are subject to EIT at a uniform rate of 25%. The EIT rate of enterprises established before March 16, 2007 that were eligible for preferential tax treatment according to then effective tax laws and regulations will gradually transition to the uniform 25% EIT rate by January 1, 2013. In addition, certain enterprises may still benefit from a preferential tax rate of 15% under the EIT Law if they qualify as “high and new technology enterprises strongly supported by the State,” subject to certain general factors described therein.

Under the Notice on Several Preferential Policies in Respect of Enterprise Income Tax promulgated jointly by the Ministry of Finance and the State Administration of Taxation on February 22, 2008, or the Caishui No. 1 Notice, other than the preferential EIT treatments specified under the EIT Law, the Implementation Rules and certain other tax regulations, all preferential EIT treatments granted prior to January 1, 2008 are eliminated. Accordingly, the preferential tax treatments granted to Baidu Online as an “advanced technology enterprise” have been eliminated as of January 1, 2008. However, there is still uncertainty as to how software enterprises established before January 1, 2008 will be treated under the EIT Law and related regulations. We are waiting for further official clarifications to determine Baidu China’s tax status.

On April 14, 2008, the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation jointly issued the Administrative Measures on the Recognition of High and New Technology Enterprises, or the Recognition Rules, effective on January 1, 2008. According to the Recognition Rules, the provincial counterparts of the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation shall jointly determine whether an enterprise is qualified as a high and new technology enterprise under the EIT Law. In making such determination, these government agencies shall consider, among other factors, ownership of core technology, whether the products or services fall within the scope of high and new technology strongly supported by the state as specified in the Recognition Rules, the ratios of technical personnel and research and development (R&D) personnel to total personnel, the ratio of R&D expenditures to annual sales revenues, the ratio of revenues attributed to high and new technology products or services to total revenues, and other measures that will be set forth in a guidance to be issued later. We are waiting for additional official guidance to determine whether Baidu Online and Baidu Times will continue to be qualified as a high and new technology enterprise under the EIT Law and therefore entitled to the preferential tax rate and, in the case of Baidu Times, the remaining tax holidays granted under the previously effective tax laws and regulations. Meanwhile, in accordance with the Notice on Prepayment of the Enterprise Income Tax issued by the State Administration of Taxation on January 30, 2008, Baidu Online has started making prepayment of the EIT at the rate of 25%.

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In addition, under the EIT Law and the Implementation Rules, dividends, interests, rent or royalties payable by an FIE, such as our PRC subsidiaries, to any of its foreign non-resident enterprise investors, and proceeds of the disposition of assets (subsequent to deduction of the net value of such assets) by such foreign enterprise investor, shall be subject to a 10% withholding tax unless such foreign enterprise investor's jurisdiction of incorporation has a tax treaty with China that provides for a reduced rate of withholding. The Caishui No. 1 Notice issued on February 22, 2008 further clarifies that undistributed profits earned by FIEs prior to January 1, 2008 will be exempted from any withholding tax. The British Virgin Islands, where our wholly-owned subsidiary Baidu Holdings, which is the sole shareholder of our PRC subsidiary Baidu Online, is incorporated, does not have such a tax treaty with China. Baidu Hong Kong, our wholly-owned subsidiary and the sole shareholder of our PRC subsidiaries Baidu China and Baidu Times, was incorporated in Hong Kong, which has a tax treaty with China that provides for a lower withholding tax rate of 5%.

An increase in Baidu Online's, Baidu Times' or Baidu China's EIT rate pursuant to the new PRC tax law or the imposition of PRC withholding tax on dividends from such PRC operating subsidiaries would have a material adverse effect on our results of operations.

We may be deemed a PRC resident enterprise under the EIT Law, which could subject us to PRC taxation on our global income, and which may have a material adverse effect on our results of operations.

Under the EIT Law and the Implementation Rules, an enterprise established outside of the PRC with "de facto management bodies" within the PRC is considered a PRC resident enterprise and is subject to the EIT at the rate of 25% on its worldwide income. The Implementation Rules define the term "de facto management bodies" as "establishments that carry out substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. of an enterprise." If we are deemed a PRC resident enterprise, we may be subject to the EIT at 25% on our global income, except that the dividends we receive from our PRC subsidiaries may be exempt from the EIT to the extent such dividends are deemed as "dividends among qualified PRC resident enterprises." If we are considered a resident enterprise and earn income other than dividends from our PRC subsidiaries, a 25% EIT on our global income could significantly increase our tax burden and materially and adversely affect our cash flow and profitability.

Under the EIT Law, dividends payable by us and gains on the disposition of our shares or ADSs may be subject to PRC taxation.

If we were considered a PRC resident enterprise under the EIT Law, our shareholders and ADS holders who are deemed non-resident enterprises may be subject to the EIT at the rate of 10% upon the dividends payable by us or upon any gains realized from the transfer of our shares or ADSs, if such income is deemed derived from China, provided that (i) such foreign enterprise investor has no establishment or premises in China, or (ii) it has establishment or premises in China but its income derived from China has no real connection with such establishment or premises. If we were required under the EIT Law to withhold PRC income tax on our dividends payable to our non-PRC enterprise shareholders and ADS holders, or if any gains realized from the transfer of our shares or ADSs by our non-PRC enterprise shareholders and ADS holders were subject to the EIT, your investment in our shares or ADSs would be materially and adversely affected.

Our subsidiaries and affiliated entities are subject to restrictions on paying dividends and making other payments to us.

We are a holding company incorporated in the Cayman Islands and do not have any assets or conduct any business operations other than our investments in our subsidiaries and affiliated entities. As a result of our holding company structure, we currently rely entirely on dividends payments from our subsidiaries in China after they receive payments from our consolidated affiliated entities, Baidu Netcom, Beijing Perusal and BaiduPay, under various service and other contractual arrangements. However, PRC regulations currently permit payment of dividends only out of accumulated profits, as determined in accordance with PRC accounting standards and regulations. Our subsidiaries and consolidated affiliated entities in China are also required to set aside a portion of their after-tax profits according to PRC accounting standards and regulations to fund certain reserve funds. The PRC government also imposes controls on the conversion of RMB into foreign currencies and the remittance of currencies out of China. We may experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency. See “—Government control of currency conversion may affect the value of your investment.” Furthermore, if our subsidiaries or consolidated affiliated entities in China incur debt on their own in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments. If we or any of our subsidiaries in China is unable to receive all of the revenues from our operations through these contractual or dividend arrangements, we may be unable to pay dividends on our ordinary shares and ADSs.

Uncertainties with respect to the PRC legal system could adversely affect us.

We conduct our business primarily through our subsidiaries and affiliated entities in the PRC. Our operations in China are governed by PRC laws and regulations. Our subsidiaries are generally subject to laws and regulations applicable to foreign investments in China and, in particular, laws applicable to wholly foreign owned enterprises. The PRC legal system is based on written statutes. Prior court decisions may be cited for reference but have limited precedential value.

Since 1979, PRC legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in China. However, China has not developed a fully integrated legal system and recently-enacted laws and regulations may not sufficiently cover all aspects of economic activities in China. In particular, because these laws and regulations are relatively new, and because of the limited volume of published decisions and their nonbinding nature, the interpretation and enforcement of these laws and regulations involve uncertainties. Furthermore, the PRC legal system is based in part on government policies and internal rules (some of which are not published on a timely basis or at all) that may have a retroactive effect. As a result, we may not be aware of our violation of these policies and rules until some time after the violation. In addition, any litigation in China may be protracted and result in substantial costs and diversion of resources and management attention.

You may experience difficulties in effecting service of legal process upon, enforcing foreign judgments or bringing original actions in China based on United States or other foreign laws against, us or our management.

We conduct most of our operations in China and most of our assets are located in China. In addition, all of our senior executive officers reside within China. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon our senior executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Moreover, our PRC counsel has advised us that the PRC does not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of judgment of courts.

Governmental control of currency conversion may affect the value of your investment.

The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of China. We receive substantially all of our revenues in RMB. Under our current structure, our income is primarily derived from dividend payments from our PRC subsidiaries. Shortages in the availability of foreign currency may restrict the ability of our PRC subsidiaries and affiliated entities to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade-related transactions, can be made in foreign currencies without prior approval from the PRC State Administration of Foreign Exchange, or SAFE, by complying with certain procedural requirements. However, approval from appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of bank loans denominated in foreign currencies. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay dividends in foreign currencies to our shareholders, including holders of our ADSs.

PRC regulations relating to the establishment of offshore special purpose companies by PRC residents and registration requirements for employee stock ownership plans or share option plans may subject our PRC resident beneficial owners or the plan participants to personal liability, limit our ability to inject capital into our PRC subsidiaries, limit our subsidiaries' ability to increase their registered capital or distribute profits to us, or may otherwise adversely affect us.

SAFE has promulgated several regulations, including SAFE Circular No. 75 issued in November 2005 and its implementation rule issued in May 2007, that require PRC residents and PRC corporate entities to register with local branches of SAFE in connection with their direct or indirect offshore investment in an overseas special purpose vehicles, or SPV, for the purposes of overseas equity financing activities. These regulations apply to our shareholders who are PRC residents and may apply to any offshore acquisitions that we make in the future.

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Under these SAFE regulations, PRC residents who make, or have previously made, direct or indirect investments in an SPV are required to register those investments. In addition, any PRC resident who is a direct or indirect shareholder of an SPV is required to update the previously filed registration with the local branch of SAFE, with respect to that SPV, to reflect any material change involving its round-trip investment, capital variation, such as an increase or decrease in capital, transfer or swap of shares, merger, division, long-term equity or debt investment or creation of any security interest. Moreover, the PRC subsidiaries of that SPV are required to urge the PRC resident shareholders to update their SAFE registration with the local branch of SAFE when such updates are required under applicable SAFE regulations. If any PRC shareholder fails to make the required SAFE registration or file or update the registration, the PRC subsidiaries of that SPV may be prohibited from distributing their profits and the proceeds from any reduction in capital, share transfer or liquidation, to their SPV, and the SPV may also be prohibited from injecting additional capital into their PRC subsidiaries. Moreover, failure to comply with the various SAFE registration requirements described above could result in liability under PRC laws for evasion of applicable foreign exchange restrictions.

We have notified shareholders of our company whom we know are PRC residents to register with the local SAFE branch as required under the SAFE regulations described above. We are aware that our major shareholders who are PRC residents have registered with the relevant local SAFE branch. We, however, cannot provide any assurances that all of our shareholders who are PRC residents will make or obtain any applicable registrations or approvals required by these SAFE regulations. The failure or inability of our PRC resident shareholders to comply with the registration procedures set forth therein may subject us to fines and legal sanctions, restrict our cross-border investment activities, or limit our PRC subsidiaries' ability to distribute dividends or obtain foreign exchange-dominated loans to our company.

As it is uncertain how the SAFE regulations described above will be interpreted or implemented, we cannot predict how these regulations will affect our business operations or future strategy. For example, we may be subject to more stringent review and approval process with respect to our foreign exchange activities, such as remittance of dividends and foreign currency-denominated borrowings, which may adversely affect our results of operations and financial condition. In addition, if we decide to acquire a PRC domestic company, we cannot assure you that we or the owners of such company, as the case may be, will be able to obtain the necessary approvals or complete the necessary filings and registrations required by the SAFE regulations. This may restrict our ability to implement our acquisition strategy and could adversely affect our business and prospects.

In December 2006, the People's Bank of China promulgated the Administrative Measures of Foreign Exchange Matters for Individuals, setting forth the respective requirements for foreign exchange transactions by PRC individuals under either the current account or the capital account. In January 2007, SAFE issued implementing rules for the Administrative Measures of Foreign Exchange Matters for Individuals, which, among other things, specified approval requirements for certain capital account transactions such as a PRC citizen's participation in the employee stock ownership plans or stock option plans of an overseas publicly listed company. On March 28, 2007, SAFE promulgated the Application Procedure of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Holding Plan or Stock Option Plan of Overseas-Listed Company, or the Stock Option Rule. Under this Stock Option Rule, PRC citizens who are granted stock options by an overseas publicly listed company are required, through a PRC agent or PRC subsidiary of such overseas publicly-listed company, to register with SAFE and complete certain other procedures. We and our PRC employees who have been granted stock options are subject to these regulations. We have designated our PRC subsidiary Baidu Online to handle the registration and other procedures required by the Stock Option Rule. If we or our PRC optionees fail to comply with these regulations in the future, we or our PRC optionees and their local employers may be subject to fines and legal sanctions.

A regulation adopted in August 2006 establishes more complex procedures for acquisitions conducted by foreign investors, which could make it more difficult for us to pursue growth through acquisitions.

On August 8, 2006, six PRC regulatory agencies, namely, the PRC Ministry of Commerce, or the MOC, the State Assets Supervision and Administration Commission, the State Administration for Taxation, the SAIC, the China Securities Regulatory Commission and SAFE, jointly adopted the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, which became effective on September 8, 2006. Among other things, the new regulations established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex, including requirements in some instances that the MOC be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise. We may grow our business in part by directly acquiring complementary businesses in the PRC. Complying with the requirements of the new regulations to complete such transactions could be time-consuming, and any required approval processes, including obtaining approval from the MOC, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

Fluctuation in the value of the RMB may have a material adverse effect on your investment.

The value of the RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB to the U.S. dollar. Under the current policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy has resulted in an approximately 15.9% appreciation of the RMB against the U.S. dollar between July 21, 2005 and June 4, 2008. On May 19, 2007, the People's Bank of China announced a policy to expand the maximum daily floating range of the RMB trading prices against the U.S. dollar in the inter-bank spot foreign exchange market from 0.3% to 0.5%. With this increased floating range, the RMB's value may appreciate or depreciate significantly against the U.S. dollar in the long term.

While the international reaction to the RMB revaluation has generally been positive, there remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar. Our revenues and costs are mostly denominated in RMB, while a significant portion of our financial assets are denominated in U.S. dollars. We currently rely entirely on dividends and other fees paid to us by our subsidiaries and consolidated affiliated entities in China. Any significant revaluation of RMB may materially and adversely affect our cash flows, revenues, earnings and financial position, and the value of, and any dividends payable on, our ADSs in U.S. dollars. For example, an appreciation of RMB against the U.S. dollar would make any new RMB denominated investments or expenditures more costly to us, to the extent that we need to convert U.S. dollars into RMB for such purposes. An appreciation of RMB against the U.S. dollar would also result in foreign currency translation losses for financial reporting purposes when we translate our U.S. dollar denominated financial assets into RMB, as RMB is our reporting currency. Conversely, a significant depreciation of the RMB against the U.S. dollar may significantly reduce the U.S. dollar equivalent of our earnings, which in turn could adversely affect the price of our ADSs.

We face risks related to health epidemics and other outbreaks.

Our business could be adversely affected by the effects of avian influenza, SARS or another epidemic or outbreak. In recent years, there have been reports on the occurrences of avian influenza in various parts of China, including a few confirmed human cases. Any prolonged recurrence of avian influenza, SARS or other adverse public health developments in China may have a material adverse effect on our business operations. For instance, health or other government regulations adopted in response to an epidemic or outbreak may require temporary closure of Internet cafes, which is where many users access our websites, or of our offices. Such closures would severely disrupt our business operations and adversely affect our results of operations. We have not adopted any written preventive measures or contingency plans to combat any future outbreak of avian influenza, SARS or any other epidemic.

We may incur substantial administrative and staffing cost due to the promulgation of the new labor contract law.

On June 29, 2007, the Standing Committee of the National People's Congress of China enacted the Labor Contract Law, which became effective on January 1, 2008. The Labor Contract Law contains substantial provisions with a view to improve job security and to protect the rights and interests of employees. In order to fully comply with the legal requirements under the Labor Contract Law, we may incur substantial administrative and staffing cost.

Risks Related to Our ADSs

The trading price of our ADSs has been volatile and may continue to be volatile regardless of our operating performance.

The trading price of our ADSs has been and may continue to be subject to wide fluctuations. During the period from August 5, 2005, the first day on which our ADSs were listed on the Nasdaq, until June 4, 2008, the trading prices of our ADSs ranged from \$44.44 to \$429.19 per ADS and the closing sale price on June 4, 2008 was \$344.52 per ADS. The market price for our ADSs may continue to be volatile and subject to wide fluctuations in response to factors including the following:

- actual or anticipated fluctuations in our quarterly operating results;

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- changes in financial estimates by securities research analysts;
- conditions in Internet search and online marketing markets;
- changes in the economic performance or market valuations of other Internet search or Internet companies that are perceived to be comparable to us;
- announcements by us or our competitors of new products, acquisitions, strategic partnerships, joint ventures or capital commitments;
- addition or departure of key personnel;
- fluctuations of exchange rates between RMB and the U.S. dollar;
- intellectual property litigation; and
- general economic or political conditions in China.

In addition, the stock market in general, and the market prices for Internet-related companies and companies with operation in China in particular, have experienced volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the price of our ADSs, regardless of our operating performance. Volatility or a lack of positive performance in our stock price may also adversely affect our ability to retain key employees, most of whom have been granted options or other equity incentives.

Substantial future sales or the perception of sales of our ADSs in the public market could cause the price of our ADSs to decline.

Sales of our ADSs in the public market, or the perception that these sales could occur, could cause the market price of our ADSs to decline. Such sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate. If any existing shareholder or shareholders sell a substantial amount of ADSs, the prevailing market price for our ADSs could be adversely affected.

In addition, we may issue additional ordinary shares for future acquisitions. If we pay for our future acquisitions in whole or in part with additionally issued ordinary shares, your ownership interests in our company would be diluted and this, in turn, could have a material adverse effect on the price of our ADSs.

You may not have the same voting rights as the holders of our ordinary shares and may not receive voting materials in time to be able to exercise your right to vote.

Except as described in this annual report and in the deposit agreement, holders of our ADSs will not be able to exercise voting rights attaching to the shares evidenced by our ADSs on an individual basis. Holders of our ADSs will appoint the depositary or its nominee as their representative to exercise the voting rights attaching to the shares represented by the ADSs. You may not receive voting materials in time to instruct the depositary to vote, and it is possible that you, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise a right to vote. Upon our written request, the depositary will mail to you a shareholder meeting notice which contains, among other things, a statement as to the manner in which your voting instructions may be given, including an express indication that such instructions may be given or deemed given to the depositary to give a discretionary proxy to a person designated by us if no instructions are received by the depositary from you on or before the response date established by the depositary. However, no voting instruction shall be deemed given and no such discretionary proxy shall be given with respect to any matter as to which we inform the depositary that (i) we do not wish such proxy given, (ii) substantial opposition exists, or (iii) such matter materially and adversely affects the rights of shareholders.

You may not be able to participate in rights offerings and may experience dilution of your holdings as a result.

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. Under the deposit agreement for the ADSs, the depository will not offer those rights to ADS holders unless both the rights and the underlying securities to be distributed to ADS holders are either registered under the Securities Act, or exempt from registration under the Securities Act with respect to all holders of ADSs. We are under no obligation to file a registration statement with respect to any such rights or underlying securities or to endeavor to cause such a registration statement to be declared effective. In addition, we may not be able to take advantage of any exemptions from registration under the Securities Act. Accordingly, holders of our ADSs may be unable to participate in our rights offerings and may experience dilution in their holdings as a result.

You may be subject to limitations on transfer of your ADSs.

Your ADSs are transferable on the books of the depository. However, the depository may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depository may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depository are closed, or at any time if we or the depository deems it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

You may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. federal courts may be limited, because we are incorporated under Cayman Islands law, conduct most of our operations in China and all of our officers reside outside the United States.

We are incorporated in the Cayman Islands, and conduct most of our operations in China through our wholly-owned subsidiaries in China. All of our officers reside outside the United States and some or all of the assets of those persons are located outside of the United States. As a result, it may be difficult or impossible for you to bring an action against us or against these individuals in the Cayman Islands or in China in the event that you believe that your rights have been infringed under the securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and of China may render you unable to enforce a judgment against our assets or the assets of our directors and officers. There is no statutory recognition in the Cayman Islands of judgments obtained in the United States, although the courts of the Cayman Islands will generally recognize and enforce a non-penal judgment of a foreign court of competent jurisdiction without retrial on the merits.

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Our corporate affairs are governed by our memorandum and articles of association and by the Companies Law (2007 Revision) and common law of the Cayman Islands. The rights of shareholders to take legal action against our directors and us, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedents in the United States. In particular, the Cayman Islands has a less developed body of securities laws as compared to the United States, and provides significantly less protection to investors. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action before the federal courts of the United States.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests through actions against our management, directors or major shareholders than would shareholders of a corporation incorporated in a jurisdiction in the United States.

Our dual-class ordinary share structure with different voting rights could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial.

Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares are entitled to one vote per share, while holders of Class B ordinary shares are entitled to 10 votes per share. We issued Class A ordinary shares represented by our ADSs in our initial public offering. Certain of our major shareholders, including our co-founder, chairman and chief executive officer, Robin Yanhong Li, who acquired our shares prior to our initial public offering, hold our Class B ordinary shares. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances. Upon any transfer of Class B ordinary shares by a holder thereof to any person or entity which is not an affiliate of such holder, such Class B ordinary shares shall be automatically and immediately converted into the equal number of Class A ordinary shares. In addition, if at any time Robin Yanhong Li and his affiliates collectively own less than 5% of the total number of the issued and outstanding Class B ordinary shares, each issued and outstanding Class B ordinary share shall be automatically and immediately converted into one share of Class A ordinary share, and we shall not issue any Class B ordinary shares thereafter.

Due to the disparate voting powers attached to these two classes, certain shareholders have significant voting power over matters requiring shareholder approval, including election of directors and significant corporate transactions, such as a merger or sale of our company or our assets. This concentrated control could discourage others from pursuing any potential merger, takeover or other change of control transactions that holders of Class A ordinary shares and ADSs may view as beneficial.

Our articles of association contain anti-takeover provisions that could adversely affect the rights of holders of our ordinary shares and ADSs.

Our articles of association include certain provisions that could limit the ability of others to acquire control of our company, and deprive our shareholders of the opportunity to sell their shares at a premium over the prevailing market price by discouraging third parties from seeking to obtain control of our company in a tender offer or similar transactions, including the following provisions:

- A dual-class ordinary share structure.
- Our board of directors has the authority, without approval by the shareholders, to issue up to a total of 10,000,000 preferred shares in one or more series. Our board of directors may establish the number of shares to be included in each such series and may fix the designations, preferences, powers and other rights of the shares of a series of preferred shares.
- Our board of directors has the right to elect directors to fill a vacancy created by the increase of the board of directors or the resignation, death or removal of a director, which prevents shareholders from having the sole right to fill vacancies on our board of directors.

We may be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequence to U.S. Holders.

Based on the price of the ADSs and our ordinary shares, the composition of our income and assets and our operations, we believe that we were not a “passive foreign investment company,” or PFIC, for United States federal income tax purposes for our taxable year ended December 31, 2007. However, we must make a separate determination each year as to whether we are a PFIC (after the close of each taxable year) and we cannot assure you that we will not be a PFIC for our current taxable year ending December 31, 2008 or any future taxable year. A non-U.S. corporation will be considered a PFIC for any taxable year if either (1) at least 75% of its gross income is passive income or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income. The future value of our assets is generally determined by reference to the market price of our ADSs and ordinary shares, which may fluctuate considerably. If we were treated as a PFIC for any taxable year during which a U.S. Holder held an ADS or an ordinary share, certain adverse U.S. federal income tax consequences could apply to the U.S. Holder. See “Item 10.E Additional Information—Taxation—United States Federal Income Taxation—Passive Foreign Investment Company.”

Item 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

We were incorporated in the Cayman Islands in January 2000. Since our inception, we have conducted our operations principally through Baidu Online, our wholly-owned subsidiary in Beijing, China. In addition, we have conducted part of our operations through Baidu Netcom, a limited liability company in Beijing, China, which holds the licenses and approvals necessary to operate our websites and provide online advertising services. In June 2005, we established Baidu China, a wholly-owned subsidiary in Shanghai, China, to manage our business and operations in the southern part of China. In April 2006, we established Baidu Times, a wholly-owned subsidiary in Beijing, China. In June 2006, we assisted in establishing Beijing Perusal, a limited liability company in Beijing, China, which became our consolidated affiliated entity through a series of agreements among Baidu Online, Beijing Perusal and the shareholders of Beijing Perusal. In December 2006, we set up Baidu Japan, a wholly-owned subsidiary in Tokyo, Japan, to operate our Japanese language search services. In November 2007, we established Baidu Hong Kong, a wholly-owned subsidiary in Hong Kong, which became the sole shareholder of Baidu China and Baidu Times. In February 2008, we assisted in establishing BaiduPay, a limited liability company in Beijing, China jointly owned by Baidu Netcom and an individual designated by our company, which became our consolidated affiliated entity through a series of agreements among Baidu Online, BaiduPay and the individual shareholder of BaiduPay. BaiduPay will operate an online payment platform. We have a British Virgin Islands intermediate holding company, Baidu Holdings, which does not own any assets or conduct any operations other than holding the equity interests in Baidu Online, Baidu Japan and Baidu Hong Kong.

In August 2005, we completed the initial public offering of our ADSs, each of which representing one Class A ordinary share, and listed our ADSs on Nasdaq.

Our principal executive offices are located at 12/F, Ideal International Plaza, No. 58 West-North 4th Ring, Beijing 100080, People's Republic of China. Our telephone number at this address is +86 (10) 8262-1188.

B. Business Overview

We are the leading Chinese language Internet search provider. Our search engine was the most frequently used search engine in China in 2007, according to a survey conducted by iResearch. Our Baidu.com website was the largest website in China, as measured by user traffic during the three-month period ended March 31, 2008, according to Alexa.com.

We primarily offer a Chinese language search platform, which consists of our websites and certain online application software, as well as Baidu Union, which is our network of third-party websites and software applications. We provide Chinese language Internet search services to enable users to find relevant information online, including web pages, news, images and multimedia files, through links provided on our websites. We also offer online community-based products and entertainment platforms, such as Baidu Post Bar, Baidu Knows and Baidu Space.

We design and deliver our online marketing services to our P4P customers and other customers who require our tailored online marketing solutions. Our auction-based P4P services enable our customers to bid for priority placement of their links in keyword search results. We believe we were the first auction-based P4P service provider in China. Our online advertising services allow customers to use both query sensitive and non-query sensitive advertising services, including text links, graphical advertisements and other forms of online advertising. Our P4P customers are those who primarily use our auction-based P4P services, and our tailored solutions customers are those to whom we provide marketing solutions, which may consist of one or more forms of our online advertising services as well as P4P services. In the fourth quarter of 2007, we had over 155,000 active online marketing customers.

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We established our Japanese subsidiary Baidu Japan in December 2006 and offered a trial version of our Japanese search services beginning in March 2007. In January 2008, we formally launched our Japanese search services at www.baidu.jp, run by Baidu Japan. Our Japanese search services enable users to find relevant information online, including web pages, images, multimedia files and blogs, through links provided on our websites.

Products and Services for Users

We focus on offering products and services that enable our users to find relevant information quickly and easily. We offer the following services at Baidu.com to users free of charge:

Baidu Web Search. Baidu's web search allows users to locate information, products and services using Chinese language search terms. Through our search software, we build and continuously refine a large database of Chinese synonyms and closely associated phrases, which is essential for accurate and efficient execution of Chinese language searches. The Baidu.com home page prominently features a search box that is designed to load quickly. After entering a search query, users are generally presented with a list of search results, which may include our customers' links. Users can then access the desired websites by clicking on the hypertext links displayed in the search results.

In addition to providing access to billions of indexed Chinese language web pages, we have integrated additional features into our web search that help users find information more easily. The Baidu web search includes the following features:

- Related Search — provides alternative search terms based on the original queries to help users find relevant web pages quickly;
- Search in Results — enables users to conduct additional searches within the initial search results;
- Search by Chinese Phonetics (Pinyin) — enables users to conduct quick searches by entering Chinese phonetics with letters of the English alphabet instead of Chinese characters;
- Advanced Search — enables users to create more focused queries by employing techniques such as narrowing results to specified words or phrases, document formats, geographic regions, time frames or websites;
- Snapshots — provides snapshots of web pages taken when the pages were indexed, allowing users to view web pages that cannot be quickly or easily opened;
- Translation — provides instant translations of words and phrases from English to Chinese or vice versa;
- Spell Checker — suggests alternate search terms when a search appears to contain misspellings or typing errors;

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- Stock Quotes — provides links to stock information of companies listed on the stock exchanges in China;
- News, Knows, Postbar, Maps, Video, and Blog Information — displays results from other Baidu products including Baidu News, Baidu Knows, Baidu Postbar, Baidu Maps, Baidu Video Search and Baidu Blog Search;
- Weather, Train and Flight Schedules and Other Local Information — enables users to check weather, domestic train and flight schedules as well as schedules of international flights departing from or arriving in China;

Baidu Post Bar. Baidu Post Bar provides users with a query-based searchable community to exchange views and share knowledge and experiences. The community can be further expanded by users posting new topics that have not been covered in the community before. In Baidu Post Bar, users can search, read and browse Internet message boards and post messages to other members of the community. Baidu Post Bar covers a broad range of topics and interest areas, such as society, technology, sports, entertainment and fashion. Users also can access Baidu Post Bar using wireless application protocol, or WAP, -enabled mobile phones. In December 2007, we added video-sharing capabilities to Baidu Post Bar, which allow users to post and share video clips in approximately 40,000 online communities within Baidu Post Bar. We typically provide 20GB of storage capacity for each community.

Baidu News. Baidu News provides links to an extensive selection of local, national and international news and presents news stories in a searchable format, typically within minutes of their publication on the web. Baidu News uses an automated process to display links to related headlines, which enables people to see many different viewpoints on the same story. Baidu News is typically updated every three to six minutes throughout the day. Users also can choose to have links of specific types of news articles (e.g., financial news) or news articles containing specific key words delivered to their email accounts. In December 2006, we obtained a license to provide Internet news services issued by the State Council News Office.

Baidu Knows. Baidu Knows provides users with a query-based searchable community to share knowledge and experience. Through Baidu Knows, registered members of Baidu Knows can post specific questions for other members to respond and also answer questions of other members. Any users of our websites can also search, read and browse questions and answers by registered members of Baidu Knows. Baidu Knows contains a broad range of subjects. Users also can access Baidu Knows through WAP-enabled mobile phones.

Baidu MP3 Search. Baidu MP3 Search provides algorithm-generated links to songs and other multimedia files provided by Internet content providers. The user can also sort Baidu MP3 Search links by various categories, including lists of top songs and artists, which are updated automatically, generally every week, based on the number of clicks.

Baidu Image Search. Baidu Image Search enables users to search millions of images on the Internet. Baidu Image Search offers advanced features, such as search by image size and by image file type. Image listings are organized by various categories which are updated automatically through algorithms.

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Baidu Space. Baidu Space allows registered users to create personalized homepages in a query-based searchable community. Registered users can post their Web logs, or blogs, photo album and certain personal information on their homepages and establish their own communities of friends who are also registered users. Registered users also can set limit on the access to certain content on their homepages.

Baidu Encyclopedia. Baidu Encyclopedia is an evolving encyclopedia compiled by registered Internet users. Registered users can share their knowledge by adding new terms and new content in Baidu Encyclopedia. Any users of our Baidu.com website can also search, read and browse all terms and content contributed by registered users of Baidu Encyclopedia.

Other Search and Community Products. We are continuously developing and introducing new products to make Baidu.com more attractive to our users. We currently offer a variety of online search products, including the following:

Baidu Movie. Baidu Movie allows users to search, watch and download free movies, television series, cartoons, variety shows and certain other programs hosted on our servers. The programs have been provided to us by content providers, which have represented to us that they have valid copyrights to those programs.

Baidu Search Ranking and Search Index. Baidu Search Ranking provides listings of top search terms based on daily search queries entered on Baidu.com. The listings are organized by categories and allow users to easily locate popular search terms on topics of interest. We also offer a trial version of Baidu Search Index, which provides indexes in various categories calculated based on searches conducted using Baidu Web Search and searches conducted in Baidu News.

Baidu Web Directory. Baidu Web Directory enables users to browse and search through websites that have been organized into categories. We also operate Hao123.com, a popular Chinese web directory navigation site in China.

Baidu Map Search. We offer a trial version of Baidu Map Search, which enables users to search online maps of over 90 major cities in China. Users have the option to type search terms into a single search box to find a particular place, points of interest, such as restaurants, hotels, schools, banks, etc., near a particular place, or get driving directions and public transportation routes.

Baidu Yellow Page Search. We offer a trial version of Baidu Yellow Page Search jointly developed with China Telecom. Baidu Yellow Page Search allows users to conduct online searches for local business information in specific localities in China. The information is derived from yellow page phone books published by China Telecom.

Baidu Ancient Chinese Literature Search. Jointed developed by us and Beijing Guoxue Times Culture Transmission Co., Ltd., Baidu Ancient Chinese Literature Search allows users to search and peruse ancient Chinese masterpieces covering literature, history, religion, philosophy, arts and other essential components of the traditional Chinese culture within our online database. We have created the first online database of ancient Chinese literature in the world to serve and benefit users who appreciate the profound Chinese culture.

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Baidu Government Information Search. Our Baidu Government Information Search allows users to search various regulations, rules, notices and other information announced by PRC government entities.

Baidu Postal Code Search. Our Baidu Postal Code Search enables our users to search postal codes in 354 cities in China.

Baidu Educational Website Search and University Search. Baidu Educational Website Search allows users to limit their searches to the websites of educational institutions. Baidu University Search allows users to search information on or browse through the websites of specific universities in China.

Baidu Legal Search. Baidu Legal Search, which was jointly developed by Chinalawinfo.com and us, enables users to search a database that contains national and local laws and regulations, cases, legal decisions, and law dictionaries.

Baidu Frequently Used Information Search. Baidu Frequently Used Information Search enables users to quickly search certain frequently used information, e.g., weather, map, train and flight schedules, television schedules, stock prices, etc.

Baidu Local Search. Baidu Local Search allows users to limit their searches to specific provinces in China.

Baidu Mobile Search. Baidu Mobile Search enables users to access our search services using WAP-enabled mobile phones and personal digital assistants.

Baidu Blog Search. We offer a trial version of Baidu Blog Search, which allows users to confine their searches to Chinese language blogs on the Internet.

Baidu Search and Store. We offer a trial version of Baidu Search and Store, which is a free online bookmarking service that allows registered users to bookmark, store and organize website links in an online space and conduct searches within the bookmarked websites.

Baidu Online Video Search. Baidu Video Search enables users to search for and access through hyperlinks of online video clips that are hosted on third parties' websites.

Baidu Love. Baidu Love is a query-based searchable community where registered users can write and post messages to loved ones.

Baidu Patent Search. We recently introduced our patent search, Baidu Patent Search, which is operated in cooperation with the China Patent Information Center under the State Intellectual Property Office of the PRC. Baidu Patent Search enables users to search for specific Chinese patents and provides basic patent information in the search results, including the patent's name, application number, filing date, issue date, inventor information and brief description of the patent.

Baidu Voice Search. We started public testing of a new voice-based search service in March 2008, which is available to both fixed-line and mobile phone users. By calling a designated phone number, users can request our customer service personnel to conduct searches for them. Our customer service representatives will convey the search results to the caller over the phone or send the results to the caller via short messaging service, or SMS.

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Baidu 2008 Olympics. In September 2007, we introduced Baidu 2008 Olympics, an interactive online platform devoted exclusively to the 2008 Beijing Olympics. On this platform, users can read not only the latest Olympics-related news, but also user-generated, Olympics-related content we have selected from our other online communities such as Baidu Post Bar, Baidu Knows and Baidu Encyclopedia.

Baidu Games. In September 2007, we introduced a trial version of Baidu Games, a query-based searchable community designed specifically for online game players. Users can search or browse through game-specific information posted by other users.

Baidu Finance. In November 2007, we launched Baidu Finance, an online channel focusing on economic and financial news, information relating to personal wealth management and related market statistics.

Baidu Statistics Search. In November 2007, we launched Baidu Statistics Search, which enables users to search statistics that have been published by the PRC government since 1949. The statistics are provided to us by Special Link Data Co., Ltd., a Beijing-based company.

Baidu Entertainment. We began offering a trial version of Baidu Entertainment, an online channel devoted exclusively to entertainment-related news and content, in January 2008. Users can search or browse through news and other information relating to specific stars, movies, television series and music.

Other Products offered at Baidu.com. We offer certain free, downloadable software tools, namely, Baidu Desktop Search, which enables users to search all files saved on their computer without launching a web browser, and Baidu Sobar, which, once installed, shows up on a computer's tool bar and makes our search function readily available on every web page that a user browses. Through Baidu Anti-Virus, an online marketplace, we collaborate with major Chinese and international anti-virus software companies to offer our users the latest anti-virus software products and computer virus-related news.

Baidu Japanese Language Search. In January 2008, after completing a Beta test that last nearly a year, we formally launched our Japanese search services at www.baidu.jp, run by our Japanese subsidiary, Baidu Japan. Our Japanese search services currently offer web search, image search, video search and blog search capabilities.

New Products and Services Announced.

In October 2007, we announced our strategic plan to enter the Chinese e-commerce market in 2008 by leveraging our high user traffic and large online communities to build our consumer-to-consumer service, or C2C service. We have created a new department dedicated to the research and development of innovative e-commerce technologies and intend to launch the C2C service in 2008.

In February 2008, we announced our intention to launch an IM service to be called "Baidu Hi." Research and development for Baidu Hi has been underway for almost one year. We are in the process of recruiting additional personnel for the team dedicated to developing the product. All elements of Baidu Hi, including product design, research and testing, will be handled independently by us. We are currently conducting internal testing for this product.

Products and Services for Customers

We focus on providing customers with cost-effective and targeted marketing solutions. We generate revenues primarily from online marketing services.

Online Marketing Services

P4P. Our P4P platform enables our customers to reach users who search for information related to their products or services. Customers may use our automated online tools to create text-based descriptions of their web pages and bid on keywords that trigger the display of their web page information and link. Our P4P platform features an automated online sign-up process that allows customers to activate their accounts at any time.

Our P4P platform is an online marketplace that introduces Internet search users to customers who bid for priority placement in the search results. We engage third-party distributors to sell some of our online marketing services to end customers and offer discounts to distributors as consideration for their services. Prior to September 2006, links to customers' websites were listed in descending order of customers' bids, with the highest bidder appearing as the first search result. In September 2006, we implemented an intelligent ranking system, which takes into consideration the "quality factor" of a keyword in addition to the price bid on the keyword. The quality factor of a keyword is determined based on the relevance of a keyword and certain other factors. The relevance of a keyword is determined based on our analysis of past search and click-through results. Links to customers' websites now are ranked according to a comprehensive ranking index, calculated based on both the quality factor of a keyword and the price bid on that keyword.

Our P4P online marketing customers may choose to set a daily limit on the amount spent and may also choose to target only users accessing our website from specified regions in China. In addition, they can see the competing bids on the same keywords. This transparent bidding process creates competition among customers.

We offer certain customers value-added consultative services that help to maximize their return on investment, or ROIs, including:

- **Keyword Suggestions** — We suggest synonyms and associated phrases to use as keywords or text in search listings. These suggestions can improve click-through rates of the customer's listing and increase the likelihood that a user will enter into a transaction with the customer;
- **Account Management** — We help manage customers' P4P accounts by, among other things, adjusting keywords from time to time at their request to help increase the click-through rate for their listings; and
- **Performance Reporting** — We provide our customers online daily reports of the number of click-throughs, clicked keywords and the total costs incurred, as well as statistical reports organized by geographic region.

ProTheme. We offer ProTheme services to some of our Baidu Union members. Our services enable these Baidu Union members to display on their properties our customers' promotional links that are relevant to the subject and content of such members' properties. We generate revenues from our ProTheme services based on the number of clicks on our customers' links and share the revenues with our Baidu Union members in accordance with pre-agreed terms.

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Fixed Ranking. Our fixed ranking services allow our customers to display query sensitive text links at a designated location on our search results pages. Our customers pay us an amount based primarily on the location of their text links on our web pages.

Targetizement. Our Targetizement services enable our customers to reach their targeted Internet users by displaying their advertisements only when their targeted Internet users browse Baidu's certain web pages. The customers pay us a fee based on the number of clicks on their advertisements.

Baidu TV. In September, 2007, we launched a new advertising service, "Baidu TV," in partnership with Ads it! Media Corporation, an online advertising agency and technology company. Baidu TV provides advertisers access to the websites of our Baidu Union members, allowing advertisers to choose websites on which they post their video advertisements with the aid of our advertisement targeting and matching system. The customers pay us a fee based on the number of effective views on their advertisements. An effective view is counted when a video advertisement runs at least five seconds before a viewer closes it.

Brand-Link. In November 2007, we announced that we would offer a new brand advertising service, Brand-Link. When Internet users conduct a key word search using brand names of our customers who subscribe to our Brand-Link services, the search will generate a wide range of brand-specific content, including news reports, promotional announcements, product information and marketing campaigns. The customers pay us a fee based on the duration of the placement of the brand-specific content.

Other Forms of Online Advertising. Other forms of our online advertising services allow customers to display query sensitive and non-query sensitive advertisements on our websites, including graphical advertisements. On our Baidu Movie channel, customers can display a short commercial before a program is shown or downloaded. Our advertising contracts are generally short-term. Standard rates for online advertisements vary depending on several factors, including the term of the contract, channel and traffic reach and the size and position of the advertisement on our web pages.

Other Services

Prior to July 2006, our other services primarily included enterprise search software and related services to companies and government agencies in China. We developed, marketed and sold software that employed our search technology to search and manage information on our customers' intranet and on the Internet. In July 2006, we decided to phase out the enterprise search software business as part of a strategic shift to focus on our core online marketing services.

We provided our search engine to selected Chinese Internet portals that offered search results to their own users without displaying our brand during the early stage of our development. We discontinued our portal search services in 2006.

Baidu Union

Our Baidu Union consists of a large number of third-party websites and software applications. Our Baidu Union members typically incorporate a Baidu search box or toolbar and match our sponsored links with the content on their properties. Their users can conduct search via the Baidu search box or toolbar and can click the sponsored links located on their properties. Our relationships with Baidu Union members allow them to provide high-quality and relevant search results to their users without the costs associated with building and maintaining advanced search capabilities in-house. In addition, our Baidu Union members can monetize their traffic and content through revenue sharing arrangement with us, which is based on the number of click-throughs from their users. We intend to recruit additional Baidu Union members to further increase traffic to our Baidu.com website.

Our Customers

Online Marketing. We serve a broad range of online marketing customers consisting of SMEs throughout China, large domestic corporations and Chinese divisions or subsidiaries of large, multinational corporations. We have a diverse customer base in terms of industries and geographical locations. The industries in which our customers operate include e-commerce, information technology services, consumer products, manufacturing, health care, entertainment, education, financial services, real estate and other industries. Although we have customers located throughout China, we have a more active and larger customer base in coastal regions, reflecting the current general economic demographics in China.

Our online marketing customers are increasingly seeking marketing solutions with measurable results in order to maximize their ROI. In response to this trend, we manage our sales activities for our online marketing services around two key customer categories: P4P customers and tailored solutions customers.

- **P4P Customers** — Our P4P customers are those who primarily use our auction-based P4P services. They are generally SMEs with modest marketing budgets and, as a result, require cost-effective online marketing solutions to reach their potential customers. Our P4P platform allows them, directly or through our distributors, to easily manage their online marketing spending on a prepaid basis.
- **Tailored Solutions Customers** — Our tailored solutions customers generally seek solutions to meet certain pre-determined performance metrics, such as number of click-throughs, duration of placement, number of converted users and number of telephone calls. They are generally medium and large enterprises with dedicated online marketing budgets. Depending on their objectives and desired end results, we design customized performance-based solutions comprising of P4P, fixed ranking and other query and non-query sensitive marketing services.

Sales and Distribution

We sell our online marketing services directly and through our distribution network. We have historically acquired our P4P customers primarily through our nationwide network of distributors and, to a lesser extent, through our direct sales force. In early 2005, we started to establish direct sales offices in a number of major cities in China. Currently we have direct sales presence in Shanghai, Beijing and Guangdong Province.

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Our distributors provide numerous services, including identifying customers, collecting payments, assisting customers in setting up accounts with us, suggesting keywords to maximize ROI and engaging in other marketing and educational services aimed at acquiring customers. We have relied on distributors for several reasons. Our P4P customer base in China is geographically diverse and fragmented as most of our P4P customers are SMEs located in different regions in China. Moreover, SMEs are generally less experienced with online marketing as compared to large companies and therefore benefit from the extensive services provided by distributors. Finally, secure online payment and credit card systems are at early stages of development in China. Distributors serve as an efficient and effective channel to reach SME customers throughout China and collect payments from them.

We offer our tailored marketing solutions to medium and large corporate customers primarily through our direct sales force. We have local sales staff in Beijing, Shanghai and major cities in Guangdong Province, including Guangzhou and Shenzhen, covering the largest regional markets for our online advertising services.

Marketing

Historically, our user base grew primarily through word-of-mouth. We focus on continuously improving the quality of our products and services as we believe satisfied users and customers are more likely to recommend our products and services to others. Through these efforts and the increased use of the Internet in China, we have built our brand with modest marketing expenditures.

Our initial public offering in 2005 has significantly enhanced our brand recognition. In addition, we have implemented a number of marketing initiatives designed to promote our brand awareness among potential users and customers. We have also conducted cross-marketing activities with a number of leading consumer brands.

In addition, with the assistance from our distributors, we conduct localized marketing activities tailored to potential customers in various regions. We also organize and sponsor seminars and discussion forums targeted at existing and potential customers.

Strategic Relationships

In 2007 and early 2008, we entered into several strategic relationships to further expand our user base and cooperate with more leading global companies.

In June 2007, we established a strategic partnership arrangement with a subsidiary of Rock Music Group, or RMG, a leading independent Chinese language music label, to provide advertising-supported online music streaming service. Pursuant to this arrangement, selected music owned by RMG is made available for streaming at no charge to all users of Baidu.com, and Internet advertising may be displayed while users listen to the music. We and RMG have agreed to share revenues generated from the advertising and also intend to continue to work together to explore new opportunities in advertising-supported online music distribution.

In February 2008, we entered into a cooperation agreement with China Netcom (Group) Company Limited. Pursuant to this agreement, users of China Netcom's Internet connection services will be directed to a search page featuring a Baidu search box after they input an incorrect or nonexistent Internet address.

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In March 2008, we entered into a cooperation agreement with Nokia to strengthen our existing collaboration with Nokia. Under this agreement, users of certain Nokia mobile phone models will be able to access Baidu search services via Widsets, Nokia's wireless Internet platform.

Competition

The Internet search industry in China is rapidly evolving and highly competitive. Our primary competitors include U.S.-based Internet search providers providing Chinese language Internet search services and Chinese Internet companies. We compete with these entities for both users and customers on the basis of user traffic, quality (relevance) and quantity (index size) of search results, availability and ease of use of our products and services, the number of customers, distribution channels and the number of associated third-party websites. We also face competition from traditional advertising media.

U.S.-based Internet Search Providers. U.S.-based Internet search providers such as Google and Yahoo! have a strong global presence, well-established brand names, more users and customers and significantly greater financial resources than we do. Google's Chinese website google.cn is our major competitor in Chinese language search. We may face more intense competition from our U.S.-based competitors as the regulatory environment in China evolves, online payment systems and Internet infrastructure in China mature, and our U.S.-based competitors increase their business activities in China.

Chinese Internet Companies. Chinese Internet portals such as Sina, Sohu, Netease and Tencent offer a broad range of online services, including news, wireless value-added services, email, online shopping, blogs, chat rooms and community networks. Sina has its own search engine, "iAsk," and Sohu also has its own search engine, Sogou. Each of our Chinese Internet portal competitors has generated significant traffic, a loyal user base and a large and broad customer base. These portals have widely recognized brand names in China and some have greater financial resources than we do. We compete with these portals primarily for user traffic and online advertising. We also face growing competition from other Internet search service providers such as Yisou, Sousou, Zhongsou and Youdao. In addition, we compete with B2B service providers such as Alibaba.

Other Advertising Media. Other advertising media, such as newspapers, yellow pages, magazines, billboards and other forms of outdoor media, television and radio, compete for a share of our customers' marketing budgets. Large enterprises currently spend a relatively small percentage of their marketing budgets on online marketing as compared to the percentage they spend on other advertising media.

Technology

We provide our web search and P4P technology using our network of computers running customized software developed in-house. Our key technologies include:

Web Search Technology

Our web search technology applies a combination of techniques to determine the importance of a web page independent of a particular search query and the relevance of that page to a particular search query.

Link Analysis Techniques. Link analysis is a technique that determines the relevance between a user query and a web page by evaluating the combination of the anchor texts and the number of web pages linked to that web page. We treat a link from web page A to web page B as a “vote” by page A in favor of page B. The subject of the “vote” is described in the anchor texts of that link. The more “votes” a web page gets, the higher the relevance. We compare search queries with the content of web pages to help determine relevance. Our text-based scoring techniques do more than count the number of times a search term appears on a web page. For example, our technology determines the proximity of individual search terms to each other on a given web page, and prioritizes results that have the search terms near each other. Other aspects of a page’s content are also considered. By combining link analysis with our information extraction techniques, we are able to deliver relevant search results.

Information Extraction Techniques. We extract information from a web page using high performance algorithms and information extraction techniques. Our techniques enable us to understand web page content, delete extraneous data, build link structures, identify duplicate and junk pages and decide whether to include or exclude a web page based on its quality. Our techniques can process millions of web pages quickly. In addition, our anti-spamming algorithms and tools can identify and respond to spamming web pages quickly and effectively.

Web Crawling Techniques. Our powerful computer clusters and intelligent scheduling algorithms allow us to crawl Chinese web pages efficiently. We can easily scale up our system to collect billions of Chinese web pages. Our spider technology enables us to refresh web indices at intervals ranging from every few minutes to every few weeks. We set the index refresh frequency rate based on our knowledge of Internet search users’ needs and the nature of the information. For example, our news index is typically updated every three to six minutes throughout the day given the importance of timely information for news. We also mine multimedia and other forms of files from web page repositories.

Chinese Language Processing Techniques. We analyze and understand Chinese web pages by processing word-segmentation and utilizing an encoding method based on Chinese language characteristics. For example, we can identify Chinese names on a web page. When a user searches for a person based on the person’s Chinese name, we can display the web pages that are specifically related to that person. We also mine user behavior and search interests from our large search query logs. We provide additional web search features such as advanced search, spell check and search by Chinese phonetics (Pinyin).

P4P Technology

Our P4P platform serves millions of relevant, targeted sponsored links each day based on search terms users enter or content they view on the web page. Our key P4P technology includes:

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P4P Auction System. We use a web-based auction system to enable customers to bid for positions and automatically deliver relevant, targeted promotional links on Baidu's properties and Baidu Union members' properties. The system starts by screening the relevance between the sponsored links and a particular query. Prior to September 2006, the system automatically determined the ranking of the sponsored links based on the amounts the bidders were willing to pay. In September 2006, we implemented an intelligent ranking system, which takes into consideration the quality factor of a keyword in addition to the price bid on the keyword. The quality factor of a keyword is determined based on the relevance of the keyword and certain other factors. The relevance of a keyword is determined based on the analysis of past search and click-through results. Links to customers' websites now are ranked according to a comprehensive ranking index, calculated based on both the quality factor of a keyword and the price bid or that keyword. In June 2006, we introduced a dynamic mechanism for the determination of the minimum bidding price for each keyword to replace the previous system, which assigned the same fixed minimum bidding price for every keyword. For determination of cost per click, or CPC, the system allows customers to set fixed CPCs or choose an automatic price reducing mechanism which automatically lowers the CPC to the minimum needed to maintain the desired position.

P4P Billing System. We record every click and charge customers a fee by multiplying the number of clicks by the CPC. Our system is designed to detect fraudulent clicks based on factors such as click patterns and timestamps. This system also computes the amount a Baidu Union member or a distributor should be paid. The billing information is integrated with our internal Oracle ERP financial system.

P4P Customer Service System. This system manages customer information such as targeted keywords, costs per click and performance analysis. We suggest to customers the keywords they should target based on their website content, spelling variants and competitors' bids.

ProTheme Contextual Promotion Technology. Our ProTheme technology employs techniques that consider factors such as theme finding, keyword analysis, word frequency and the overall link structure of the web to analyze the content of individual web pages and to match sponsored links in our P4P platform to the web pages almost instantaneously. With this targeting technology, we can automatically provide contextually relevant promotional links. For example, our technology can provide links offering tickets to fans of a specific sports team or a news story about that team.

Branded Advertising Technology

Targetizement Technology. Our Targetizement technology matches our customers' advertisements with their targeted Internet users. Our automatic algorithm can analyze a user's interests based on his or her past search experience and display advertisements that the user may be interested in viewing.

Large-Scale Systems Technology

We currently use a combination of off-the-shelf and custom software running on clusters of low-cost computers. Our investment in our large-scale system infrastructure has several key benefits: simplification of the storage and processing of large amounts of data, facilitation of the deployment and operation of large-scale products and services, and automation of much of the administration of large-scale clusters of computers. Moreover, this large infrastructure is easily scalable to increases in traffic and dataset volume.

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Our large-scale system infrastructure uses distributed software and high performance parallel computing technologies to provide high-quality web search services and web page collection with low cost computer clusters on a Linux operating system. We also have management information systems that enable us to perform tasks such as service operations, administration, trouble-shootings and filtering with relative ease and efficiency. In addition, we have software systems that can test new ideas with real search queries to evaluate the actual effects without affecting live services.

Our infrastructure significantly improves the relevance of our search and advertising results by allowing us to apply superior search and retrieval algorithms that are computationally intensive. We believe this infrastructure also shortens our product development cycle and allows us to innovate more cost-effectively. We also constantly evaluate new hardware alternatives and software techniques to help further reduce our computational costs.

Intellectual Property

We rely on a combination of trademark, copyright and trade secret protection laws in China and other jurisdictions, as well as confidentiality procedures and contractual provisions to protect our intellectual property and our brand. We have two issued patents in China and intend to apply for more patents to protect our core technologies. We also enter into confidentiality, non-compete and invention assignment agreements with our employees and consultants and nondisclosure agreements with selected third parties. “百度,” which is our company’s name “Baidu” in Chinese, has been recognized as a well-known trademark in China by the Trademark Office under the SAIC. We have applied to register additional trademarks and logos, including “网址之家” and “百度一下,” in China. We also have registered certain trademarks in Hong Kong, including “百度” and our company logo. In addition, we have registered our domain name Baidu.com with register.com, Baidu.jp with humeia.co.jp and Baidu.cn, Baidu.com.cn and hao123.com and certain other websites with China National Network Information Center, or CNNIC.

Internet, technology and media companies are frequently involved in litigation based on allegations of infringement or other violations of intellectual property rights. Furthermore, the application of laws governing intellectual property rights in China and abroad is uncertain and evolving and could involve substantial risks to us. See “Item 3D. Key Information—Risk Factors—Risks Related to Our Business—We may face intellectual property infringement claims and other related claims that could be time-consuming and costly to defend and may result in our inability to continue providing certain of our existing services” and “—We may be subject to patent infringement claims with respect to our P4P platform.”

Regulation

The PRC government extensively regulates the telecommunications industry, including the Internet sector. The State Council, the MII and other relevant government authorities have promulgated an extensive regulatory scheme governing Internet-related services. This section summarizes the principal PRC laws and regulations relating to our business.

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In the opinion of Hawkhigh Law Firm, our PRC legal counsel: (1) the ownership structure of our company, Baidu Online, Baidu China, Baidu Times, Baidu Netcom, Beijing Perusal and BaiduPay complies with current PRC laws and regulations; (2) our contractual arrangements with Baidu Netcom, Beijing Perusal, BaiduPay and their shareholders are valid and binding on all parties to these arrangements and do not violate existing PRC laws or regulations; and (3) subject to the completion of the transfers of certain trademarks from Baidu Online to Baidu Netcom, Beijing Perusal and BaiduPay, the business operations of our company, Baidu Online, Baidu China, Baidu Times, Baidu Netcom, Beijing Perusal and BaiduPay comply with current PRC laws and regulations.

China's Internet industry and online advertising market are at an early stage of development. There are substantial uncertainties regarding the interpretation and application of existing or proposed PRC laws and regulations. We cannot assure you that the PRC regulatory authorities would find that our corporate structure and our business operations comply with PRC laws and regulations. If the PRC government finds us to be in violation of PRC laws and regulations, we may be required to pay fines and penalties, obtain certain licenses or permits and change, suspend or discontinue our business operations until we comply with applicable PRC laws and regulations.

Regulations on Value-Added Telecommunications Services and Internet Content Services

In September 2000, the State Council promulgated the Telecommunications Regulations, or the Telecom Regulations. The Telecom Regulations categorize all telecommunications businesses in the PRC as either basic or value-added. Internet content services, or ICP services, are classified as value-added telecommunications businesses. Under the Telecom Regulations, commercial operators of value-added telecommunications services must first obtain an operating license from the MII or its provincial level counterparts.

In September 2000, the State Council issued the Administrative Measures on Internet Information Services, or the Internet Measures. According to the Internet Measures, commercial ICP service operators must obtain an ICP license from the relevant government authorities before engaging in any commercial ICP operations within the PRC. In November 2000, the MII promulgated the Internet Electronic Messaging Service Administrative Measures, or the BBS Measures. BBS services include electronic bulletin boards, electronic forums, message boards and chat rooms. The BBS Measures require ICP operators to obtain specific approvals before providing BBS services.

In December 2001, the MII promulgated the Administrative Measures for Telecommunications Business Operating Licenses, or the Telecom License Measures. The Telecom License Measures set forth the types of licenses required to operate value-added telecommunications services and the qualifications and procedures for obtaining such licenses. For example, an ICP operator providing value-added services in multiple provinces is required to obtain an inter-regional license, whereas an ICP operator providing the same services in one province is required to obtain a local license.

National security considerations are an important factor in the regulation of Internet content in China. The National People's Congress, the PRC's national legislature, has enacted laws that subject violators to penalties, including criminal sanctions, for Internet content that:

- opposes the fundamental principles stated in the PRC constitution;

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- compromises national security, divulges state secrets, subverts state power or damages national unity;
- harms the dignity or interests of the state;
- incites ethnic hatred or racial discrimination or damages inter-ethnic unity;
- undermines the PRC's religious policy or propagates heretical teachings or feudal superstitions;
- disseminates rumors, disturbs social order or disrupts social stability;
- disseminates obscenity or pornography, encourages gambling, violence, murder or fear or incites the commission of a crime;
- insults or slanders a third party or infringes upon the lawful rights and interests of a third party; or
- is otherwise prohibited by law or administrative regulations.

ICP operators are required to monitor their websites, including electronic bulletin boards. They may not post or disseminate any content that falls within these prohibited categories and must remove any such content from their websites.

The PRC government may shut down the websites of ICP license holders that violate any of the above-mentioned content restrictions and revoke their ICP licenses.

Restrictions on Foreign Ownership in Value-Added Telecommunications Services

To comply with China's commitments for its entry into the World Trade Organization, or WTO, the State Council promulgated the Provisions on Administration of Foreign Invested Telecommunications Enterprises, or the FITE Provisions, in December 2001. The FITE Provisions set forth detailed requirements for capitalization, investor qualifications and application and approval procedures in connection with the establishment of a foreign invested telecommunications enterprise. Under the FITE Provisions, the ultimate foreign equity ownership in a value-added telecommunications services provider must not exceed 50%. Pursuant to the latest Industry Guidance Catalogue for Foreign Investment, or the Guidance Catalogue, jointly issued by the National Development and Reform Commission and the MOC on October 31, 2007 and effective as of December 1, 2007, foreign investors may own up to 50% of the equity interest in a company that operates a value-added telecommunications business listed in China's WTO commitments, including ICP services. However, for a foreign investor to acquire any equity interest (up to 50% as permitted under the Guidance Catalogue) in a value-added telecommunication business in China, it must satisfy a number of stringent performance and operational experience requirements, including demonstrating track record and experience in operating value-added telecommunication business overseas. Moreover, foreign investors that meet these requirements must obtain approvals from the MII and the MOC or their authorized local counterparts, which retain considerable discretion in granting approvals. According to publicly available information, the PRC government has issued an ICP license to only a limited number of foreign invested companies, all of which are Sino-foreign joint ventures engaging in the value-added telecommunication business. We believe that it would be impracticable for us to acquire any equity interest in Baidu Netcom, Beijing Perusal or BaiduPay without diverting management attention and resources. In addition, we believe that our contractual arrangements with Baidu Netcom, Beijing Perusal, BaiduPay and their individual shareholders provide us with sufficient and effective control over Baidu Netcom, Beijing Perusal and BaiduPay. Accordingly, we currently do not plan to acquire any equity interest in Baidu Netcom, Beijing Perusal or BaiduPay.

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In July 2006, the MII issued the Notice of the MII on Intensifying the Administration of Foreign Investment in Value-added Telecommunications Services, or the July 2006 Notice. The July 2006 Notice prohibits domestic telecommunication services providers from leasing, transferring or selling telecommunications business operating licenses to any foreign investor in any form, or providing any resources, sites or facilities to any foreign investor for their illegal operation of a telecommunications business in China. According to the July 2006 Notice, either the holder of a value-added telecommunication service license or its shareholders must directly own the domain names and trademarks used by such license holders in their provision of value-added telecommunication services. The July 2006 Notice further requires each license holder to have the necessary facilities, including servers, for its approved business operations and to maintain such facilities in the regions covered by its license.

In October 2006, the Telecommunication Management Bureau of the MII issued a notice reiterating its requirements as described in the July 2006 Notice. In particular, this notice requires MII local authorities in charge of value-added telecommunications services to ensure that existing ICP license holders conduct a self-assessment of their compliance with the July 2006 Notice and submit status reports to the MII before November 1, 2006. This notice further requires that any ICP license holder which has identified any non-compliance with the July 2006 Notice during its self-assessment must report its self-correction plan to the Telecommunication Management Bureau of the MII before November 20, 2006.

To comply with these PRC regulations, we operate our websites through Baidu Netcom and Beijing Perusal, our PRC affiliated entities. In February 2008, we assisted in establishing a new consolidated affiliated entity, BaiduPay, which will operate an online payment platform. Baidu Netcom is wholly owned by our chairman, chief executive officer and co-founder Robin Yanhong Li and our co-founder Eric Yong Xu, both of whom are PRC citizens. Beijing Perusal is wholly owned by two PRC citizens designated by our company. BaiduPay is wholly owned by Baidu Netcom and a PRC citizen designated by our company. Baidu Netcom, Beijing Perusal and BaiduPay hold the licenses and permits necessary to operate our business in China. In addition, to comply with the July 2006 Notice, we have transferred certain domain names primarily used in our business to Baidu Netcom and Beijing Perusal, respectively. We are also in the process of transferring certain trademarks, including pending trademark applications made by Baidu Online, to Baidu Netcom, Beijing Perusal and BaiduPay, respectively. See “Item 3D. Key Information—Risk Factors—Risks Related to Our Corporate Structure—PRC laws and regulations governing our businesses and the validity of certain of our contractual arrangements are uncertain. If we are found to be in violation, we could be subject to sanctions. In addition, changes in such PRC laws and regulations or changes in interpretations thereof may materially and adversely affect our business.”

On August 8, 2006, six PRC regulatory agencies, namely, the MOC, the State Assets Supervision and Administration Commission, the State Administration for Taxation, the SAIC, the China Securities Regulatory Commission and SAFE, jointly adopted the Regulations on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the Merger Regulation, which became effective on September 8, 2006. Among other things, the Merger Regulation established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex, including requirements in some instances that the MOC be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise.

Regulations on News Display

Displaying news on a website and disseminating news through the Internet are highly regulated in the PRC. In November 2000, the State Council News Office and the MII promulgated the Provisional Measures for Administrating Internet Websites Carrying on the News Displaying Business. These measures require an ICP operator (other than a government authorized news unit) to obtain State Council News Office approval to post news on its website or disseminate news through the Internet. Furthermore, the disseminated news must come from government-approved sources pursuant to contracts between the ICP operator and these sources, copies of which must be filed with the relevant government authorities.

On September 25, 2005, the State Council News Office and the MII jointly issued the Provisions on the Administration of Internet News Information Services, requiring Internet news information service organizations to provide services as approved by the State Council News Office, subject to annual inspection under the new provisions. These Provisions also provide that no Internet news information service organizations may take the form of a foreign invested enterprise, whether a joint venture or a wholly foreign owned enterprise and no cooperation between Internet news information service organizations and foreign invested enterprise is allowed prior to the security evaluation by the State Council News Office.

In December 2006, Baidu Netcom obtained the Internet news license, which permits it to publish Internet news pursuant to the relevant PRC laws and regulations. The Internet news license is subject to annual inspection by relevant government authorities.

Regulation on Internet Culture Activities

On May 10, 2003, the Ministry of Culture promulgated the Internet Culture Administration Tentative Measures, or the Internet Culture Measures. The Internet Culture Measures require ICP operators engaging in “Internet culture activities” to obtain a permit from the Ministry of Culture. The term “Internet culture activities” includes, among other things, online dissemination of Internet cultural products (such as audio-video products, gaming products, performances of plays or programs, works of art and cartoons) and the production, reproduction, importation, sale (wholesale or retail), leasing and broadcasting of Internet cultural products. We have hosted certain audio/video programs on the Baidu Movie channel since 2006. Baidu Netcom was granted an Internet culture business permit in April 2007.

On March 24, 2006, the Ministry of Culture promulgated the Cultural Market Administrative and Regulatory Measures, or the Cultural Market Measures. The Cultural Market Measures provided detailed rules for local cultural administrative authorities to regulate, among other things, Internet cultural operational activities.

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On November 20, 2006, the Ministry of Culture issued Several Suggestions of the Ministry of Culture on the Development and Administration of the Internet Music, or the Suggestions, which became effective on November 20, 2006. The Suggestions require the Internet service provider to obtain the Internet culture business permit to carry on any business of Internet music products. Foreign investors are prohibited from engaging in the Internet culture business operation.

Regulation on Broadcasting Audio/Video Programs through the Internet

On July 6, 2004, the SARFT promulgated the Rules for the Administration of Broadcasting of Audio/Video Programs through the Internet and Other Information Networks, or the AV Broadcasting Rules. The AV Broadcasting Rules apply to the opening, broadcasting, integration, transmission or download of audio/video programs via the Internet. Anyone who wishes to engage in Internet broadcasting activities must first obtain an audio/video program transmission license, with a term of two years, issued by the SARFT and operate pursuant to the scope as provided in such license. Foreign invested enterprises are not allowed to engage in the above business.

On April 13, 2005, the State Council announced Several Decisions on Investment by Non-state-owned Companies in Culture-related Business in China. These decisions encourage and support non-state-owned companies to enter certain culture-related business in China, subject to restrictions and prohibitions for investment in audio/video broadcasting business or website news business by non-state-owned companies. These decisions authorize the Ministry of Culture, the SARFT and the General Administration of Press and Publication to adopt detailed implementation rules according to these decisions.

On December 20 2007, the SARFT and the MII jointly issued the Rules for the Administration of Internet Audio and Video Program Services, commonly known as Document 56, which came into effect as of January 31, 2008. Document 56 reiterates the requirement set forth in the AV Broadcasting Rules that online audio/video service providers must obtain a license from the SARFT. Furthermore, Document 56 requires all online audio/video service providers to be either wholly state-owned or state-controlled. At a press conference held on February 3, 2008, officials from the SARFT and the MII clarified that online audio/video service providers that already had been operating lawfully prior to the issuance of Document 56 may re-register and continue to operate without becoming state-owned or controlled, provided that such providers have not engaged in any unlawful activities. This exemption will not be granted to online audio/video service providers established after Document 56 was issued. We have hosted on the Baidu Movie channel on our website certain audio/video programs since 2006. Shortly after the issuance of Document 56, we started preparing for the application of an audio/video program transmission license. We cannot assure you that we will obtain this license in a timely manner, or at all. See “Item 3D. Key Information—Risk Factors—Risks Related to Our Corporate Structure—We may be adversely affected by complexity, uncertainties and changes in PRC regulation of Internet business and companies, including limitations on our ability to own key assets such as our website.”

Regulations on Advertisements

The PRC government regulates online advertising, principally through the SAIC. Under the Rules for Administration of Foreign Invested Advertising Enterprise, promulgated by the SAIC and the MOC on March 2, 2004, and the then effective Guidance Catalogue, foreign investors were permitted to own up to 70% of the equity interest, individually or collectively, in a PRC advertising company. After December 10, 2005, there has been no limit on the percentage of equity ownership. However, according to the Provisions on the Administration of Foreign-funded Advertising Enterprises promulgated by the State Administration for Industry and Commerce and the Ministry of Commerce, effective on March 2, 2004, foreign investors in wholly foreign-owned and joint venture Chinese advertising companies are required to have at least three years and two years, respectively, of direct operations in the advertising industry outside of China. Since we have not been involved in advertising outside of China for the required number of years, we cannot hold direct equity interests in PRC companies engaged in advertising business. We conduct our online advertising business through our consolidated affiliated entities in China, Baidu Netcom and Beijing Perusal.

On July 19, 2004, the SAIC promulgated the Notice on Registration Issues for Enterprises Specialized in Advertising Business, permitting an enterprise specialized in advertising business as specified in its business scope to operate advertising business without an advertising operation license. For ICP operators that publish advertisement on the Internet, the SAIC or its local counterpart no longer issues Advertising Operation License. Instead, the ICP operators may apply for expansion of their business scope to cover online advertisement on their websites.

On November 30, 2004, the SAIC issued the Administrative Regulations for Advertising Licenses and Implementation Rules for the Administrative Regulations for Advertising, both taking effect as of January 1, 2005, granting a general exemption to enterprises (other than radio stations, television stations, newspapers and magazines, non-corporate entities and other entities specified in laws or administrative regulations) from the previous requirement to obtain an advertising operation license. We conduct our online advertising business through Baidu Netcom and Beijing Perusal, each of which holds a business license that includes online advertising in its business scope.

On November 28, 2005, the National Development and Reform Commission and the SAIC jointly promulgated the Regulation on Marked Prices of Advertising Services, which requires all advertising service providers to make public their charges.

Regulation on Software Products

On October 27, 2000, the MII issued the Administrative Measures on Software Products, or the Software Measures, to strengthen the regulation of software products and to encourage the development of the PRC software industry. Under the Software Measures, a software developer must have all software products imported into or sold in the PRC tested by a testing organization approved by the MII. The software products must be registered with the MII or with its provincial branch. The sale of unregistered software products in the PRC is forbidden. Software products can be registered for five years, and the registration is renewable upon expiration.

In order to further implement the Computer Software Protection Regulations promulgated by the State Council on December 20, 2001, the State Copyright Bureau issued the Computer Software Copyright Registration Procedures on February 20, 2002, which apply to software copyright registration, license contract registration and transfer contract registration.

Regulations on Intellectual Property Rights

China has adopted legislation governing intellectual property rights, including trademarks, patents and copyrights. China is a signatory to the main international conventions on intellectual property rights and became a member of the Agreement on Trade Related Aspects of Intellectual Property Rights upon its accession to the WTO in December 2001.

Patent. The National People's Congress adopted the Patent Law in 1984, and amended it in 1992 and 2000. The purpose of the Patent Law is to protect and encourage invention, foster applications of invention and promote the development of science and technology. To be patentable, invention or utility models must meet three conditions: novelty, inventiveness and practical applicability. Patents cannot be granted for scientific discoveries, rules and methods for intellectual activities, methods used to diagnose or treat diseases, animal and plant breeds or substances obtained by means of nuclear transformation. The Patent Office under the State Council is responsible for receiving, examining and approving patent applications. A patent is valid for a term of twenty years in the case of an invention and a term of ten years in the case of utility models and designs. A third-party user must obtain consent or a proper license from the patent owner to use the patent. Otherwise, the use constitutes an infringement of patent rights.

Copyright. The National People's Congress adopted the Copyright Law in 1990 and amended it in 2001 to widen the scope of works and rights that are eligible for copyright protection. The amended Copyright Law extends copyright protection to Internet activities, products disseminated over the Internet and software products. In addition, there is a voluntary registration system administered by the China Copyright Protection Center.

To address copyright issues relating to the Internet, the PRC Supreme People's Court on November 22, 2000 issued the Interpretations on Some Issues Concerning Applicable Laws for Trial of Disputes over Internet Copyright, or the Interpretations, which were subsequently amended on December 23, 2003 and November 20, 2006. The Interpretations establish joint liability for ICP operators if they knowingly participate in, assist in or incite infringing activities or fail to remove infringing content from their websites after receiving notice from the rights holder. In addition, any act intended to bypass circumvention technologies designed to protect copyrights constitutes copyright infringement. Upon request, the ICP operators must provide the rights holder with registration information of the alleged violator, provided that such rights holder has produced relevant identification, copyright certificate and evidence of infringement. An ICP operator is exempted from any liabilities as long as it removes the alleged infringing content after receiving the rights holder's notice accompanied with proper evidence.

To address the problem of copyright infringement related to the content posted or transmitted over the Internet, the PRC National Copyright Administration and the MII jointly promulgated the Administrative Measures for Copyright Protection Related to the Internet on April 30, 2005. This measure became effective on May 30, 2005.

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This measure applies to situations where an ICP operator (i) allows another person to post or store any works, recordings, audio or video programs on the websites operated by such ICP operator or (ii) provides links to, or search results for, the works, recordings, audio or video programs posted or transmitted by such person, without editing, revising or selecting the content of such material. Upon receipt of an infringement notice from a legitimate copyright holder, an ICP operator must take remedial actions immediately by removing or disabling access to the infringing content. If an ICP operator knowingly transmits infringing content or fails to take remedial actions after receipt of a notice of infringement, the ICP operator could be subject to administrative penalties, including: cessation of infringement activities; confiscation by the authorities of all income derived from the infringement activities; and payment of a fine of up to three times the unlawful income or, in cases where the amount of unlawful income cannot be determined, a fine of up to RMB100,000. An ICP operator is also required to retain all infringement notices for a minimum of six months and to record the content, display time and IP addresses or the domain names related to the infringement for a minimum of 60 days. Failure to comply with this requirement could result in an administrative warning and a fine of up to RMB30,000.

On May 18, 2006, the State Council promulgated the Protection of the Right of Communication through Information Network, which became effective on July 1, 2006. Under this regulation, an Internet service provider may be exempted from liabilities for providing links to infringing or illegal content if it does not know that such content is infringing upon other parties' rights or is illegal. However, if the legitimate owner of the content notifies the Internet service provider and requests removal of the links to the infringing content, the Internet service provider would be deemed to have constructive knowledge upon receipt of such notification but would be exempted from liabilities if it removes or disconnects the links to the infringing content at the request of the legitimate owner. At the request of the alleged violator, the Internet service provider should immediately restore links to content previously disconnected upon receipt of initial non-infringing evidence.

We have adopted measures to mitigate copyright infringement risks. For example, our policy is to remove links to web pages if we know these web pages contain materials that infringe third-party rights or if we are notified by the legitimate copyright holder of the infringement with proper evidence.

Trademark. The PRC Trademark Law, adopted in 1982 and revised in 2001, protects registered trademarks. The Trademark Office under the SAIC handles trademark registrations and grants a term of ten years to registered trademarks. Trademark license agreements must be filed with the Trademark Office for record. “百度” is recognized as a well-known trademark in China by the Trademark Office under the SAIC. We have also applied for registration of additional trademarks and logos with the Trademark Office, including “网址之家” and “百度一下.”

In September 2002, the CNNIC issued the Implementing Rules for Domain Name Registration setting forth detailed rules for registration of domain names. On November 5, 2004, the MII promulgated the Measures for Administration of Domain Names for the Chinese Internet, or Domain Name Measures. The Domain Name Measures regulate the registration of domain names, such as the first tier domain name “.cn.” In February 2006, CNNIC issued the Measures on Domain Name Disputes Resolution and its implementing rules, pursuant to which CNNIC can authorize a domain name dispute resolution institution to decide disputes. We have registered Baidu.cn, Baidu.com.cn, hao123.com and certain other domain names with CNNIC.

Regulation on Information Security

The National People's Congress has enacted legislation that prohibits use of the Internet that breaches the public security, disseminates socially destabilizing content or leaks state secrets. Breach of public security includes breach of national security and infringement on legal rights and interests of the state, society or citizens. Socially destabilizing content includes any content that incites defiance or violations of PRC laws or regulations or subversion of the PRC government or its political system, spreads socially disruptive rumors or involves cult activities, superstition, obscenities, pornography, gambling or violence. State secrets are defined broadly to include information concerning PRC national defense, state affairs and other matters as determined by the PRC authorities.

According to other relevant regulations, ICP operators must complete mandatory security filing procedures and regularly update information security and censorship systems for their websites with local public security authorities, and must also report any public dissemination of prohibited content.

In addition, the State Secrecy Bureau has issued provisions authorizing the blocking of access to any website it deems to be leaking state secrets or failing to comply with the relevant legislation regarding the protection of state secrets during online information distribution. Specifically, Internet companies in China with bulletin boards, chat rooms or similar services must apply for specific approval prior to operating such services.

On November 23, 2005, the Ministry of Public Security promulgated Provisions on Technological Measures for Internet Security Protection, or Internet Protection Measures. The Internet Protection Measures require all ICP operators to keep records of certain information about its users (including user registration information, log-in and log-out time, IP address, content and time of posts by users) for at least 60 days and submit the above information as required by laws and regulations.

As Baidu Netcom and Beijing Perusal are ICP operators, they are subject to the regulations relating to information security. They have taken measures to comply with such regulations. They are registered with the relevant government authority in accordance with the mandatory registration requirement. Baidu Netcom's policy is to remove links to web pages which to its knowledge contain information that would be in violation of PRC laws or regulations. In addition, we monitor our websites to ensure our compliance with such laws and regulations.

Regulations on Internet Privacy

The PRC Constitution states that PRC law protects the freedom and privacy of communications of citizens and prohibits infringement of such rights. In recent years, PRC government authorities have enacted legislation on Internet use to protect personal information from any unauthorized disclosure. The Internet Measures prohibit an ICP operator from insulting or slandering a third party or infringing upon the lawful rights and interests of a third party. Pursuant to the BBS Measures, ICP operators that provide electronic messaging services must keep users' personal information confidential and must not disclose such personal information to any third party without the users' consent or unless required by law. The regulations further authorize the relevant telecommunications authorities to order ICP operators to rectify unauthorized disclosure. ICP operators are subject to legal liability if the unauthorized disclosure results in damages or losses to users. The PRC government, however, has the power and authority to order ICP operators to turn over personal information if an Internet user posts any prohibited content or engages in illegal activities on the Internet.

Regulations on Foreign Exchange

Foreign Currency Exchange

Pursuant to the Foreign Currency Administration Rules promulgated in 1996 and amended in 1997 and various regulations issued by SAFE and other relevant PRC government authorities, RMB is freely convertible only to the extent of current account items, such as trade related receipts and payments, interest and dividends. Capital account items, such as direct equity investments, loans and repatriation of investment, require prior approval from SAFE or its provincial branch for conversion of RMB into a foreign currency, such as U.S. dollars, and remittance of the foreign currency outside the PRC.

Payments for transactions that take place within the PRC must be made in RMB. Unless otherwise approved, PRC companies must repatriate foreign currency payments received from abroad. Foreign invested enterprises may retain foreign exchange in accounts with designated foreign exchange banks subject to a cap set by SAFE or its local counterpart. Unless otherwise approved, domestic enterprises must convert all of their foreign currency received into RMB.

Dividend Distribution

The principal regulations governing dividend distributions by wholly foreign owned enterprises and Sino-foreign equity joint ventures include:

- Wholly Foreign Owned Enterprise Law (1986), as amended;
- Wholly Foreign Owned Enterprise Law Implementing Rules (1990), as amended;
- Sino-foreign Equity Joint Venture Enterprise Law (1979), as amended;
- Sino-foreign Equity Joint Venture Enterprise Law Implementing Rules (1983), as amended;
- PRC Enterprise Income Tax Law (2007); and
- Implementation Rules of the PRC Enterprise Income Tax Law (2007).

Under these regulations, wholly foreign owned enterprises and Sino-foreign equity joint ventures in the PRC may pay dividends only out of their accumulated profits, if any, as determined in accordance with PRC accounting standards and regulations. Additionally, these foreign-invested enterprises are required to set aside certain amounts of their accumulated profits each year, if any, to fund certain reserve funds. These reserves are not distributable as cash dividends.

Foreign Exchange Registration of Offshore Investment by PRC Residents

Pursuant to SAFE's Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Inbound Investment via Overseas Special Purpose Vehicles, or Circular No. 75, issued on October 21, 2005, and its implementation rules issued in May 2007, (i) a PRC resident, including a PRC resident natural person or a PRC company, is required to register with the local branch of SAFE before it establishes or controls an overseas SPV, or SPV, for the purpose of overseas equity financing (including convertible debt financing); (ii) when a PRC resident contributes the assets of or its equity interests in a domestic enterprise into an SPV, or engages in overseas financing after contributing assets or equity interests into an SPV, such PRC resident shall register his or her interest in the SPV and the change thereof with the local branch of SAFE; and (iii) when the SPV undergoes a material event outside of China, such as change in share capital or merger and acquisition, the PRC resident must, within 30 days from the occurrence of such event, register such change with the local branch of SAFE. PRC residents who are shareholders of SPVs established before November 1, 2005 were required to register with the local SAFE branch before March 31, 2006.

Under Circular No. 75, failure to comply with the registration procedures set forth above may result in penalties, including restrictions on a PRC subsidiary's foreign exchange activities and its ability to distribute dividends to the SPV.

On December 25, 2006, the People's Bank of China promulgated the "Measures for the Administration of Individual Foreign Exchange," and on January 5, 2007 SAFE further promulgated the implementation rules on those measures. Both became effective on February 1, 2007. According to the implementation rules, if individuals in the PRC participate in any employee stock ownership plan or stock option plan of an overseas listed company, those individuals must apply as a group through the company or a domestic agency to SAFE or the appropriate local branch for approval for any foreign exchange-related transactions concerning that plan.

On March 28, 2007, SAFE promulgated the Application Procedure of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Holding Plan or Stock Option Plan of Overseas-Listed Company. Under this rule, PRC citizens who are granted stock options by an overseas publicly listed company are required, through a PRC agent or PRC subsidiary of such overseas publicly-listed company, to register with SAFE and complete certain other procedures.

Regulations on Properties

On March 16, 2007, the National People's Congress enacted the Property Law of the People's Republic of China, or the Property Law, which became effective on October 1, 2007. The Property Law encourages the protection of the development of non-state-owned economy and sets forth the principles of equally protecting the legal property rights of collectives and individuals. Under the Property Law, a construction land user may obtain such land use right through transfer or allocation and is entitled to all of the property rights with respect to the buildings and its accessory facilities on such land.

Regulations on Labor

On June 29, 2007, the Standing Committee of the National People's Congress of China enacted the Labor Contract Law, which became effective on January 1, 2008. Compared to the Labor Law, the Labor Contract Law establishes more restrictions and increases costs for employers, including specific provisions related to fixed-term employment contracts, temporary employment, probation, consultation with the labor union and employee assembly, employment without a contract, dismissal of employees, compensation upon termination and overtime work, and collective bargaining. According to the Labor Contract Law, an employer is obliged to sign labor contract with unlimited term with an employee if the employer continues to hire the employee after the expiration of two consecutive fixed-term labor contracts. The employer has to compensate the employee upon the expiration of a fixed-term labor contract, unless the employee refuses to renew such contract on terms the same as or better than those contained in the expired contract. The employer also has to indemnify an employee if the employer terminates an unlimited-term labor contract. In addition, under the Regulations on Paid Annual Leave for Employees, which became effective on January 1, 2008, employees who have served more than one year for an employer are entitled to a paid vacation ranging from 5 to 15 days, depending on their length of service. Employees who waive such vacation time at the request of employers shall be compensated for three times their regular salaries for each waived vacation day.

Regulations on Taxation

For a discussion of applicable PRC tax regulations, see "Item 5.A—Operating and Financial Review and Prospects—Operating Results—Taxation."

Regulations in Japan

Although current Japanese law and regulations contain no provisions expressly directed toward legal control of Internet search services such as those operated by our Japanese subsidiary in Japan, certain existing Japanese law and regulations may nonetheless affect such services. The application to our Japanese subsidiary of existing Japanese law and regulations relating to issues such as intellectual property ownership and infringement, obscenity and other content regulation, user privacy and data protection, defamation, consumer protection and quality of services in many instances is unclear or unsettled. In all such cases, there is a possibility that providing, editing and processing by an Internet search service of links to web pages which contain material in violation of applicable Japanese law could result in civil or criminal legal liability on the part of such Internet search service. In addition to the foregoing, there is political and social support within Japan for the adoption of legislation expressly directed to the legal control of harmful information on the Internet. With this support, regulations concerning harmful information on the Internet are being introduced gradually, and it is difficult to predict how much impact such regulations will have on the operation of our Internet search services in Japan.

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C. Organizational Structure

The following table sets out the details of our subsidiaries:

<u>Name</u>	<u>Country of Incorporation</u>	<u>Ownership Interest</u>
Baidu Online Network Technology (Beijing) Co. Ltd.	China	100% indirect
Baidu (China) Co., Ltd.	China	100% indirect
Baidu.com Times Technology (Beijing) Co., Ltd.	China	100% indirect
Baidu, Inc.	Japan	100% indirect
Baidu Holdings Limited	British Virgin Islands	100% direct
Baidu (Hong Kong) Limited	Hong Kong	100% indirect

PRC laws and regulations restrict foreign ownership of ICP and advertising businesses. To comply with PRC laws, Baidu Netcom was formed by Robin Yanhong Li and Eric Yong Xu on June 5, 2001. Baidu Netcom holds the licenses and permits necessary to operate our websites and provide our online advertising services in China. Our relationships with Baidu Netcom and its shareholders are governed by a series of contractual arrangements. We are able to substantially control Baidu Netcom through these contractual arrangements.

In June 2006, we assisted in establishing Beijing Perusal, which is directly owned by two individuals designated by our company. We extended an interest-free loan in an aggregate amount of RMB1.0 million to the shareholders of Beijing Perusal solely in connection with the initial capitalization of Beijing Perusal. We entered into a series of agreement with Beijing Perusal and its shareholders in order to substantially control Beijing Perusal. Beijing Perusal became our consolidated affiliated entity as a result of these contractual arrangements. Beijing Perusal holds the necessary permits to conduct online advertising services in China.

In February 2008, we assisted in establishing BaiduPay, which is directly owned by Baidu Netcom and an individual designated by our company. We extended an interest-free loan in an aggregate amount of RMB9.0 million to the individual shareholder solely in connection with the initial capitalization of BaiduPay. We entered into a series of agreement with BaiduPay and the individual shareholder in order to substantially control BaiduPay. BaiduPay became our consolidated affiliated entity as a result of these contractual arrangements. BaiduPay will operate an online payment platform.

In the opinion of Hawkhigh Law Firm, our PRC legal counsel: (1) the ownership structure of our company, Baidu Online, Baidu China, Baidu Times, Baidu Netcom, Beijing Perusal and BaiduPay complies with current PRC laws and regulations; (2) our contractual arrangements with Baidu Netcom, Beijing Perusal, BaiduPay and their shareholders are valid and binding on all parties to these arrangements and do not violate existing PRC laws or regulations; and (3) subject to the completion of the transfers of certain trademarks from Baidu Online to Baidu Netcom, Beijing Perusal and BaiduPay, the business operations of our company, Baidu Online, Baidu China, Baidu Times, Baidu Netcom, Beijing Perusal and BaiduPay comply with current PRC laws and regulations.

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D. Property, Plant and Equipment

Our principal executive offices are located on premises comprising approximately 29,600 square meters in Beijing, China. We have regional offices in Shanghai and selected cities in Guangdong Province. In December 2006, we established an office in Tokyo, Japan. We lease our premises from unrelated third parties. Our servers in China are hosted at the Internet data centers of China Telecom, China Netcom and China Tietong in Beijing, Tianjin and Shenzhen. In March 2007, we established servers at an Internet data center of Asia Network Company in Tokyo, Japan.

In late 2005, we made an initial payment for the land use right in Beijing to build our new corporate headquarters with total floor area of approximately 44,000 square meters. The floor area was increased to 59,000 square meters in 2006. In anticipation of the continuing growth trend, we plan to build a new information and technology center on the premises and move our principal executive offices, information and technology center, online marketing services center and administrative and support facilities to the new premises. We have obtained the necessary governmental approvals for the proposed development and use of the land, and our new office building is currently under construction.

Item 4A. UNRESOLVED STAFF COMMENTS

None.

Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion of our financial condition and results of operations is based upon and should be read in conjunction with our consolidated financial statements and their related notes included in this annual report on Form 20-F. This report contains forward-looking statements. See “Forward-Looking Information.” In evaluating our business, you should carefully consider the information provided under the caption “Item 3D. Key Information—Risk Factors” in this annual report on Form 20-F. We caution you that our businesses and financial performance are subject to substantial risks and uncertainties.

A. Operating Results

The major factors affecting our results of operations and financial condition are discussed below.

Revenue Composition

We derive revenues primarily from two sources:

- online marketing services, which accounted for 96.3%, 98.9% and 99.8% of our total revenues in 2005, 2006 and 2007, respectively; and
- other services, which accounted for 3.7%, 1.1% and 0.2% of our total revenues in 2005, 2006 and 2007, respectively.

Online Marketing Services. We provide online marketing services to our P4P customers and tailored solutions customers. We generated approximately 99.8% of our total revenues in 2007 from online marketing services, a substantial majority of which was derived from our P4P services.

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Our P4P platform is an online marketplace that introduces Internet search users to customers who bid or pay a fixed fee based on click-throughs for priority placement of their links in the search results. We recognize P4P revenues when a user clicks on a customer's link in the search results, based on the amount that the customer has agreed to pay for each click-through or, in some cases, other pre-determined performance measures.

We provide tailored solutions customers with marketing solutions which may include one or more forms of online advertising services such as text links and graphical advertisements, as well as P4P services. Our agreements with these customers generally have a term of no more than one year. Our tailored solutions customers generally pay us based on pre-determined performance metrics, such as number of click-throughs, duration of placement, number of converted users and number of telephone calls. Some of our large tailored solutions customers have increasingly used our auction-based P4P services as one of the means to meet their online marketing needs. We expect to continue to experience such trend in the near future.

The most significant factors that directly or indirectly affect our online marketing revenues are:

- the number of users visiting our websites and our Baidu Union members' properties;
- the number of searches initiated on our websites and our Baidu Union members' properties;
- the rate at which users click on paid search results;
- the number of online marketing customers;
- the competitiveness of bidding for keywords by P4P customers;
- the total online marketing budgets of our customers; and
- the total number of sponsored links and advertisements displayed on our websites and the bidding price for click-through.

Our P4P services revenues have primarily been driven by the increase in the number of page views, the increase in the number of P4P customers, and by our success in optimizing the display of sponsored links. We believe that an increase in the number of active P4P customers generally leads to an increase in the number of sponsored links and a higher average price per click-through for selected keywords. Our P4P customer growth has primarily been driven by the adoption of our P4P services by SMEs and, to a lesser extent, large enterprises. Our online advertising services have historically been driven by the general increase in our customers' online marketing budgets. Most of our tailored solutions customers are medium and large enterprises. We expect the number of our online marketing customers to grow and, as a result, our customer mix may change. However, we expect our online marketing customer base to remain diverse for the foreseeable future. Our online marketing customers are increasingly seeking marketing solutions with measurable results in order to maximize their ROI. To meet our customers' needs, we will continue to evaluate the effectiveness of our various products and services and adjust the mix of our service offerings to optimize our customers' ROI. We expect that we will continue to earn a substantial majority of our revenues from our online marketing services. As a result, we plan to continue focusing most of our resources on expanding our online marketing services.

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Other Services. Prior to July 2006, our other services primarily included enterprise search software and related services. We were subject to a PRC value added tax, or VAT, on sales of our enterprise search software, and were eligible to receive rebates for a portion of the VAT paid by us pursuant to applicable PRC tax regulations. We recorded revenues from our enterprise search software and related services net of the VAT payable by us but included the amount of VAT rebates received or receivable from the PRC tax authorities. We decided to phase out our enterprise search software business in July 2006.

Revenue Collection

We collect payments for our P4P services both from our customers directly and through our distributors. We have expanded our direct sales effort in several major cities in China, including Beijing, Shanghai, Guangzhou and Shenzhen, since 2005 and, as a result, an increasing portion of P4P payments is being collected through our direct sales. We require our P4P distributors or direct customers to pay a deposit before using our P4P services, to maintain a minimum balance in their accounts, and to replenish the accounts immediately or in some cases, within certain grace periods after their account balance falls below the designated amount. We deduct the amount due to us from the deposit paid by a distributor or a customer when a user clicks on the customer's link in the search results.

We offer payment terms to our tailored solutions and online-marketing services customers and longer payment terms to certain qualified agents, consistent with industry practice.

We generally require two installment payments from customers of our other services within 30 days of the signing of a contract and the delivery of our products or services, respectively.

As of December 31, 2007, we had accounts receivable of RMB64.3 million (US\$8.8 million), net of provisions of RMB3.6 million (US\$0.5 million), mainly due from customers of our online advertising services.

Operating Costs and Expenses

Our operating costs and expenses consist of cost of revenues, selling, general and administrative expenses, and research and development expenses. Share-based compensation expenses are allocated among the above three categories of operating costs and expenses, based on the nature of the work of the employees who have received share-based compensation. Costs and expenses related to our Japan operations, which started in December 2006, are included in our cost of revenues and selling, general and administrative expenses. If we excluded the costs and expenses related to our Japan operations, our total operating costs and expenses have declined as a percentage of our total revenues from 2005 to 2007 largely due to economies of scale and the revenue growth we have achieved.

Cost of Revenues

The following table sets forth the components of our cost of revenues both in absolute amount and as a percentage of total revenues for the periods indicated.

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<i>(in thousands, except percentages)</i>	For the Year Ended December 31,						
	2005		2006		2007		
	RMB	%	RMB	%	RMB	US\$	
Total revenues	<u>319,215</u>	<u>100.0</u>	<u>837,838</u>	<u>100.0</u>	<u>1,744,425</u>	<u>239,140</u>	<u>100.0</u>
Cost of revenues:							
Business tax and surcharges	(20,770)	6.5	(51,833)	6.2	(108,783)	(14,913)	6.2
Traffic acquisition costs	(21,212)	6.6	(75,180)	9.0	(204,693)	(28,061)	11.7
Bandwidth costs	(21,274)	6.7	(40,005)	4.8	(117,554)	(16,115)	6.8
Depreciation of servers and other equipment	(25,259)	7.9	(51,574)	6.1	(147,115)	(20,168)	8.4
Operational expenses	(14,912)	4.7	(25,481)	3.0	(65,544)	(8,985)	3.8
Share-based compensation expenses	(974)	0.3	(1,416)	0.2	(1,717)	(235)	0.1
Total cost of revenues	<u>(104,401)</u>	<u>32.7</u>	<u>(245,489)</u>	<u>29.3</u>	<u>(645,406)</u>	<u>(88,477)</u>	<u>37.0</u>

Traffic Acquisition Costs. Traffic acquisition costs represent the portion of our online marketing revenues that we share with our Baidu Union members. We typically pay a Baidu Union member, based on a pre-agreed arrangement, a portion of the online marketing revenues generated from click-throughs by users of that member's properties. We expect our traffic acquisition costs to increase as we further expand our Baidu Union network.

Bandwidth Costs. Bandwidth costs are the fees we pay to China Telecom and China Netcom for telecommunications services and for hosting our servers at their Internet data centers. We expect our bandwidth costs, as variable costs, to increase with the traffic on our websites. Our bandwidth costs could also increase if China Telecom and China Netcom were to raise their service charges.

Depreciation of Servers and Other Equipment. We include depreciation expenses within our cost of revenues for servers and other computer hardware that are directly related to our business operations and technical support. We expect our depreciation expenses to increase as we purchase additional servers and other computer hardware to meet the needs of our users and customers.

Operational Expenses. Operational expenses include primarily salary and benefits expenses and travel and other expenses incurred by our operating and technical support personnel. Salary and benefits expenses include wages, bonuses, and medical insurance, unemployment insurance and pension benefits.

Operating Expenses

The following table sets forth the components of our operating expenses both in absolute amount and as a percentage of total revenues for the periods indicated.

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<i>(in thousands, except percentages)</i>	For the Year Ended December 31,						
	2005		2006		2007		
	RMB	%	RMB	%	RMB	US\$	%
Total revenues	<u>319,215</u>	<u>100.0</u>	<u>837,838</u>	<u>100.0</u>	<u>1,744,425</u>	<u>239,140</u>	<u>100.0</u>
Cost of revenues	<u>(104,401)</u>	<u>32.7</u>	<u>(245,489)</u>	<u>29.3</u>	<u>(645,406)</u>	<u>(88,477)</u>	<u>37.0</u>
Selling, general and administrative	<u>(134,771)</u>	<u>42.3</u>	<u>(250,240)</u>	<u>29.9</u>	<u>(411,163)</u>	<u>(56,366)</u>	<u>23.6</u>
Selling and marketing	<u>(76,173)</u>	<u>23.9</u>	<u>(149,856)</u>	<u>17.9</u>	<u>(275,283)</u>	<u>(37,738)</u>	<u>15.8</u>
General and administrative	<u>(58,598)</u>	<u>18.4</u>	<u>(100,384)</u>	<u>12.0</u>	<u>(135,880)</u>	<u>(18,628)</u>	<u>7.8</u>
Research and development	<u>(44,200)</u>	<u>13.8</u>	<u>(79,231)</u>	<u>9.4</u>	<u>(140,702)</u>	<u>(19,289)</u>	<u>8.1</u>
Total costs and operating expenses	<u>(283,372)</u>	<u>88.8</u>	<u>(574,960)</u>	<u>68.6</u>	<u>(1,197,271)</u>	<u>(164,132)</u>	<u>68.7</u>

Selling, General and Administrative Expenses

(1) Selling and Marketing Expenses. Our selling and marketing expenses primarily consist of salaries and benefits and commissions for our sales and marketing personnel and promotional and marketing expenses. We expect to incur higher selling and marketing expenses as we intensify our brand-promotion efforts and hire additional sales and marketing personnel. To the extent that our direct sales force sells a greater proportion of our online marketing services, we expect that our selling expense will increase as a result of increased sales commissions. We expect that our selling and marketing expenses will increase in absolute amount and may increase as a percentage of our total revenues in the near term.

(2) General and Administrative Expenses. Our general and administrative expenses primarily consist of salaries and benefits for our general and administrative personnel and fees and expenses for legal, accounting and other professional services. We expect to incur additional general and administrative expenses as we expand our operations.

Research and Development Expenses

Research and development expenses primarily consist of salaries and benefits for research and development personnel. We expense research and development costs as they are incurred, except for capitalized software development costs that fulfill the capitalization criteria under SOP 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use." We anticipate that research and development expenses will increase as we hire additional research and development personnel to further enhance our technology platform and meet the expected growth of our operations.

Share-based Compensation Expenses

Effective from January 1, 2006, we have adopted Statement of Financial Accounting Standards 123 (revised 2004), Share-Based Payment, or SFAS 123R, using the modified prospective transition approach. Prior to January 1, 2006, we accounted for share-based compensation arrangements with employees in accordance with the provisions of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, or APB 25, and related interpretations thereof. Pursuant to SFAS 123R, we recognized share-based compensation over the requisite service periods for any share-based awards granted after December 31, 2005 based on the fair values of all share-based awards on the dates of grant. We continue to account for share options that were granted prior to the initial public filing of our registration statement on Form F-1 with the SEC on July 12, 2005 but that remained unvested at December 31, 2005 under APB 25. For share-based awards granted after the initial public filing of our registration statement on Form F-1 but prior to January 1, 2006, the compensation cost related to the unvested portion is recognized based on the fair value of those awards on their respective date of grant. Such costs are recognized upon the adoption of SFAS 123R on January 1, 2006.

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In addition to options, we started to use restricted shares as another type of share-based awards to employees in 2006. As of December 31, 2007, there was RMB51.4 million (US\$7.1 million) unrecognized share-based compensation cost related to restricted shares. That deferred cost is expected to be recognized over a weighted-average vesting period of 1.35 years. To the extent the actual forfeiture rate is different from our original estimate, actual share-based compensation cost related to these awards may be different from our expectation.

We also granted options to consultants and accounted for such options under the fair value method. We amortize share-based compensation expenses over the vesting periods of the related options, which are generally four years long.

The following table sets forth the allocation of our share-based compensation expenses both in absolute amount and as a percentage of total share-based compensation expenses among our employees based on the nature of work which they were assigned to perform.

<i>(in thousand)</i>	For the Year Ended December 31,						2007	
	2005		2006		RMB	US\$		
	RMB	%	RMB	%			%	
Allocation of Share-based Compensation Expenses								
Cost of revenues	974	2.9	1,416	2.9	1,717	235	4.3	
Selling, general and administrative	22,804	67.9	32,970	68.3	17,371	2,382	43.6	
Research and development	9,793	29.2	13,894	28.8	20,760	2,846	52.1	
Total share-based compensation expenses	<u>33,571</u>	<u>100.0</u>	<u>48,280</u>	<u>100.0</u>	<u>39,848</u>	<u>5,463</u>	<u>100.0</u>	

Taxation

Because we, our subsidiaries and affiliated entities are incorporated in different jurisdictions, we file separate income tax returns.

Under the current laws of the Cayman Islands and the British Virgin Islands, we and Baidu Holdings Limited are not subject to income or capital gains tax. Additionally, dividend payments made by any of these companies are not subject to withholding tax in those jurisdictions.

PRC Enterprise Income Tax

Pursuant to the applicable PRC tax laws and regulations effective before January 1, 2008, foreign-invested enterprises established in China were generally subject to a state and local enterprise income tax, or EIT, at statutory rates of 30% and 3%, respectively. An enterprise qualified as a “high and new technology enterprise” and located in a “national high-tech development zone” was entitled to a preferential EIT rate of 15% and an exemption from the EIT for two years starting from its first profitable year. In addition, an enterprise qualified as a “high and new technology enterprise” located in the Beijing New Technology Industry Development Zone was entitled to a preferential EIT rate of 15% and would enjoy an exemption from the EIT for the first three years of its establishment and a 50% reduction of the EIT for the succeeding three years.

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Under the applicable PRC tax laws and regulations effective before January 1, 2008, Baidu Online was qualified as a high and new technology enterprise. It was thus entitled to a preferential EIT rate of 15%. In 2006, Baidu Online obtained an “advanced technology enterprise” certificate from the Beijing Municipal Bureau of Commerce, which qualified Baidu Online for a 10% EIT rate from 2006 to 2008. Similarly, Baidu Times, which was also a certified foreign-invested high and new technology enterprise located in Beijing Zhongguancun Science Park (part of the Beijing New Technology Industry Development Zone), was entitled to a three-year exemption from EIT from 2006 to 2008 and a 7.5% EIT rate for another three years from 2009 to 2011, followed by a 15% tax rate so long as it continued to qualify as a high and new technology enterprise. Baidu China was registered in the Shanghai Pudong New Area and thus was subject to a 15% EIT rate. Moreover, Baidu China was granted “software enterprise” status by the Shanghai Municipal Information Commission in 2006 and thus was entitled to a full exemption from EIT from 2006 to 2007 and a 50% tax reduction from 2008 to 2010.

On March 16, 2007, the National People’s Congress of China enacted the Enterprise Income Tax Law, or the EIT Law, which became effective on January 1, 2008. On December 6, 2007, the State Council issued the Implementation Rules of the Enterprise Income Tax Law, or the Implementation Rules, which also became effective on January 1, 2008. On December 26, 2007, the State Council issued the Notice on Implementation of Enterprise Income Tax Transition Preferential Policy under the EIT Law, or the Transition Preferential Policy Circular, which became effective simultaneously with the EIT Law.

According to the EIT Law, as further clarified by the Implementation Rules and the Transition Preferential Policy Circular, FIEs and domestic enterprises are subject to EIT at a uniform rate of 25%. The EIT rate of enterprises established before March 16, 2007 that were eligible for preferential tax treatment according to then effective tax laws and regulations will gradually transition to the uniform 25% EIT rate by January 1, 2013. In addition, certain enterprises may still benefit from a preferential tax rate of 15% under the EIT Law if they qualify as “high and new technology enterprises strongly supported by the State,” subject to certain general factors described therein.

Under the Notice on Several Preferential Policies in Respect of Enterprise Income Tax promulgated jointly by the Ministry of Finance and the State Administration of Taxation on February 22, 2008, or the Caishui No. 1 Notice, other than the preferential EIT treatments specified under the EIT Law, the Implementation Rules and certain other tax regulations, all preferential EIT treatments granted prior to January 1, 2008 are eliminated. Accordingly, the preferential tax treatments granted to Baidu Online as an “advanced technology enterprise” have been eliminated as of January 1, 2008. However, there is still uncertainty as to how software enterprises established before January 1, 2008 will be treated under the EIT Law and related regulations. We are waiting for further official clarifications to determine Baidu China’s tax status.

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On April 14, 2008, the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation jointly issued the Administrative Measures on the Recognition of High and New Technology Enterprises, or the Recognition Rules, effective on January 1, 2008. According to the Recognition Rules, the provincial counterparts of the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation shall jointly determine whether an enterprise is qualified as a high and new technology enterprise under the EIT Law. In making such determination, these government agencies shall consider, among other factors, ownership of core technology, whether the products or services fall within the scope of high and new technology strongly supported by the state as specified in the Recognition Rules, the ratios of technical personnel and research and development (R&D) personnel to total personnel, the ratio of R&D expenditures to annual sales revenues, the ratio of revenues attributed to high and new technology products or services to total revenues, and other measures that will be set forth in a guidance to be issued later. We are waiting for additional official guidance to determine whether Baidu Online and Baidu Times will continue to be qualified as a high and new technology enterprise under the EIT Law and therefore entitled to the preferential tax rate and, in the case of Baidu Times, the remaining tax holidays granted under the previously effective tax laws and regulations. Meanwhile, in accordance with the Notice on Prepayment of the Enterprise Income Tax issued by the State Administration of Taxation on January 30, 2008, Baidu Online has started making prepayment of the EIT at the rate of 25%.

In addition, under the EIT Law and the Implementation Rules, dividends, interests, rent or royalties payable by an FIE, such as our PRC subsidiaries, to any of its foreign non-resident enterprise investors, and proceeds of the disposition of assets (subsequent to deduction of the net value of such assets) by such foreign enterprise investor, shall be subject to a 10% withholding tax unless such foreign enterprise investor's jurisdiction of incorporation has a tax treaty with China that provides for a reduced rate of withholding. The Caishui No. 1 Notice issued on February 22, 2008 further clarifies that undistributed profits earned by FIEs prior to January 1, 2008 will be exempted from any withholding tax. The British Virgin Islands, where our wholly-owned subsidiary Baidu Holdings, which is the sole shareholder of our PRC subsidiary Baidu Online, is incorporated, does not have such a tax treaty with China. Baidu Hong Kong, our wholly-owned subsidiary and the sole shareholder of our PRC subsidiaries Baidu China and Baidu Times, was incorporated in Hong Kong, which has a tax treaty with China that provides for a lower withholding tax rate of 5%.

An increase in Baidu Online's, Baidu Times or Baidu China's EIT rate pursuant to the new PRC tax law or the imposition of PRC withholding tax on dividends from such PRC operating subsidiaries would have a material adverse effect on our results of operations.

Under the EIT Law and the Implementation Rules, an enterprise established outside of the PRC with "de facto management bodies" within the PRC is considered a resident enterprise and will be subject to the EIT at the rate of 25% on its worldwide income payable to the tax authority where such "de facto management bodies" locate. The Implementation Rules define the term "de facto management bodies" as "establishments that carry out substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. of an enterprise." If we are deemed a resident enterprise, we may be subject to the EIT at 25% on our global income, except that the dividends we receive from our PRC subsidiary may be exempt from the EIT to the extent such dividends are deemed "dividends among qualified resident enterprises." If we are considered a resident enterprise and earn income other than dividends from our PRC subsidiaries, a 25% EIT on our global income could significantly increase our tax burden and materially and adversely affect our cash flow and profitability.

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The EIT Law and the Implementation Rules have made an effort to scrutinize transactions between related parties. Pursuant to the EIT Law and the Implementation Rules, the tax authorities may impose mandatory adjustment on tax due to the extent a related party transaction is not in line with arm's-length principle or was entered into with a purpose to reduce, exempt or delay the payment of tax. We expect more detailed rules applicable to transactions between related parties will be issued by PRC tax authorities in the future. Accordingly, we will assess the impact of such rules after its issuance.

If Baidu Online, Baidu Times or Baidu China no longer qualifies for the preferential tax treatment, we will consider available options under applicable law that would enable us to qualify for further preferential tax treatment. To the extent we are unable to offset the impact of the expiration of Baidu Online's, Baidu Times' or Baidu China's preferential tax treatment with new tax exemptions, tax incentives or other tax benefits, the expiration of their preferential tax treatment may cause our effective tax rate to increase. The amount of income tax payable by our PRC subsidiaries in the future will depend on various factors, including, among other things, the results of operations and taxable income of, and the statutory tax rate applicable to, each of the subsidiaries. Our effective tax rate depends partially on the extent of the relative contribution of each of our subsidiaries to our consolidated taxable income. In 2006 and 2007, our consolidated effective tax rate was 4.0% and -2.1%, respectively.

If P4P were classified as a form of advertising in the future, we may have to conduct our P4P business through Baidu Netcom in order to comply with PRC laws and regulations that limit foreign ownership of online advertising companies. As a result, our consolidated effective tax rate would increase, as Baidu Netcom is subject to a 25% statutory enterprise income tax rate as of the date of this annual report.

PRC Business Tax

Revenues from services provided by Baidu Online, Baidu China, Baidu Times, Baidu Netcom and Beijing Perusal are subject to a 5% PRC business tax. We pay business tax on the revenues generated from our online marketing services and other taxable services.

PRC VAT

Other than providing online marketing services, Baidu Online sold proprietary software before July 2006, which was subject to PRC VAT at a rate of 17% of sales price. Baidu Online obtained an approval from the relevant tax authority to receive VAT refund at a rate of 14% of sales price from May 2001 to April 2006 and obtained a renewed approval in June 2006. Accordingly, the effective VAT rate on software sales was 3% during the period. In July 2006, we decided to phase out the enterprise search software business. When the phase-out of this business is completed, Baidu Online will no longer be subject to the VAT relating to software sales.

Critical Accounting Policies

We prepare financial statements in accordance with U.S. GAAP, which requires us to make judgments, estimates and assumptions that affect the reported amounts of our assets and liabilities and the disclosure of our contingent assets and liabilities at the end of each fiscal period and the reported amounts of revenues and expenses during each fiscal period. We continually evaluate these judgments and estimates based on our own historical experience, knowledge and assessment of current business and other conditions, our expectations regarding the future based on available information and assumptions that we believe to be reasonable, which together form our basis for making judgments about matters that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, our actual results could differ from those estimates. Some of our accounting policies require a higher degree of judgment than others in their application.

The selection of critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors that should be considered when reviewing our financial statements. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

Revenue Recognition

We recognize revenues based on the following principles:

Online Marketing Services

(1) Auction-based P4P Services

Our auction-based P4P platform enables a customer to place its website link and related description on our search result list. The customers make bids to determine how much they are willing to pay for each click to their listings in the search results listed on our website. The amount of the customer's bid will influence the ranking of the customer's listing in the search results. The customer pays us only when a user clicks on one of its website links. Revenue is recognized when a user clicks on one of the customer-sponsored website links, there is persuasive evidence of an arrangement, the fee is fixed or determinable and collection is reasonably assured, as prescribed by SEC Staff Accounting Bulletin No. 104, or SAB 104.

For certain P4P customers engaged through direct sales, we may provide certain value-added consultative services to help our customers better utilize its P4P online marketing system. Fees for such services are recognized as revenue on a pro-rata basis over the contracted service period.

(2) Other Performance-based Online Marketing Services

To the extent we provide online marketing services based on performance criteria other than click-throughs, such as the number of telephone calls brought to our customers, the number of users registered with our customers, or the minimum number of click-throughs, revenue is recognized when the specified performance criteria are met together with satisfaction of other applicable revenue recognition criteria as prescribed by SAB 104.

(3) Time-based Online Advertising Services

For time-based online advertising services such as text links, banners or other forms of graphical advertisements, we recognize revenue, in accordance with SAB 104, on a pro-rata basis over the contractual term commencing on the date the customer's advertisement is displayed in a specified webpage. For certain time-based contractual arrangements, we may also provide certain performance guarantees, in which cases revenue is recognized at the later of the completion of the time commitment or performance guarantee.

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(4) Online Marketing Services Involving Baidu Union

Baidu Union is the program through which we expand distribution of our customers' sponsored links or advertisements by leveraging traffic of the Baidu Union members' Internet properties. We make payments to Baidu Union members for acquisition of traffic. We recognize gross revenue for the amount of fees we receive from our customers. Payments made to Baidu Union members are included in cost of revenues as traffic acquisition costs.

(5) Barter Transactions

We may engage in barter transactions from time to time and adopted the provisions of Accounting Principles Board No. 29, *Accounting for Nonmonetary Transactions*. While nonmonetary transactions are generally recorded at fair value, if such value is not determinable within reasonable limits, we recognize the transaction based on the carrying value of the product or services we provide. The amount of revenues recognized for barter transactions was insignificant for each of the periods presented.

In addition, we recognized revenues for barter transactions involving advertising in accordance with Emerging Issues Task Force, or EITF 99-17, *Accounting for Advertising Barter Transactions*. However, neither the amount recognized nor the volume of such transactions not qualified for income recognition was material.

According to EITF 00-8, *Accounting by a Grantee for an Equity Instrument to Be Received in Conjunction with Providing Goods or Services*, if we provide services in exchange for equity instruments, we are required to measure the fair value of those equity instruments for revenue recognition purposes as of the earlier of either of the following dates:

- The date the parties come to a mutual understanding of the terms of the equity-based compensation arrangement and a commitment for performance by us to earn the equity instruments is reached; or
- The date at which our performance necessary to earn the equity instruments is completed.

If as of the measurement date, the fair value of the equity instruments received is not determinable within reasonable limits, the transaction is recognized based on the fair value of the services provided. If the fair value of both the equity instruments received and the services provided cannot be determined, no revenue is to be recognized for the services provided and the equity instrument received is to be recorded at zero carrying value. The amount of revenues recognized for such transactions was not material for any of the years presented.

(6) Other Revenue Recognition Related Policies

If a sales contract stipulates more than one of the services described in (1), (2) and (3), and the services are considered as multiple accounting units in accordance with EITF 00-21, *Revenue Arrangements with Multiple Deliverables*, the total revenue on such arrangements is allocated to the individual deliverables based on their relative fair values. If sufficient vendor-specific objective evidence of fair value does not exist for the allocation of revenue, the fee for the entire arrangement is recognized ratably over the term of the arrangement.

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We engage third party distributors to deliver some of our online marketing services to end customers. In this context, we may provide cash incentives to distributors. The cash incentives are accounted for as a reduction of revenue in accordance with EITF 01-9, *Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)*.

Cash received in advance from customers is recorded as customer deposits. The unused cash balances remaining in customers' accounts are included as a liability of our company. Deferred revenue is recorded when the services are provided before obtaining persuasive evidence.

Other Services

We generate fees from the sale and license of our enterprise search products, which includes software and post-sale support. We recognize revenue in accordance with Statement of Position 97-2, *Software Revenue Recognition*, as amended. For transactions in which the elements are not sold separately, sufficient vendor-specific objective evidence of fair value does not exist for the allocation of revenue. As a result, commencing with the delivery of the hardware and software, the fee for the entire arrangement is recognized ratably over the term of the post-contract support arrangement.

Revenue is recognized net of VAT payable to, but includes the benefit of the rebate of VAT on sale of enterprise search software received or receivable from, the relevant PRC tax authorities as part of the PRC government's policy of encouraging software development in the PRC. Sales of products in the PRC are subject to a 17% VAT. Companies that fulfill certain criteria set by the relevant authorities are entitled to a refund of VAT equivalent to the excess over 3% of contracted amount paid in the month when output VAT (which is the amount of VAT a company collects for sale of its products) exceeds input VAT (which is the amount of VAT a company pays in connection with its purchases). Such VAT rebates are recorded on an accrual basis.

Cost of Revenues

Cost of revenues consists primarily of business taxes and surcharges, traffic acquisition costs, bandwidth costs, depreciation, payroll and related costs of operations.

We incur business taxes and surcharges in connection with the provision of online marketing services, technical and consulting services by Baidu Online to our consolidated affiliated entities, and other taxable services in China. According to EITF 06-3, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement*, we included the business tax and surcharges incurred on our online marketing revenues in our cost of revenues. Traffic acquisition costs represent the amounts paid or payable to Baidu Union members from which we generate revenues. These payments are primarily based on revenue sharing arrangements under which we pay our Baidu Union members a percentage of the fees we earn from our online marketing customers, primarily generated by click-throughs by users of our Baidu Union members' properties.

Share-based Compensation Expenses

Our share-based compensation plan is described in more detail under “Item 6B. Directors, Senior Management and Employees—Compensation of Directors and Executive Officers.” We adopted SFAS 123R using the modified prospective transition approach from January 1, 2006. Prior to January 1, 2006, we accounted for share-based compensation arrangements with employees in accordance with the provisions of APB 25 and related interpretations thereof. Pursuant to SFAS 123R, we recognized share-based compensation over the requisite service periods for any share option and restricted share granted after December 31, 2005 based on the fair value of the share option and restricted share on the date of grant. We continue to account for share options that had been granted prior to the initial public filing of our registration statement on Form F-1 with the SEC on July 12, 2005 and that remained unvested at December 31, 2005 under APB 25. For share-based awards granted after the initial public filing of our registration statement on Form F-1 but prior to January 1, 2006, the unvested compensation cost at the effective date of adoption of SFAS 123R is computed based on the grant date fair values of those awards.

We recognize share-based compensation after the date of adoption of SFAS 123R using the accelerated method for all share-based awards issued prior to January 1, 2006, other than those options accounted for under APB 25. We have elected to recognize share-based compensation after the date of adoption of SFAS 123R using the straight-line method for all share-based awards issued after January 1, 2006, which results in the recognition of less share-based compensation in the first several years during the vesting period compared to that which would have been recognized had we used the accelerated method. Forfeitures were estimated based on historical experience and are periodically reviewed.

We account for share awards issued to non-employees in accordance with the provisions of SFAS 123R and EITF 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*. Under SFAS 123R and EITF 96-18, we use the Black-Scholes option pricing model method to measure the value of options granted to non-employees at each vesting date to determine the appropriate charge to share-based compensation.

Income Taxes

We recognize income taxes under the liability method. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted tax rates in effect for the years in which the differences are expected to reverse. We record a valuation allowance against the amount of deferred tax assets that it determines is not more likely than not of being realized. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

We adopted the provisions of Financial Accounting Standard Board, or FASB, Interpretation No. 48, *Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109*, or FIN 48, on January 1, 2007. FIN 48 clarified the accounting for uncertainty for treatment of income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109, *Accounting for Income Taxes*. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The cumulative effects of applying FIN 48 is recorded as an adjustment to retained earnings as of the beginning of the period of adoption. We did not incur a cumulative effect adjustment upon adoption, nor did the standard have any impact on our financial statements for the year ended December 31, 2007. We have elected to classify interest and penalties related to an uncertain tax position, if and when required, as part of income tax expense in the consolidated statements of operations.

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In general, tax filings within the last five years are subject to examination by the PRC and Japanese tax authorities. Accordingly, our PRC subsidiaries' and affiliated entities' tax filings for the tax years 2003 to 2007 and our Japanese subsidiary's tax filings for the tax years 2006 to 2007 remain open to examination by the respective taxing jurisdictions.

Consolidation of Variable Interest Entities

PRC law currently limits foreign ownership of companies that provide Internet content and advertising services. To comply with these foreign ownership restrictions, we operate our websites and provide online advertising services in China through affiliated PRC companies wholly-owned by PRC citizens. These affiliated PRC companies hold the licenses and approvals necessary to operate our websites and to provide online advertising services in China. We have contractual arrangements with these companies and their shareholders pursuant to which we provide technology consulting services and license certain software products and registered trademarks to them. Through these contractual arrangements, we also have the ability to substantially influence their daily operations and financial affairs, appoint their senior executives and approve all matters requiring shareholder approval. As a result of these contractual arrangements, which enable us to control these affiliated PRC companies, we are considered the primary beneficiary of these companies. Accordingly, we regard each of these affiliated PRC companies as a Variable Interest Entity under FASB Interpretation No. 46R, "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51," or FIN 46R, and we consolidate the results, assets and liabilities of these companies in our consolidated financial statements.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets acquired. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. We assess goodwill for impairment at the reporting unit level.

We carry intangible assets at cost less accumulated amortization. Intangible assets with a finite useful life are amortized using the straight-line method over the estimated economic life of the intangible assets, as follows:

Domain name	— 5 years
Customer relationships	— 4.9 years
Non-competition agreement	— 4 years
Software	— 9.8 years
Contract-based assets	— 2.4 years

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Intangible assets with an indefinite useful life are not amortized. In accordance with this policy, one of the domain name assets, which was acquired in July 2006, is not subject to amortization, as the remaining useful life is indefinite. If the intangible asset that is not being amortized is subsequently determined to have a finite useful life, the asset will be tested for impairment and then amortized prospectively over its estimated remaining useful life and accounted for in the same manner as other intangible assets that are subject to amortization. Intangible assets with indefinite useful lives are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired.

We review and adjust the carrying value of the intangible assets if the facts and circumstances suggest the intangible assets may be impaired. We assessed and concluded that there was no impairment for goodwill and intangible assets in any of the years presented in this annual report.

Allowance for Doubtful Accounts

Accounts receivable are recognized and carried at original invoiced amount less an allowance for any potential uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. We generally do not require collateral from our customers.

We maintain allowances for doubtful accounts for estimated losses resulting from the failure of customers to make payments on time. We review the accounts receivable on a periodic basis and make general and specific allowances when there is doubt as to the collectibility of individual balances. In evaluating the collectibility of individual receivable balances, we consider many factors, including the age of the balance, the customer's past payment history, its current credit-worthiness and current economic trends.

Impairment of Long-Lived Assets

We evaluate long-lived assets, such as property and equipment and purchased or internally developed intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. We assess the recoverability of an asset group based on the undiscounted future cash flows the asset group is expected to generate and recognize an impairment loss when the estimated undiscounted future cash flows expected to result from the use of the asset group plus net proceeds expected from the disposition of the asset group, if any, are less than the carrying value of the asset group. If we identify an impairment, we reduce the carrying amount of the asset group to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values. We use estimates and judgments in our impairment tests and if different estimates or judgments had been utilized, the timing or the amount of any impairment charges could be different. Asset groups to be disposed of would be reported at the lower of the carrying amount or fair value less costs to sell, and would no longer be depreciated. The assets and liabilities of a disposal group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet. There has been no impairment charges of our long-lived assets in any of the years presented.

Impairment of Goodwill

We assess goodwill for impairment in accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, which requires that goodwill be tested for impairment at the “reporting unit level” (“Reporting Unit”) at least annually and more frequently upon the occurrence of certain events, as defined by SFAS No. 142. Consistent with our determination that we have only one reporting segment, we have determined that there is only one reporting unit. Goodwill was tested for impairment in the annual impairment tests on December 31 in each of the years 2005, 2006, and 2007 using the two-step process required by SFAS No. 142. First, we reviewed the carrying amount of the Reporting Unit compared to the “fair value” of the Reporting Unit based on quoted market prices of our ordinary shares. If such comparison reflected potential impairment, we would then prepare the discounted cash flow analyses. Such analyses are based on cash flow assumptions that are consistent with the plans and estimates being used to manage the business. An excess of the carrying value of the goodwill over the fair value of the goodwill would indicate that the goodwill may be impaired. Finally, if we determined that goodwill may be impaired, the “implied fair value” of the goodwill, as defined by SFAS No. 142, would be compared to its carrying amount to determine the impairment loss, if any. There has been no impairment of goodwill in any of the years presented.

Cash, Cash Equivalents and Short-term Investments

Cash and cash equivalents stated at cost, which approximates fair value, primarily consist of cash and investments in interest bearing demand deposit accounts, liquidity funds and money market funds. All highly liquid investments with stated maturities of three months or less from the date of purchase are classified as cash equivalents; all highly liquid investments with stated maturities of greater than three months, but less than 12 months, are classified as short-term investments which are stated at approximately fair value.

We classify the short-term investments in debt and equity securities as “held-to-maturity,” “trading” or “available-for-sale.” These classifications determine the respective accounting methods stipulated by the accounting standard for financial instruments. The securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities. The securities that we have a positive intent and ability to hold to maturity are classified as held-to-maturity securities and stated at amortized cost. We do not have available-for-sale securities. Unrealized holding gains and losses for trading securities are included in our earnings. Dividend and interest income, including amortization of the premium and discount arising at acquisition, for all categories of investments in securities, are also included in our earnings. Any realized gains or losses on the sale of the short term investments are determined on a specific identification method, and such gains and losses are reflected as a component of our interest income.

For individual securities classified as held-to-maturity securities, we evaluate whether a decline in fair value below the amortized cost basis is other than temporary. If the decline in fair value is judged to be other than temporary, the cost basis of the individual security is written down to fair value as a new cost basis and the amount of the write-down is included in our earnings.

Investments

The investments for which we do not have the ability to exercise significant influence (generally, when we have an investment of less than 20% ownership and no representation on the company's board of directors) and for which there is not a readily determinable fair value, are accounted for using the cost method. Dividends and other distributions of earnings from investees, if any, are included in income when declared. We periodically evaluate the carrying value of our investments accounted for under the cost method of accounting and any impairment is included in our consolidated statements of income.

Recent Accounting Pronouncements

On September 15, 2006, the FASB issued SFAS No. 157, *Fair Value Measurement*, or SFAS 157. This statement provides guidance for using fair value to measure assets and liabilities. This statement also responds to investors' requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. The statement does not expand the use of fair value in any new circumstances. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The adoption of this statement has no material impact on our financial statements.

In February 2007, the FASB issued FASB Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115, ("SFAS 159")*. This statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The adoption of this statement has no material impact on our financial statements.

In December 2007, the FASB issued FASB Statement No. 141 (revised 2007), *Business Combinations*, or SFAS 141R. This statement establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. This statement is effective for us beginning January 1, 2009. We are currently evaluating the potential impact of the adoption of SFAS 141R on our financial statements.

In December 2007, the FASB issued FASB Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, or SFAS 160, an amendment of ARB No. 51. This statement affects the entities that have an outstanding noncontrolling interest in one or more subsidiaries or that deconsolidate a subsidiary. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. We are currently assessing the impact of this new statement on our financial statements.

Results of Operations

The following table sets forth a summary of our consolidated results of operations for the periods indicated. Our business has evolved rapidly since we commenced operations in 2000. Our limited operating history makes it difficult to predict future operating results. We believe that period-to-period comparisons of operating results should not be relied upon as indicative of future performance.

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<i>(in thousands)</i>	For the Year Ended December 31,			
	2005	2006	2007	
	RMB	RMB	RMB	US\$
Consolidated Statements of Income Data				
Revenues:				
Online marketing services	307,363	828,484	1,741,021	238,673
Other services	11,852	9,354	3,404	467
Total revenues	319,215	837,838	1,744,425	239,140
Operating costs and expenses (1):				
Cost of revenues	(104,401)	(245,489)	(645,406)	(88,477)
Selling, general and administrative	(134,771)	(250,240)	(411,163)	(56,366)
Research and development	(44,200)	(79,231)	(140,702)	(19,289)
Total operating costs and expenses	(283,372)	(574,960)	(1,197,271)	(164,132)
Operating profit	35,843	262,878	547,154	75,008
Interest income	13,580	42,443	49,009	6,719
Other income, net, including exchange gains or losses	93	4,098	20,053	2,749
Taxation	(1,911)	(12,256)	12,752	1,748
Cumulative effect of change in accounting principle	—	4,603	—	—
Net income	<u>47,605</u>	<u>301,766</u>	<u>628,968</u>	<u>86,224</u>

(1) Share-based compensation expenses are allocated as follows:

Cost of revenues	(974)	(1,416)	(1,717)	(235)
Selling, general and administrative	(22,804)	(32,970)	(17,371)	(2,382)
Research and development	(9,793)	(13,894)	(20,760)	(2,846)
	<u>(33,571)</u>	<u>(48,280)</u>	<u>(39,848)</u>	<u>(5,463)</u>

Year Ended December 31, 2007 Compared to Year Ended December 31, 2006

Revenues. Our total revenues increased by 108.2% from RMB837.8 million in 2006 to RMB1.7 billion (US\$239.1 million) in 2007. This increase was primarily due to a substantial increase in our revenues from online marketing services. Our online marketing revenues increased by 110.1% from RMB828.5 million in 2006 to RMB1.7 billion (US\$238.7 million) in 2007. This increase was mainly attributable to our customers' increased use of online marketing as a means to promote their products and services, as evidenced by the increase in the number of our online marketing customers from approximately 143,000 in 2006 to over 214,000 in 2007, and the increase in the average revenue per customer from approximately RMB5,800 in 2006 to approximately RMB8,100 (US\$1,110) in 2007. The increase in our online marketing customers was mainly due to our effective distribution network and our expanded direct sales, especially in Beijing, Shanghai, Guangzhou and Shenzhen. The increase in the average revenue per customer was primarily attributable to the increase in the number of paid clicks, and the higher price per click as more customers participated in our P4P auction platform. The number of paid clicks increased by 77.6% from 2006 to 2007.

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Operating Costs and Expenses. Our total operating costs and expenses increased by 108.2 % from RMB575.0 million in 2006 to RMB 1.2 billion (US\$164.1 million) in 2007. This increase was primarily due to increases in our cost of revenues, and, to a lesser extent, an increase in our selling, general and administrative expenses as well as research and development expenses.

- *Cost of Revenues.* Our cost of revenues increased by 162.9 % from RMB245.5 million in 2006 to RMB645.4 million (US\$88.5 million) in 2007. This increase was primarily due to the following factors:
 - *Business Tax and Surcharges.* Our business tax and surcharges increased by 109.9 % from RMB51.8 million in 2006 to RMB108.8 million (US\$14.9 million) in 2007, primarily as a result of increase in our online marketing revenues.
 - *Traffic Acquisition Costs.* Our traffic acquisition costs increased by 172.3% from RMB75.2 million in 2006 to RMB204.7 million (US\$28.1 million) in 2007. This was primarily due to the growth of revenue contribution from our Baidu Union members.
 - *Bandwidth Costs.* Our bandwidth costs increased by 193.8 % from RMB40.0 million in 2006 to RMB117.6 million (US\$16.1 million) in 2007, as a result of increased bandwidth to support increased traffic in our existing market in China and the new Japan market.
 - *Depreciation Expenses of Servers and Other Equipment.* Our depreciation expenses of servers and other computer hardware increased by 185.3 % from RMB51.6 million in 2006 to RMB147.1 million (US\$20.2 million) in 2007, as we acquired more servers, network equipment and computer hardware to meet increased user traffic and accommodate growing online marketing services.
 - *Operational Expenses.* Our operational expenses increased by 157.2 % from RMB25.5 million in 2006 to RMB65.5 million (US\$9.0 million) in 2007, primarily due to the increase in the number and compensation levels of our operating and technical support employees to meet the needs of our growing operations.
- *Selling, General and Administrative Expenses.* Our selling, general and administrative expenses increased by 64.3% from RMB250.2 million in 2006 to RMB411.2 million (US\$56.4 million) in 2007. This increase was primarily due to the following factors:
 - total salaries and benefits and staff-related expense increased by 96.0% from RMB111.6 million in 2006 to RMB218.7 million (US\$30.0 million) in 2007, primarily due to the increased direct sales and administrative headcount to support our expanded online marketing services;

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- total office operating expenses increased by 69.2% from RMB33.2 million in 2006 to RMB56.1 million (US\$7.7 million) in 2007, as a result of increase and expansion of our direct sales offices; and
- total traveling, communication and entertainment expenses increased by 58.1% from RMB10.3 million in 2006 to RMB16.3 million (US\$2.2 million) in 2007, primarily due to the increased administrative and direct sales headcount to support our expanded online marketing services.

The above increases were offset by a 47.3% decrease in share-based compensation expenses for staff performing selling, general and administrative functions from RMB33.0 million in 2006 to RMB17.4 million (US\$2.4 million) in 2007, primarily due to a decrease in the amount of share-based awards granted.

- *Research and Development Expenses.* Our research and development expenses increased by 77.6 % from RMB79.2 million in 2006 to RMB140.7 million (US\$19.3 million) in 2007, primarily as a result of the increased headcount and increased compensation levels.

Operating Profit. As a result of the foregoing, we generated an operating profit of RMB547.2 million (US\$75.0 million) in 2007, a 108.1% increase from 2006.

Taxation. Our income tax benefit was RMB12.8 million (US\$1.7 million) in 2007, which was primarily due to our receipt of an incentive tax refund of RMB21.2 (US\$2.9 million) arising from capital reinvestment in one of our PRC subsidiaries in the fourth quarter of 2007.

Other income, net, including exchange gains or losses. The increase in 2007 was due primarily to our receipt of RMB14.6 million (US\$2.0 million) in government subsidies in 2007.

Cumulative effect of change in accounting principle. The cumulative benefit of RMB4.6 million in 2006 was due to the adoption of SFAS 123R, which reflects the net cumulative impact of estimating future forfeitures for the options granted in the third and fourth quarters of 2005. There was no cumulative effect in adopting FIN 48.

Net Income. As a result of the foregoing, we had net income of RMB629.0 million (US\$86.2 million) in 2007, a 108.4% increase compared to net income of RMB301.8 million in 2006.

Year Ended December 31, 2006 Compared to Year Ended December 31, 2005

Revenues. Our total revenues increased by 162.5% from RMB319.2 million in 2005 to RMB837.8 million in 2006. This increase was primarily due to a substantial increase in our revenues from online marketing services, slightly offset by a decrease of RMB2.5 million in revenues from other services. Our online marketing revenues increased by 169.5% from RMB307.4 million in 2005 to RMB828.5 million in 2006. This increase was mainly attributable to our customers' increased use of online marketing as a means to promote their products and services, as evidenced by the increase in the number of our online marketing customers from approximately 76,000 in 2005 to over 143,000 in 2006, and the increase in the average revenue per customer from approximately RMB4,044 in 2005 to approximately RMB5,800 in 2006. The increase in our online marketing customers was mainly due to our effective distribution network and our expanded direct sales, especially in Beijing, Shanghai and Guangzhou. The increase in the average revenue per customer was primarily attributable to the increase in the number of clicks, and the higher price per click as more customers participated in our P4P auction platform. The number of paid clicks increased by 142.6% from 2005 to 2006.

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Operating Costs and Expenses. Our total operating costs and expenses increased by 102.9% from RMB283.4 million in 2005 to RMB575.0 million in 2006. This increase was primarily due to increases in our cost of revenues and selling, general and administrative expenses, and, to a lesser extent, an increase in our research and development expenses.

- *Cost of Revenues.* Our cost of revenues increased by 135.1% from RMB104.4 million in 2005 to RMB245.5 million in 2006. This increase was primarily due to the following factors:
 - *Business Tax and Surcharges.* Our business tax and surcharges increased by 149.6% from RMB20.8 million in 2005 to RMB51.8 million in 2006, primarily as a result of increase in our online marketing revenues.
 - *Traffic Acquisition Costs.* Our traffic acquisition costs increased by 254.4% from RMB21.2 million in 2005 to RMB75.2 million in 2006. This was primarily due to the growth of revenue contribution from our Baidu Union members.
 - *Bandwidth Costs.* Our bandwidth costs increased by 88.0% from RMB21.3 million in 2005 to RMB40.0 million in 2006, as a result of increased bandwidth to support increased traffic.
 - *Depreciation Expenses of Servers and Other Equipment.* Our depreciation expenses of servers and other computer hardware increased by 104.0% from RMB25.3 million in 2005 to RMB51.6 million in 2006, as we acquired more servers, network equipment and computer hardware to meet increased user traffic and accommodate growing online marketing services.
 - *Operational Expenses.* Our operational expenses increased by 70.9% from RMB14.9 million in 2005 to RMB25.5 million in 2006, primarily due to the increase in the number of our operating and technical support employees to meet the needs of our growing operations.
- *Selling, General and Administrative Expenses.* Our selling, general and administrative expenses increased by 85.7% from RMB134.8 million in 2005 to RMB250.2 million in 2006. This increase was primarily due to the following factors:
 - total salaries and benefits increased by 136.2% from RMB47.2 million in 2005 to RMB111.6 million in 2006, primarily due to the increased administrative and direct sales headcount along with our expanded online marketing services;

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- total office operating expenses increased by 158.4% from RMB12.8 million in 2005 to RMB33.2 million in 2006, as a result of increase and expansion of our direct sales offices;
 - professional expenses increased by 191.4% from RMB9.2 million in 2005 to RMB26.9 million in 2006, primarily due to the increased expenditures associated with being a public company, such as the compliance with the requirements of Section 404 of the Sarbanes-Oxley Act; and
 - share-based compensation expenses for staff performing selling, general and administrative functions increased by 44.6% from RMB22.8 million to RMB33.0 million in 2006, primarily due to the adoption of the fair value measure of our share-based awards under SFAS 123R since January 1, 2006.
- *Research and Development Expenses.* Our research and development expenses increased by 79.3% from RMB44.2 million in 2005 to RMB79.2 million in 2006, primarily as a result of the increased headcount.

Operating Profit. As a result of the foregoing, we generated an operating profit of RMB262.9 million in 2006, a 633.4% increase from 2005.

Taxation. Our income tax expenses were RMB12.3 million in 2006, a 541.3% increase from 2005, primarily due to the substantial increase in our operating profit.

Cumulative effect of change in accounting principle. The cumulative benefit of RMB4.6 million was due to the adoption of SFAS 123R in 2006, which reflects the net cumulative impact of estimating future forfeitures for the options granted in the third and fourth quarters of 2005.

Net Income. As a result of the foregoing, we had net income of RMB301.8 million in 2006, a 533.9% increase compared to net income of RMB47.6 million in 2005.

Inflation

Since our inception, inflation in China has not materially impacted our results of operations. According to the National Bureau of Statistics of China, the change of consumer price index in China was 1.8%, 1.6% and 4.8% in 2005, 2006 and 2007, respectively. According to the National Bureau of Statistics of China, China's general consumer price index increased 8.5% in April 2008 compared to April 2007. Although we have not in the past been materially affected by any such inflation since our inception, we can provide no assurance that we will not be affected in the future by higher rates of inflation in China. For example, certain operating costs and expenses, such as employee compensation and office operating expenses may increase as a result of higher inflation. Additionally, because a substantial portion of our assets consists of cash and cash equivalents and short-term investments, high inflation could significantly reduce the value and purchasing power of these assets. We are not able to hedge our exposures to higher inflation in China.

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Foreign Currency

The exchange rate between U.S. dollar and RMB was in a decline trend, from July 2005 when the average exchange rate was 8.2264 to December 2007 when the average exchange rate was 7.3682, which resulted in foreign currency translation losses when we translated our financial assets from U.S. dollar into RMB.

B. Liquidity and Capital Resources

Cash Flows and Working Capital

The following table sets forth a summary of our cash flows for the periods indicated:

<i>(in thousands)</i>	For the Year Ended December 31,			
	2005	2006	2007	
	RMB	RMB	RMB	US\$
Net cash generated from operating activities	162,352	526,144	935,152	128,199
Net cash used in investing activities	(181,096)	(294,272)	(713,216)	(97,772)
Net cash generated from financing activities	724,333	32,179	40,698	5,579
Effect of exchange rate changes on cash	(5,192)	(28,370)	(48,308)	(6,624)
Net increase in cash and cash equivalents	700,397	235,681	214,326	29,382
Cash and cash equivalents at beginning of the period	200,196	900,593	1,136,274	155,769
Cash and cash equivalents at end of the period	900,593	1,136,274	1,350,600	185,151

Operating Activities

Net cash generated from operating activities increased to RMB935.2 million (US\$128.2 million) in 2007 from RMB526.1 million in 2006. This increase was mainly attributable to several factors, including (i) the substantial increase in net income to RMB629.0 million (US\$86.2 million) in 2007 compared to net income of RMB301.8 million in 2006; (ii) the increase in add-back of non-cash expenses, mainly consisting of share-based compensation and depreciation expenses; (iii) the increase in customer deposits resulting from the increased number of P4P customers; and (iv) the increase in accrued expenses and other liabilities, partially offset by an increase of RMB24.6 million (US\$3.4 million) in other non-current assets primarily due to deposits for new offices we rent.

Net cash generated from operating activities increased to RMB526.1 million in 2006 from RMB162.4 million in 2005. This increase was mainly attributable to several factors, including (i) the net income of RMB301.8 million in 2006 compared to net income of RMB47.6 million earned in 2005; (ii) the increase in add-back of non-cash expenses, mainly consisting of share-based compensation and depreciation expenses; (iii) the increase in customer deposits resulting from the increased number of P4P customers; and (iv) the increase in accrued expenses and other liabilities.

Investing Activities

Net cash used in investing activities increased from RMB294.3 million in 2006 to RMB713.2 million (US\$97.8 million) in 2007, primarily due to our purchase of additional servers in China and Japan, cash used in acquisitions (including investments in several privately held entities for less than 5% of equity interests in each of these entities), investment in marketable securities, additional payment for the acquisition of the land use right for our new corporate headquarters, and investment in connection with the construction of the corporate headquarters. Net cash used in investing activities increased from RMB181.1 million in 2005 to RMB294.3 million in 2006 primarily due to our purchase of additional servers and other computer hardware, as well as investment in marketable securities.

We expect that net cash used in investing activities will increase in 2008 and 2009. The expected increase is due to the building of our new corporate headquarters in Beijing and any future investments or acquisitions we may pursue.

Financing Activities

Net cash provided by financing activities increased from RMB32.2 million in 2006 to RMB40.7 million (US\$5.6 million) in 2007, due to the net proceeds received from the exercise of stock options in 2007. Net cash provided by financing activities decreased substantially from RMB724.3 million in 2005 to RMB32.2 million in 2006, due to the net proceeds received from our initial public offering in 2005.

We believe that our current cash and cash equivalents and anticipated cash flow from operations will be sufficient to meet our anticipated cash needs, including our cash needs for working capital and capital expenditures for at least the next 12 months. We may, however, require additional cash due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our existing cash is insufficient to meet our requirements, we may seek to sell additional equity securities, debt securities or borrow from banks.

We are a holding company with no operations of our own. We conduct our operations in China primarily through our indirect wholly-owned subsidiaries, Baidu Online, Baidu China and Baidu Times, and our variable interest entities, Baidu Netcom and Beijing Perusal. As a result, our ability to pay dividends and to finance any debt we may incur depends upon dividends paid by Baidu Online, Baidu China and Baidu Times and license and service fees paid by Baidu Netcom and Beijing Perusal. If Baidu Online, Baidu China, Baidu Times or any newly formed subsidiaries incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us. In addition, our PRC subsidiaries are permitted to pay dividends to us only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. Under PRC law, our subsidiaries and affiliated entities in the PRC are required to set aside at least 10% of their after-tax profit each year to fund a statutory reserve fund until the amount of the reserve fund reaches 50% of such entity's registered capital. Although these statutory reserve funds can be used, among other ways, to increase the registered capital and eliminate future losses in excess of retained earnings of the respective companies, these reserve funds are not distributable as cash dividends except in the event of a solvent liquidation of the companies. See Note 14 to our consolidated financial statements.

Capital Expenditures

We made capital expenditures of RMB88.7 million, RMB127.5 million and RMB569.1 million (US\$78.0 million) in 2005, 2006 and 2007, respectively, representing 27.8%, 15.2% and 32.6% of our total revenues, respectively. Our capital expenditures were used primarily to purchase servers, network equipment and other computer hardware for our business, the acquisition of the land use right and the construction for our new corporate headquarters.

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In late 2005, we entered into an agreement to acquire the land use right in Beijing to build our new corporate headquarters with a floor space of approximately 44,000 square meters. The floor space was increased to 59,000 square meters in 2006. The aggregate prepayment for acquiring the land use right was approximately RMB97.6 million (US\$13.4 million) as of December 31, 2007. We have obtained necessary governmental approvals for the proposed development and use of the land, and our new office building is currently under construction. Our capital expenditures may increase substantially in the near term as our business continues to grow and as we expand and improve our network infrastructure.

C. Research and Development

We have a team of experienced engineers who are mostly based at our headquarters in Beijing. We recruit most of our engineers locally and have established various recruiting and training programs with leading universities in China. We have also recruited experienced engineers from overseas. We compete aggressively for engineering talent to help us address challenges such as Chinese language processing, information retrieval and high performance computing. In each of the three years ended December 31, 2005, 2006 and 2007, our research and development expenditures, including share-based compensation expenses for research and development staff, were RMB44.2 million, RMB79.2 million and RMB140.7 million (US\$19.3 million), representing 13.8%, 9.5% and 8.1% of our total revenues for 2005, 2006 and 2007, respectively.

D. Trend Information

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the year ended December 31, 2007 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. Off-Balance Sheet Commitments and Arrangements

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder's equity and are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

F. Contractual Obligations and Commercial Commitments

The following table sets forth our contractual obligations as of December 31, 2007:

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<i>(in RMB thousands)</i>	Payment Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating lease obligations (1)	179,643	128,556	51,087	—	—
Capital commitments (2)	179,636	179,636	—	—	—
Other long-term obligation reflected on balance sheets under U.S. GAAP (3)	3,000	3,000	—	—	—
Total	362,279	311,192	51,087	—	—

(1) Operating lease obligations represent the lease obligations for our premises and bandwidth obligations.

(2) Capital commitments relate primarily to leasehold improvements and building construction.

(3) Other long-term obligation represents the payment arrangement relating to an acquisition in 2006.

We do not have any long-term debt obligations, capital (finance) lease obligations or purchase obligations.

Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following table sets forth information regarding our executive officers and directors as of the date of this annual report.

<u>Directors and Executive Officers</u>	<u>Age</u>	<u>Position/Title</u>
Robin Yanhong Li	39	Chairman and Chief Executive Officer
Jennifer Li	40	Chief Financial Officer
Peng Ye	47	Chief Operating Officer
William I. Chang	44	Chief Scientist
William Decker	61	Independent Director
James Ding	43	Independent Director
Nobuyuki Idei	70	Independent Director
Greg Penner	38	Independent Director

Robin Yanhong Li is a co-founder of our company. Mr. Li has served as our chairman of the board since our inception in January 2000 and as our chief executive officer since January 2004. Mr. Li served as our president from February 2000 to December 2003. Prior to founding our company, Mr. Li worked as a staff engineer for Infoseek, a pioneer in the Internet search engine industry, from July 1997 to December 1999. Mr. Li was a senior consultant for IDD Information Services from May 1994 to June 1997. Mr. Li received a bachelor's degree in information science from Peking University and a master's degree in computer science from the State University of New York at Buffalo.

Jennifer Li joined our company in March 2008 as our chief financial officer. Prior to joining our company, Ms. Li served as controller of General Motors Acceptance Corporation's North American Operations from 2005 to 2008. Prior to GMAC, Ms. Li worked at General Motors China, where she was responsible for overseeing finance functions of General Motors' wholly-owned and joint venture businesses in China from 2001 to 2004, with the last post as its chief financial officer. From 1994 to 2001, she held several other finance positions at General Motors in China, Singapore, the United States and Canada. Ms. Li holds an MBA from the University of British Columbia in Vancouver, B.C., Canada and a bachelor of arts from Tsinghua University in Beijing, China.

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Peng Ye joined our company in April 2008 as our chief operating officer. From June 2006 to March 2008, Mr. Ye served as country general manager of Apple China. Prior to that, Mr. Ye worked at ND SatCom AG, a leading global supplier of innovative satellite-based communications solutions, as global vice president and China managing director from November 2005 to May 2006, and for Motorola Mobile Business North Asia as vice president of Asia Pacific and general manager of New Wireless Carrier Operations from April 2003 to October 2005. Mr. Ye also served Nortel China and Nortel Europe for seven years in several senior management and product development positions from April 1996 to March 2003. Mr. Ye holds a Ph.D. in information and software engineering from the University of Ulster in the UK, an EMBA from China Europe International Business School, a master of information system engineering from the National University of Defense Technology in China and a bachelor of computer communications from Nanjing University of Post and Telecommunications in China.

William I. Chang has served as our chief scientist since January 2007. Dr. Chang is a recognized expert in search technology, online community and advertising business models. From 2001 to January 2007, he served as chairman, president and chief executive officer of the Affini, Inc., a search technology and software company he founded. Since January 2007, he has served as chairman of Affini, Inc. From 2000 to 2001, Dr. Chang served as chief technology officer at Sentius Corporation, a hypertext software company, where he created a contextual advertising product. From 1998 to 1999, Dr. Chang served as vice president of Go Network. From 1997 to 1998, he was the chief technology officer of Infoseek, where he created the Infoseek natural language search engine for both the Internet search and enterprise applications. From 1991 to 1995, Dr. Chang worked as a postdoctoral fellow and associate staff researcher with the Cold Spring Harbor Laboratory, where he mapped a genome and invented a protein sequence search methodology. Dr. Chang received a bachelor's degree in mathematics from Harvard University and a Ph.D. in computer science from the University of California, Berkeley.

William Decker has served as our independent director since October 2005. Mr. Decker is a retired partner of PricewaterhouseCoopers LLP. Prior to his retirement in July 2005, Mr. Decker was the senior partner in charge of PricewaterhouseCoopers LLP's Global Capital Markets Group. He led a team of more than 300 professionals in 25 countries to provide technical support to non-U.S. companies on SEC regulations and U.S. GAAP reporting and assistance with the Sarbanes-Oxley Act compliance work. He was also one of PricewaterhouseCoopers' lead authorities on the Sarbanes-Oxley Act. Mr. Decker received a bachelor's degree in accounting from Fairleigh Dickinson University in New Jersey.

James Ding has served as our independent director since our initial public offering in August 2005. Mr. Ding is a managing director of GSR Ventures, a venture capital fund focusing on early stage technology companies in China. He also has served as the chairman of the board of directors of AsiaInfo Holdings, Inc., a Nasdaq-listed company, since April 2003 and has served as a member of the board of AsiaInfo since its inception. He served as AsiaInfo's chief executive officer from May 1999 to April 2003. He was also AsiaInfo's senior vice president for business development and chief technology officer from 1997 to 1999. Mr. Ding received a master's degree in information science from the University of California, Los Angeles.

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Nobuyuki Idei has served as our independent director since June 2007. An experienced director, Mr. Idei also currently serves as chairman of the advisory board of Sony Corporation, director of Accenture, director of Red Herring and chairman of the National Conference on Fostering Beautiful Forests in Japan. Mr. Idei is founder and CEO of Quantum Leaps Corporation, a specialist consultancy that advises private and public institutions on the changing role of technology in the 21st century. From 2000 to 2005, Mr. Idei was chairman and CEO of Sony Corporation. Prior to that, he held a range of leadership positions at Sony including general manager of the audio division, senior general manager of the home video group, and president and representative director. Mr. Idei has also served in a number of other advisory positions including as counselor to the Bank of Japan, member of Japan's national IT Strategy Council, and as vice chairman of Nippon Keidanren. Mr. Idei received a bachelor of science degree in economics and politics from Waseda University in Tokyo.

Greg Penner has served as our director since July 2004. Mr. Penner is a general partner of Madrone Capital Partners, an investment firm based in Menlo Park, California. From 2002 to 2004, he was the senior vice president and chief financial officer of Wal-Mart Japan, and was a director of The Seiyu, Ltd., a Japanese retailer from 2002 to 2008 when the company was acquired by Wal-Mart Stores, Inc. From 2000 to 2002, Mr. Penner was responsible for the business development, legal and finance affairs of Walmart.com, Wal-Mart's Internet business based in California. Prior to joining Wal-Mart, Mr. Penner was a general partner at Peninsula Capital, an early stage venture capital fund. In addition to Baidu and Seiyu, Mr. Penner also serves as a director of the Global Hyatt Corporation, Cuill, Inc., a privately-held Internet search engine developer, and 99Bill Corporation (based in Shanghai, China). Mr. Penner received a bachelor's degree in international economics from the School of Foreign Service at Georgetown University and an M.B.A. from the Stanford Graduate School of Business.

B. Compensation of Directors and Executive Officers

In 2007, we paid an aggregate of approximately RMB5.5 million (US\$0.8 million) and approximately RMB0.7 million (US\$0.1 million) in cash compensation to our executive officers and non-executive directors, respectively. No executive officer is entitled to any severance benefits upon termination of his or her employment with our company.

Our board of directors and shareholders approved the issuance of up to 5,040,000 ordinary shares upon exercise of awards granted under our 2000 option plan. As of March 31, 2008, options to purchase 694,607 ordinary shares are outstanding. The following table summarizes, as of March 31, 2008, the outstanding options and restricted shares that we granted to our current directors and executive officers and to other individuals as a group under our 2000 option plan.

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Name	Ordinary Shares Underlying Outstanding Options	Exercise Price (US\$/Share)	Grant Date	Expiration Date
Robin Yanhong Li	50,000	2.50	April 1, 2004	April 1, 2009
	22,050	49.25	February 15, 2006	February 15, 2011
	393(1)	—	February 15, 2006	N/A
	15,000	124.90	January 24, 2007	January 24, 2012
	2,500(1)	—	January 24, 2007	N/A
Jennifer Li(2)	6,000	317.75	April 16, 2008	April 16, 2015
	4,500(1)	—	April 16, 2008	N/A
Peng Ye(3)	8,500	342.00	April 25, 2008	April 25, 2015
	2,000(1)	—	April 25, 2008	N/A
William I. Chang	30,000	124.90	January 24, 2007	January 24, 2012
	3,000(1)	—	January 24, 2007	N/A
William Decker	800(1)	—	January 11, 2008	N/A
James Ding	650(1)	—	January 11, 2008	N/A
Nobuyuki Idei	15,000	183.23	January 10, 2008	July 25, 2012
Greg Penner	650(1)	—	January 11, 2008	N/A
Other individuals as a group	554,564	—	—	—

(1) *Restricted shares.*

(2) *Ms. Li joined us in March 2008 and her options and restricted shares were granted on April 16, 2008. The options will vest in batches over a period a time and generally will expire three years after vesting. The expiration date disclosed in the table is the last expiration date.*

(3) *Mr. Ye joined us in April 2008 and his options and restricted shares were granted on April 25, 2008. The options will vest in batches over a period a time and generally will expire three years after vesting. The expiration date disclosed in the table is the last expiration date.*

Types of Awards. We may grant the following types of awards under our 2000 option plan:

- our ordinary shares;
- options to purchase our ordinary shares; and
- any other securities with value derived from the value of our ordinary shares.

Plan Administration. Our board of directors, or a committee designated by our board of directors, administers our 2000 option plan. In each case, our board of directors or the committee, will determine the provisions and terms and conditions of each award grant. These include, among other things, the option vesting schedule, repurchase provisions, rights of first refusal, forfeiture provisions, form of payment upon settlement of an award, payment contingencies and satisfaction of any performance criteria.

Award Agreement. Awards granted under our 2000 option plan are evidenced by an award agreement that sets forth the terms, conditions and limitations for each award. In addition, in the case of options, the award agreement also specifies whether the option constitutes an incentive stock option, or ISO, or a non-qualifying stock option.

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Eligibility. We may grant awards to employees, directors and consultants of our company or any of our related entities, which include our subsidiaries or any entities in which we hold a substantial ownership interest. However, we may grant ISOs only to our employees and employees of our majority-owned subsidiaries.

Acceleration of Awards upon Corporate Transactions. The outstanding awards will accelerate upon occurrence of a change-of-control corporate transaction in which the successor entity does not assume our outstanding awards under our 2000 option plan. In such event, each outstanding award will become fully vested and immediately exercisable, the transfer restrictions on the awards will be released (other than those applicable to ISOs), and the repurchase or forfeiture rights will terminate immediately before the date of the change-of-control transaction. If the successor entity assumes our outstanding awards and later terminates the grantee's employment or service without cause, or if the grantee resigns voluntarily with good cause within 12 months of the change-of-control transaction, the outstanding awards automatically become fully vested and exercisable.

Exercise Price and Term of Awards. If we grant an ISO to an employee, who, at the time of that grant, owns shares representing more than 10% of the voting power of all classes of our share capital, the exercise price cannot be less than 110% of the fair market value of our ordinary shares on the date of that grant.

The term of each award is stated in the award agreement. The term may not exceed ten years from the date of the grant, except that five years is the maximum term of an ISO granted to an employee who holds more than 10% of the voting power of our share capital.

Vesting Schedule. In general, the plan administrator determines, or the award agreement specifies, the vesting schedule. Options generally vest over a four-year period beginning from one year after the grant date. Under our 2000 option plan, employees may elect at any time to exercise their options any part or all of the awards prior to full vesting of the awards. But such early exercise may be subject to a repurchase right as determined by our management. When an optionee's employment or service is terminated, the optionee may exercise his or her options that have vested as of the termination date within three months of termination or as determined by our plan administrator.

Repurchase Rights. Under our 2000 option plan, the aforementioned early exercise may be subject to a right to repurchase such shares at the amount equal to the original purchase price paid by grantee for each such Share. Before the closing date of our initial public offering on August 5, 2005, such repurchase right was exercisable at any time (i) during the 90-day period following employee termination date, or (ii) during the 90-day period following an exercise of the option that occurs after employee termination date. Upon the closing date of our initial public offering, the time limitation of exercising such repurchase rights have been changed to lapse at the rate of at least twenty percentage (20%) of the shares subject to the share option per year over five years from the date the share option is granted (without respect to the date the award was exercised or became exercisable).

Amendment and Termination. Our board of directors may at any time amend, suspend or terminate our 2000 option plan. Amendments to our 2000 option plan are subject to shareholder approval, to the extent required by law, or by stock exchange rules or regulations. Any amendment, suspension or termination of our 2000 option plan must not adversely affect awards already granted without written consent of the recipient of such awards. Unless terminated earlier, our 2000 option plan shall continue in effect for a term of ten years from the date of adoption.

C. Board Practices

Board of Directors

Our board of directors currently has five directors. A director is not required to hold any shares in the company by way of qualification. A director may vote with respect to any contract, proposed contract or arrangement in which he or she is materially interested. A director may exercise all the powers of the company to borrow money, mortgage its undertakings, property and uncalled capital, and issue debentures or other securities whenever money is borrowed or as security for any obligation of the company or of any third party.

Committees of the Board of Directors

We have three committees under the board of directors: an audit committee, a compensation committee and a corporate governance and nominating committee. We have adopted a charter for each of the three committees.

Audit Committee

Our audit committee consists of Messrs. William Decker, James Ding and Greg Penner, all of whom satisfy the “independence” requirements of Rule 4350 of the Nasdaq Stock Market Marketplace Rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Our board of directors has determined that Mr. Decker is an audit committee financial expert as defined in the instructions to Item 16A of the Form 20-F. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- appointing, retaining and overseeing the work of the independent auditors, including resolving disagreements between the management and the independent auditors relating to financial reporting;
- pre-approving all auditing and non-auditing services permitted to be performed by the independent auditors;
- reviewing annually the independence and quality control procedures of the independent auditors;
- reviewing and approving all proposed related party transactions;
- discussing the annual audited financial statements with the management;
- meeting separately with the independent auditors to discuss critical accounting policies, management letters, recommendations on internal controls, the auditor’s engagement letter and independence letter and other material written communications between the independent auditors and the management; and

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- attending to such other matters that are specifically delegated to our audit committee by our board of directors from time to time.

In 2007, our audit committee held meetings and passed resolutions by unanimous written consent five times.

Compensation Committee

Our compensation committee consists of Messrs. James Ding and Greg Penner, both of whom satisfy the “independence” requirements of Rule 4350 of the Nasdaq Stock Market Marketplace Rules. The compensation committee assists the board in reviewing and approving our compensation structure, including all forms of compensation relating to our directors and executive officers. Our chief executive officer may not be present at any committee meeting while his compensation is deliberated. The compensation committee is responsible for, among other things:

- reviewing and approving executive compensation;
- reviewing periodically and approving any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans;
- determining our policy with respect to change of control or “parachute” payments; and
- managing and reviewing director and executive officer indemnification and insurance matters.

In 2007, our compensation committee held meeting and passed resolutions by unanimous written consent twice.

Corporate Governance and Nominating Committee

Our corporate governance and nominating committee consists of Messrs. James Ding and Greg Penner, both of whom satisfy the “independence” requirements of Rule 4350 of the Nasdaq Stock Market Marketplace Rules. The corporate governance and nominating committee assists the board of directors in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The corporate governance and nominating committee is responsible for, among other things:

- recommending to the board nominees for election or re-election to the board or for appointments to fill any vacancies;
- reviewing annually the performance of each incumbent director in determining whether to recommend such director for an additional term;
- overseeing the board in the board’s annual review of its own performance and the performance of the management; and
- considering, preparing and recommending to the board such policies and procedures with respect to corporate governance matters as may be required or required to be disclosed under the applicable laws or otherwise considered to be material.

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In 2007, our corporate governance and nominating committee passed resolutions by unanimous written consent three times.

Terms of Directors and Executive Officers

All directors hold office until their successors have been duly elected and qualified. Director nomination is subject to the approval of our corporate governance and nominating committee. Our shareholders may remove any director by ordinary resolution and may in like manner appoint another person in his stead. A valid ordinary resolution requires a majority of the votes cast at a shareholder meeting that is duly constituted and meets the quorum requirement. Officers are elected by and serve at the discretion of the board of directors.

D. Employees

We had 1,307, 3,113 and 6,252 employees as of December 31, 2005, 2006 and 2007, respectively. As of December 31, 2007, we had 6,252 employees, including 460 in management and administration, 913 in research and development, 514 in operation and service, and 4,365 in sales and marketing. We also hire temporary employees and contractors from time to time. Our employees are not covered by any collective bargaining agreement. We consider our relations with our employees to be good.

E. Share Ownership

The following table sets forth information with respect to the beneficial ownership of our shares as of March 31, 2008, assuming exercise of all outstanding options, by:

- each of our current directors and executive officers; and
- each person known to us to own beneficially more than 5.0% of our shares.

See “B. Compensation of Directors and Executive Officers” for more details on options and restricted shares granted to our directors and executive officers.

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Directors and Executive Officers:	Shares Beneficially Owned	
	Number (1)	% (2)
Robin Yanhong Li (3)	5,617,608	16.4%
Jennifer Li(4)	10,500	*
Peng Ye(5)	10,500	*
William Chang (6)	33,370	*
William Decker (7)	800	*
James Ding (8)	650	*
Nobuyuki Idei (9)	15,000	*
Greg Penner (10)	1,133,853	3.3%
All Directors and Executive Officers as a Group (11)	6,822,281	19.9%
Principal Shareholders:		
Handsome Reward Limited (12)	5,490,000	16.1%

* Less than 1%.

- (1) The number of shares beneficially owned by each listed person includes the shares beneficially owned by such person, the shares underlying all options held by such person, and restricted shares held by such persons. The options and restricted shares were granted under our 2000 option plan.
- (2) Percentage of beneficial ownership of each listed person is based on 34,195,183 ordinary shares (consisting of 25,300,772 Class A ordinary shares and 8,894,411 Class B ordinary shares) of the company outstanding as of March 31, 2008, the number of ordinary shares underlying options and the number of restricted shares held by such person as of that date.
- (3) Includes (i) 37,665 Class A ordinary shares held by Mr. Li, (ii) 87,050 Class A ordinary shares issuable upon exercise of options held by Mr. Li, (iii) 2,893 restricted shares held by Mr. Li, and (iv) 5,490,000 Class B ordinary shares held by Handsome Reward Limited, a company wholly-owned and controlled by Mr. Li. Excludes 1,676,667 Class B ordinary shares held by Melissa Ma, Mr. Li's wife, of which Mr. Li disclaims beneficial ownership. The business address for Mr. Li is c/o Baidu.com, Inc., Ideal International Plaza, 12/F, No. 58 West-North 4th Ring, Beijing, 100080, PRC.
- (4) Includes (i) 6,000 Class A ordinary shares issuable upon exercise of options and (ii) 4,500 restricted shares, both granted on April 16, 2008. The business address for Ms. Li is c/o Baidu.com, Inc., Ideal International Plaza, 12/F, No. 58 West-North 4th Ring, Beijing, 100080, PRC.
- (5) Includes (i) 8,500 Class A ordinary shares issuable upon exercise of options and (ii) 2,000 restricted shares, both granted on April 25, 2008. The business address for Mr. Ye is c/o Baidu.com, Inc., Ideal International Plaza, 12/F, No. 58 West-North 4th Ring, Beijing, 100080, PRC.
- (6) Includes (i) 370 Class A ordinary shares in the form of ADSs beneficially owned by Mr. Chang, (ii) 30,000 Class A ordinary shares issuable upon exercise of options held by Mr. Chang and (iii) 3,000 restricted shares held by Mr. Chang. The business address for Mr. Chang is Baidu.com, Inc., Ideal International Plaza, 12/F, No. 58 West-North 4th Ring, Beijing, 100080, PRC.
- (7) Includes 800 restricted shares granted to Mr. Decker on January 11, 2008. The address of Mr. Decker is 24 Nordic Way, Saranac Lake, NY, 12983, USA.
- (8) Includes 650 restricted shares granted to Mr. Ding on January 11, 2008. The business address of Mr. Ding is 4/F, Zhongdian Information Tower No.6 Zhongguancun South Street, Haidian District, Beijing 100086, PRC.
- (9) Includes 15,000 ordinary shares issuable upon exercise of options held by Mr. Idei. The business address of Mr. Idei's address is Tokyo Ginko Kyoukai Building 16F,1-3-1, Marunouchi, Chiyoda-ku, Tokyo, 100-0005, Japan.

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- (10) Includes (i) 15,520 Class A shares in the form of ADSs held by Mr. Penner, (ii) 650 restricted shares, (iii) 150,000 Class A ordinary shares in the form of ADSs held by MCP Fund I, LLC, a fund for which Mr. Penner serves as a managing member of the sole manager; and (iv) 967,683 Class B ordinary shares held by Peninsula Capital Fund I, LLC. Mr. Penner is the sole manager of Peninsula Capital Fund I, LLC, and has sole voting and dispositive power over all the shares held by Peninsula Capital Fund I, LLC. Mr. Penner disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein. The business address for Mr. Penner is 3000 Sand Hill Road, Building 1, Suite 150, Menlo Park, California 94025, U.S.A.
- (11) Includes ordinary shares, ordinary shares issuable upon exercise of all options and restricted shares held by all of our directors and executive officers as a group.
- (12) Represents 5,490,000 Class B ordinary shares held by Handsome Reward Limited, a British Virgin Island company wholly-owned and controlled by Mr. Robin Yanhong Li. The business address of Handsome Reward Limited is c/o Robin Yanhong Li, Baidu.com, Inc., Ideal International Plaza, 12/F, No. 58 West-North 4th Ring, Beijing, 100080, PRC.

Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares are entitled to one vote per share, while holders of Class B ordinary shares are entitled to 10 votes per share. We issued Class A ordinary shares represented by our ADSs in our initial public offering in 2005. Holders of our Class B ordinary shares may choose to convert their Class B ordinary shares into the same number of Class A ordinary shares at any time. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company. See “Item 3D. Key Information—Risk Factors—Risks Related to Our ADSs—Our dual-class ordinary share structure with different voting rights could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial.”

As of March 31, 2008, 34,195,183 of our ordinary shares were issued and outstanding. To our knowledge, approximately 26,719,889 ordinary shares, or 78.1% of our total outstanding ordinary shares, were held by record shareholders in the United States, including 25,180,344 Class A ordinary shares held of record by The Bank of New York, the depository of our ADS program.

Item 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

Please refer to “Item 6E. Directors, Senior Management and Employees — Share Ownership.”

B. Related Party Transactions

Contractual Arrangements with Baidu Netcom and Its Shareholders

PRC law currently limits foreign equity ownership of companies that provide Internet content and advertising businesses. To comply with these foreign ownership restrictions, we operate our websites and provide online advertising services in China through a series of contractual arrangements with Baidu Netcom and its shareholders, Robin Yanhong Li and Eric Yong Xu. In March 2005, we restructured these contractual arrangements as follows:

Exclusive Technology Consulting and Services Agreement. Pursuant to the exclusive technology consulting and services agreement between Baidu Online and Baidu Netcom, Baidu Online has the exclusive right to provide to Baidu Netcom technology consulting and services related to the maintenance of servers, software development and design of advertisements. Baidu Online also seconded employees to Baidu Netcom for whom Baidu Netcom bears the costs and expenses. Baidu Online owns the intellectual property rights related to the software developed by Baidu Online for Baidu Netcom. Baidu Netcom pays monthly service fees to Baidu Online based upon a pre-agreed formula, which takes into account the number of monthly page views and the basic fee for every one thousand page views of advertisements displayed on our websites. The basic fee for every one thousand page views is subject to periodic adjustment. The current rate of the basic fee is RMB0.6. The term of this agreement is ten years from the date thereof.

Business Cooperation Agreement. Pursuant to the business cooperation agreement between Baidu Netcom and Baidu Online, Baidu Netcom provides Internet information services, Internet advertising services and related services to Baidu Online to enable Baidu Online to provide P4P services on the websites owned and operated by Baidu Netcom, and Baidu Online provides search engine technology services to Baidu Netcom. Baidu Online agrees to pay a monthly fee of RMB10,000 to Baidu Netcom. The term of this agreement is ten years from the date thereof.

Operating Agreement. Pursuant to the operating agreement among Baidu Online, Baidu Netcom and the shareholders of Baidu Netcom, Baidu Online provides guidance and instructions on Baidu Netcom's daily operations and financial affairs. The shareholders of Baidu Netcom must designate the candidates recommended by Baidu Online as their representatives on Baidu Netcom's board of directors. Baidu Online has the right to appoint senior executives of Baidu Netcom. In addition, Baidu Online agrees to guarantee Baidu Netcom's performance under any agreements or arrangements relating to Baidu Netcom's business arrangements with any third party. Baidu Netcom, in return, agrees to pledge its accounts receivable and all of its assets to Baidu Online. Moreover, Baidu Netcom agrees that without the prior consent of Baidu Online, Baidu Netcom will not engage in any transactions that could materially affect the assets, liabilities, rights or operations of Baidu Netcom, including, without limitation, incurrence or assumption of any indebtedness, sale or purchase of any assets or rights, incurrence of any encumbrance on any of its assets or intellectual property rights in favor of a third party or transfer of any agreements relating to its business operation to any third party. The term of this agreement is ten years from the date thereof.

Software License Agreement. Under the software license agreement, Baidu Online granted Baidu Netcom a non-exclusive, non-assignable and non-transferable right to use "Baidu Chinese Search Engine" and "Baidu Internet P4P System" software. Baidu Netcom can only use the software on its designated operating systems to process its internal data. The annual license fee for each software is RMB5.0 million. When deciding the amount of the annual license fee, Baidu Online and Baidu Netcom considered several factors, including functionality and quality of the software, past and ongoing research and development costs incurred by Baidu Online in developing and upgrading the software, license fees of other portal search software applications, Baidu Online's enterprise search application license fees, and Baidu Netcom's financial resources and projected operating results. The term of the license agreement is five years from the date thereof.

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Other License Agreements. Under these license agreements, Baidu Online granted Baidu Netcom the exclusive right to use the registered domain names and trademarks owned by Baidu Online and the web layout owned by Baidu Online for the websites operated by Baidu Netcom. The annual license fee under each license agreement is RMB10,000, subject to certain adjustments. The term of each license agreement is five years from the date thereof. The domain name license agreement was terminated upon the completion of the transfers of certain domain names primarily used in our business from Baidu.com, Inc. or Baidu Online to Baidu Netcom in May 2008. After the transfers of certain trademarks (including pending trademark applications) from Baidu Online to Baidu Netcom are completed, the trademark license agreement will be terminated. We do not expect the termination of these license agreements to have any material effect on our operations.

Proxy Agreement. Pursuant to the proxy agreement among Baidu Online, Baidu Netcom and the shareholders of Baidu Netcom, the shareholders of Baidu Netcom agree to entrust all the rights to exercise their voting power to the person(s) appointed by Baidu Online. The term of the proxy agreement is 10 years from the date thereof.

Equity Pledge Agreement. Under the equity pledge agreement between the shareholders of Baidu Netcom and Baidu Online, the shareholders of Baidu Netcom pledged all of their equity interests in Baidu Netcom to Baidu Online to guarantee their obligations under the loan agreement and Baidu Netcom's performance of its obligations under the technology consulting agreement. If Baidu Netcom or either of its shareholders breaches its respective contractual obligations, Baidu Online, as pledgee, will be entitled to certain rights, including the right to sell the pledged equity interests. The shareholders of Baidu Netcom agreed not to dispose of the pledged equity interests or take any actions that would prejudice Baidu Online's interest. The equity pledge agreement will expire two years after Baidu Netcom and its shareholders fully perform their respective obligations under the exclusive technology consulting service agreement and the loan agreement.

Exclusive Equity Purchase Option Agreement. Under the exclusive equity purchase option agreement between the shareholders of Baidu Netcom and Baidu Online, the shareholders of Baidu Netcom irrevocably granted Baidu Online or its designated person an exclusive option to purchase, to the extent permitted under PRC law, all or part of the equity interests in Baidu Netcom for the cost of the initial contributions to the registered capital or the minimum amount of consideration permitted by applicable PRC law. Baidu Online or its designated person has sole discretion to decide when to exercise the option, whether in part or in full. The term of this agreement is ten years from the date thereof.

Loan Agreement. Under the loan agreement between the shareholders of Baidu Netcom and Baidu Online, the parties confirmed that Baidu Online had made an RMB10.0 million interest-free loan to the shareholders of Baidu Netcom solely for the latter to fund the capitalization of Baidu Netcom. The loan can be repaid only with the proceeds from sale of the shareholder's equity interest in Baidu Netcom to Baidu Online. The term of the agreement is ten years from the date thereof.

Irrevocable Power of Attorney. The shareholders of Baidu Netcom have each executed an irrevocable power of attorney to appoint Xuyang Ren as their attorney-in-fact to vote on their behalf on all Baidu Netcom matters requiring shareholder approval. The appointment of Xuyang Ren as attorney-in-fact will terminate if Xuyang Ren is no longer employed by Baidu Online. The term of the power of attorney is ten years from the date thereof.

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In March 2008, we extended a RMB90.0 million (US\$12.3 million) loan to Robin Yanhong Li for the sole purpose of increasing the registered capital of Baidu Netcom. In connection with this loan, we entered into the following agreements with Mr. Li in March 2008:

- a loan agreement for an interest-free loan in an aggregate amount of RMB90.0 million;
- an equity pledge agreement between Robin Yanhong Li and Baidu Online; and
- an exclusive equity purchase option agreement between Robin Yanhong Li and Baidu Online.

The terms of these agreements are similar to the terms of the original agreements between Baidu Online and the shareholders of Baidu Netcom entered into in March 2005. In addition, under the terms of the original proxy agreement entered into in March 2005, Mr. Li is required to entrust all the rights to exercise the additional voting power he acquired as a result of his RMB90.0 million investment in the registered capital of Baidu Netcom to the person(s) appointed by Baidu Online.

Contractual Arrangements with Beijing Perusal and Its Shareholders

We entered into a series of contractual arrangements with Beijing Perusal and its shareholders in 2006 and, with respect to the proxy agreements, 2008. These agreements include:

- loan agreements for interest-free loans in an aggregate amount of RMB1.0 million to the shareholders of Beijing Perusal;
- equity pledge agreements between the shareholders of Beijing Perusal and Baidu Online;
- exclusive equity purchase option agreements between the shareholders of Beijing Perusal and Baidu Online;
- a proxy agreement among the shareholders of Beijing Perusal, Baidu Online and Beijing Perusal;
- an exclusive technology consulting and services agreement between Beijing Perusal and Baidu Online;
- an operating agreement between Beijing Perusal and Baidu Online; and
- various license agreements between Beijing Perusal and Baidu Online, including domain name license agreements, trademark license agreements and webpage copyright license agreements. The domain name license agreement was terminated in May 2008 because Beijing Perusal already owns the domain names primarily used in its business. After the transfers of certain pending trademark applications from Baidu Online to Beijing Perusal are completed, the trademark license agreement will be terminated. We do not expect the termination of these license agreements to have any material effect on our operations.

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The terms of these contractual arrangements are similar to the terms of our contractual arrangements with Baidu Netcom and its shareholders.

Contractual Arrangements with BaiduPay and Its Individual Shareholder

We entered into a series of contractual arrangements with BaiduPay and its individual shareholder in 2008. These agreements include:

- a loan agreement for interest-free loan in an aggregate amount of RMB9.0 million to the individual shareholder of BaiduPay;
- an equity pledge agreement between the individual shareholder of BaiduPay and Baidu Online;
- an exclusive option agreement between the individual shareholder of BaiduPay and Baidu Online;
- a proxy agreement among the individual shareholder of BaiduPay, Baidu Online and BaiduPay;
- an exclusive technology consulting and services agreement between BaiduPay and Baidu Online;
- operating agreement between BaiduPay and Baidu Online; and
- a trademark license agreement and a webpage copyright license agreement between BaiduPay and Baidu Online. After the transfer of a pending trademark application from Baidu Online to BaiduPay is completed, the trademark license agreement will be terminated. We do not expect the termination of this agreement to have any material effect on our operations.

The terms of these contractual arrangements are similar to the terms of our contractual arrangements with Baidu Netcom and its shareholders.

Translations of the forms of the agreements that we have entered into with Robin Yanhong Li for the additional RMB90.0 million loan and with Beijing Perusal, BaiduPay and their respective individual shareholders are filed as exhibits to this annual report on Form 20-F. We intend to use these forms, or ones substantially similar to these forms, for our future contractual arrangements with new consolidated affiliated entities and their shareholders.

Share Options

Please refer to “Item 6B. Directors, Senior Management and Employees—Compensation of Directors and Executive Officers.”

C. Interests of Experts and Counsel

Not applicable.

Item 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

We have appended consolidated financial statements filed as part of this annual report.

Legal Proceedings

From time to time, we are involved in litigation or other disputes regarding, among other things, copyright and trademark infringement, defamation, unfair competition and labor disputes. Our search results provide links to materials, and our Baidu Post Bar, Baidu Knows, Baidu Space and other Baidu communities may contain materials, in which others may allege to own copyrights, trademarks or image rights or which others may claim to be defamatory or objectionable. We have received notice letters from third parties asserting copyright infringement, unfair competition, defamation, breach of contract and labor-related claims against us.

We are currently involved in 27 cases pending in various PRC courts. The aggregate amount of compensation sought under these cases is approximately RMB169.9 million (US\$23.3 million).

In November 2006, the No. 1 Intermediate People's Court of Beijing issued its decision in our favor in a case filed against us by seven record companies alleging copyright violations. The court ruled that our service, which merely provides links to online music, does not constitute infringement as all the music is downloaded from web servers of third parties. On December 21, 2007, the People's High Court of Beijing affirmed the ruling of the No. 1 Intermediate People's Court of Beijing.

In March, 2008, we received complaints filed by three record companies and the Music Copyright Society of China against us, alleging, among other things, that we have aided illicit online copying of music or song lyrics by providing links to pirated music or song lyrics. We expect that the Protection of the Right of Communication through Information Network, which was promulgated by the State Council and became effective on July 1, 2006, will be applied to these cases. Because these cases are still at an early stage, we cannot predict their outcomes. See "Item 3D. Key Information—Risk Factors—Risks Related to Our Business—We may face intellectual property infringement claims and other related claims that could be time-consuming and costly to defend and may result in our inability to continue providing certain of our existing services."

Although we cannot predict with certainty the results of pending litigation and claims, we believe that the final outcome of pending litigation and claims will not have a material adverse effect on our business and results of operations. Regardless of the outcome, however, any litigation can result in substantial costs and diversion of management resources and attention.

Dividend Policy

We have never declared or paid any dividends, nor do we have any present plan to pay any cash dividends on our ordinary shares in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

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Our board of directors has complete discretion whether to distribute dividends. Even if our board of directors decides to pay dividends, the form, frequency and amount of our dividends will depend upon our future operations and earnings, capital requirements and surplus, financial condition, contractual restrictions and other factors that our board of directors may deem relevant. If we pay any dividends, we will pay our ADS holders to the same extent as holders of our ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our ordinary shares, if any, will be paid in U.S. dollars.

B. Significant Changes

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

Item 9. THE OFFER AND LISTING

A. Offering and Listing Details.

Our ADSs, each representing one Class A ordinary share, have been listed on the Nasdaq since August 5, 2005. Our ADSs are traded under the symbol “BIDU.”

The following table provides the high and low trading prices for our ADSs on the Nasdaq for (1) the years 2005 (from August 5, 2005), 2006 and 2007, (2) each of the four quarters of 2006 and 2007 and the first quarter of 2008 and (3) each of the past six months.

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	Sales Price	
	High	Low
Annual High and Low		
2005 (from August 5, 2005)	153.98	60.00
2006	128.68	44.44
2007	429.19	92.80
Quarterly Highs and Lows		
First Quarter 2006	69.90	44.44
Second Quarter 2006	94.03	54.25
Third Quarter 2006	96.67	67.92
Fourth Quarter 2006	128.68	82.24
First Quarter 2007	134.10	93.44
Second Quarter 2007	172.00	92.80
Third Quarter 2007	304.40	161.00
Fourth Quarter 2007	429.19	280.66
First Quarter 2008	397.70	201.15
Monthly Highs and Lows		
December 2007	418.22	348.91
January 2008	397.70	237.01
February 2008	285.74	223.16
March 2008	279.85	201.15
April 2008	378.20	243.00
May 2008	382.90	321.85
June 2008 (through June 4, 2008)	348.89	331.67

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs, each representing one Class A ordinary share, have been listed on the Nasdaq since August 5, 2005 under the symbol "BIDU."

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

Item 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

We incorporate by reference into this annual report the description of our amended and restated memorandum and articles of association contained in our F-1 registration statement (File No. 333-126534) originally filed with the SEC on July 12, 2005, as amended. Our shareholders adopted our amended and restated memorandum and articles of association by a special resolution on August 1, 2005.

C. Material Contracts

We have not entered into any material contracts other than in the ordinary course of business and other than those described in “Item 4. Information on the Company” or elsewhere in this annual report on Form 20-F.

D. Exchange Controls

See “Item 4.B Information on the Company—Business Overview—Regulation—Regulations on Foreign Exchange.”

E. Taxation

The following summary of the material Cayman Islands and United States federal income tax consequences of an investment in our ADSs or ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change. This summary does not deal with all possible tax consequences relating to an investment in our ADSs or ordinary shares, such as the tax consequences under state, local and other tax laws.

Cayman Islands Taxation

According to Maples and Calder, our Cayman Islands counsel, the Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within, the jurisdiction of the Cayman Islands. The Cayman Islands is not party to any double tax treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.

United States Federal Income Taxation

The following discussion describes the material United States federal income tax consequences to U.S. Holders (defined below) under present law of an investment in the ADSs or ordinary shares. This summary applies only to investors that hold the ADSs or ordinary shares as capital assets and that have the U.S. dollar as their functional currency. This discussion is based on the tax laws of the United States as in effect on the date of this Form 20-F and on United States Treasury regulations in effect or, in some cases, proposed, as of the date of this Form 20-F, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax consequences described below.

The following discussion does not deal with the tax consequences to any particular investor or to persons in special tax situations such as:

- banks;
- financial institutions;
- insurance companies;
- broker dealers;
- traders that elect to mark to market;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- persons holding an ADS or ordinary share as part of a straddle, hedging, conversion or integrated transaction;
- persons that actually or constructively own 10% or more of our voting shares;
- persons holding ADSs or ordinary shares through partnerships or other pass-through entities; or
- persons who acquired ADSs or ordinary shares pursuant to the exercise of any employee share option or otherwise as consideration.

U.S. Holders are urged to consult their tax advisors about the application of the United States federal tax rules to their particular circumstances as well as the state and local and foreign tax consequences to them of the purchase, ownership and disposition of ADSs or ordinary shares.

The discussion below of the United States federal income tax consequences to “U.S. Holders” will apply if you are the beneficial owner of ADSs or ordinary shares and you are, for United States federal income tax purposes,

- a citizen or individual resident of the United States;
- a corporation (or other entity taxable as a corporation for United States federal income tax purposes) organized under the laws of the United States, any State or the District of Columbia;
- an estate whose income is subject to United States federal income taxation regardless of its source; or

- a trust that (1) is subject to the supervision of a court within the United States and the control of one or more United States persons or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

The discussion below assumes that the representations contained in the deposit agreement are true and that the obligations in the deposit agreement and any related agreement will be complied with in accordance with their terms. If you hold ADSs, you will be treated as the holder of the underlying ordinary shares represented by those ADSs for United States federal income tax purposes.

The U.S. Treasury has expressed concerns that parties to whom ADSs are pre-released may be taking actions that are inconsistent with the claiming, by U.S. Holders of ADSs, of foreign tax credits for United States federal income tax purposes. Such actions would also be inconsistent with the claiming of the reduced rate of tax applicable to dividends received by certain non-corporate U.S. Holders, as described below. Accordingly, the availability of the reduced tax rate for dividends received by certain non-corporate U.S. Holders could be affected by future actions that may be taken by the U.S. Treasury or parties to whom ADSs are pre-released.

Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares

Subject to the passive foreign investment company rules discussed below, the gross amount of all our distributions to you with respect to the ADSs or ordinary shares will be included in your gross income as dividend income on the date of receipt by the depository, in the case of ADSs, or by you, in the case of ordinary shares, but only to the extent that the distribution is paid out of our current or accumulated earnings and profits (computed under United States federal income tax principles). The dividends will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations.

With respect to non-corporate U.S. Holders (including individual U.S. Holders) for taxable years beginning before January 1, 2011, dividends may be taxed at the lower applicable capital gains rate (“qualified dividend income”) provided that (1) the ADSs or ordinary shares are readily tradable on an established securities market in the United States, (2) we are not a passive foreign investment company (as discussed below) for either our taxable year in which the dividend was paid or the preceding taxable year, and (3) certain holding period requirements are met. For this purpose, ADSs listed on the Nasdaq National Market will be considered to be readily tradable on an established securities market in the United States. You should consult your tax advisor regarding the availability of the lower rate for dividends paid with respect to our ADSs or ordinary shares.

Dividends will constitute foreign source income for foreign tax credit limitation purposes. If the dividends are qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating the foreign tax credit limitation will be limited to the gross amount of the dividend, multiplied by the reduced rate divided by the highest rate of tax normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to ADSs or ordinary shares generally will constitute “passive category income” but could, in the case of certain U.S. Holders, constitute “general category income.”

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To the extent that the amount of the distribution exceeds our current and accumulated earnings and profits, it will be treated first as a tax-free return of your tax basis in your ADSs or ordinary shares, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain. We do not intend to calculate our earnings and profits for United States federal income tax purposes. Therefore, a U.S. Holder should expect that a distribution will be reported as a dividend.

Taxation of Disposition of Shares

Subject to the passive foreign investment company rules discussed below, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of an ADS or ordinary share equal to the difference between the amount realized (in U.S. dollars) for the ADS or ordinary share and your tax basis (in U.S. dollars) in the ADS or ordinary share. The gain or loss will be capital gain or loss. If you are a non-corporate U.S. Holder, including an individual U.S. Holder, who has held the ADS or ordinary share for more than one year, you will be eligible for reduced tax rates. The deductibility of capital losses is subject to limitations. Any such gain or loss that you recognize will be treated as United States source income or loss (in the case of losses, subject to certain limitations).

Passive Foreign Investment Company

Based on the market value of our ADSs and ordinary shares, the composition of our assets and income and our operations, we believe that for our taxable year ended December 31, 2007, we were not a passive foreign investment company ("PFIC") for United States federal income tax purposes. However, our PFIC status for the current taxable year ending December 31, 2008 will not be determinable until its close, and, accordingly, there is no guarantee that we will not be a PFIC for the current taxable year (or any future taxable year). A non-U.S. corporation is considered a PFIC for any taxable year if either:

- at least 75% of its gross income is passive income (the "income test"), or
- at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income (the "asset test").

We will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the shares.

We must make a separate determination each year as to whether we are a PFIC. As a result, our PFIC status may change. In particular, because the total value of our assets for purposes of the asset test generally will be calculated using the market price of our ADSs and ordinary shares, our PFIC status will depend in large part on the market price of our ADSs and ordinary shares which may fluctuate considerably. Accordingly, fluctuations in the market price of the ADSs and ordinary shares may result in our being a PFIC for any year. If we are a PFIC for any year during which you hold ADS or ordinary shares, we will continue to be treated as a PFIC for all succeeding years during which you hold ADS or ordinary shares. However, if we cease to be a PFIC, provided that you have not made a mark-to-market election, as described below, you may avoid some of the adverse effects of the PFIC regime by making a deemed sale election with respect to the ADSs or ordinary shares, as applicable.

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If we are a PFIC for any taxable year during which you hold ADSs or ordinary shares, you will be subject to special tax rules with respect to any “excess distribution” that you receive and any gain you realize from a sale or other disposition (including a pledge) of the ADSs or ordinary shares, unless you make a “mark-to-market” election as discussed below. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for the ADSs or ordinary shares will be treated as an excess distribution. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over your holding period for the ADSs or ordinary shares,
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we became a PFIC, will be treated as ordinary income, and
- the amount allocated to each other taxable year will be subject to the highest tax rate in effect for that taxable year and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such taxable year.

The tax liability for amounts allocated to years prior to the year of disposition or “excess distribution” cannot be offset by any net operating losses for such years, and gains (but not losses) realized on the sale of the ADSs or ordinary shares cannot be treated as capital, even if you hold the ADSs or ordinary shares as capital assets.

Alternatively, a U.S. Holder of “marketable stock” (as defined below) in a PFIC may make a mark-to-market election for such stock of a PFIC to elect out of the tax treatment discussed in the two preceding paragraphs. If you make a valid mark-to-market election for the ADSs or ordinary shares, you will include in income each year an amount equal to the excess, if any, of the fair market value of the ADSs or ordinary shares as of the close of your taxable year over your adjusted basis in such ADSs or ordinary shares. You are allowed a deduction for the excess, if any, of the adjusted basis of the ADSs or ordinary shares over their fair market value as of the close of the taxable year. However, deductions are allowable only to the extent of any net mark-to-market gains on the ADSs or ordinary shares included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ADSs or ordinary shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the ADSs or ordinary shares, as well as to any loss realized on the actual sale or disposition of the ADSs or ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs or ordinary shares. Your basis in the ADSs or ordinary shares will be adjusted to reflect any such income or loss amounts. If you make such a mark-to-market election, tax rules that apply to distributions by corporations which are not PFICs would apply to distributions by us (except that the lower applicable capital gains rate would not apply).

The mark-to-market election is available only for “marketable stock” which is stock that is traded in other than *de minimis* quantities on at least 15 days during each calendar quarter (“regularly traded”) on a qualified exchange or other market, as defined in applicable Treasury regulations. We expect that the ADSs will continue to be listed on the Nasdaq National Market, which is a qualified exchange for these purposes, and, consequently, assuming that the ADSs are regularly traded, if you are a holder of ADSs, it is expected that the mark-to-market election would be available to you were we to become a PFIC.

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If you hold ADSs or ordinary shares in any year in which we are a PFIC, you will be required to file Internal Revenue Service Form 8621 regarding distributions received on the ADSs or ordinary shares and any gain realized on the disposition of the ADSs or ordinary shares.

You are urged to consult your tax advisor regarding the application of the PFIC rules to your investment in ADSs or ordinary shares.

Information Reporting and Backup Withholding

Dividend payments with respect to ADSs or ordinary shares and proceeds from the sale, exchange or redemption of ADSs or ordinary shares may be subject to information reporting to the Internal Revenue Service and possible United States backup withholding at a current rate of 28%. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status must provide such certification on Internal Revenue Service Form W-9. U.S. Holders should consult their tax advisors regarding the application of the United States information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your United States federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the Internal Revenue Service and furnishing any required information.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We previously filed with the SEC our registration statement on Form F-1, as amended and prospectus under the Securities Act of 1933, with respect to our ordinary shares.

We are subject to the periodic reporting and other informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F no later than six months after the close of each fiscal year, which is December 31. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the Securities and Exchange Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the Commission at 1-800-SEC-0330. The SEC also maintains a web site at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

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We will furnish The Bank of New York, the depository of our ADSs, with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP, and all notices of shareholders' meetings and other reports and communications that are made generally available to our shareholders. The depository will make such notices, reports and communications available to holders of ADSs and, upon our request, will mail to all record holders of ADSs the information contained in any notice of a shareholders' meeting received by the depository from us.

Nasdaq Marketplace Rule 4350(e) requires each issuer to hold an annual meeting of shareholders no later than one year after the end of the issuer's fiscal year-end. However, Nasdaq Marketplace Rule 4350(a)(1) permits foreign private issuers like us to follow "home country practice" in certain corporate governance matters. Maples and Calder, our Cayman Islands counsel, has provided a letter to the Nasdaq certifying that under Cayman Islands law, we are not required to hold annual shareholder meetings every year.

We intend to follow home country practice with respect to annual meetings. We did not hold an annual shareholder meeting in 2007. We may, however, hold annual shareholder meetings in the future if there are significant issues that require shareholders' approvals.

In accordance with Nasdaq Marketplace Rule 4350(b), we will post this annual report on Form 20-F on our website at <http://ir.baidu.com>. In addition, we will provide hardcopies of our annual report free of charge to shareholders and ADS holders upon request.

I. Subsidiary Information

For a listing of our subsidiaries, see "Item 4C. Information on the Company—Organizational Structure."

Item 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our exposure to interest rate risk primarily relates to the interest income generated by excess cash invested in demand deposits and liquid investments with original maturities of three months or less. We have not used any derivative financial instruments to manage our interest risk exposure. Interest-earning instruments carry a degree of interest rate risk. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates. However, our future interest income may be lower than expected due to changes in market interest rates. If market interest rates for short-term demand deposits increase in the near future, such increase may cause the amount of our interest income to rise. A hypothetical 10% increase in the average applicable interest rate for our short-term demand deposits would result in an increase of approximately RMB4.4 million (US\$0.6 million) in interest income from the assumed average cash and cash equivalent balance in 2007.

Foreign Exchange Risk

Substantially all of our revenues and costs are denominated in RMB, while a significant portion of our financial assets are denominated in U.S. dollars. We currently rely entirely on dividends and other fees paid to us by our subsidiaries and affiliated entities. Our exposure to foreign exchange risk primarily relates to cash and cash equivalent, denominated in U.S. dollars as a result of our past issuances of convertible preferred shares through private placements and proceeds from our initial public offering. We do not believe that we currently have any significant direct foreign exchange risk and have not hedged exposures denominated in foreign currencies or any other derivative financial instruments. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB to the U.S. dollar. Under the current policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy has resulted in an approximately 15.9% appreciation of the RMB against the U.S. dollar between July 21, 2005 and June 4 2008. While the international reaction to the RMB revaluation has generally been positive, there remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar. Any significant revaluation of RMB may materially and adversely affect our cash flows, revenues, earnings and financial position, and the value of, and any dividends payable on, our ADS in U.S. dollars. For example, an appreciation of RMB against the U.S. dollar would make any new RMB denominated investments or expenditures more costly to us, to the extent that we need to convert U.S. dollars into RMB for such purposes. The functional currency of Baidu.com, Inc. is the U.S. dollar and the functional currency of our PRC subsidiaries and affiliated entities is RMB, and our reporting currency is RMB. As a result, an appreciation of RMB against the U.S. dollar would result in foreign currency transaction losses when we translate our consolidated assets from the U.S. dollar into RMB.

Net assets of Baidu.com, Inc. and Baidu Holdings Limited account for 61% of our consolidated net assets as at December 31, 2007, which results in our exposure to foreign currency risk. Losses arose from the translation of the net assets of Baidu.com, Inc. and Baidu Holdings Limited to RMB during consolidation. We recognized translation losses of RMB48.3 million (US\$6.6 million) in 2007 as a component of other comprehensive income, primarily as a result of the appreciation of the RMB monthly average exchange rate against the U.S. dollar from 7.7876 in January 2007 to 7.3682 in December 2007. If the exchange rate of the RMB against the U.S. dollar at December 31, 2007 had decreased by 10% from 7.2946 to 6.5651, and the average exchange rate in 2007 had remained the same, the translation losses in 2007 would have been approximately RMB170.4 million (US\$23.4 million).

Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not Applicable.

PART II

Item 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

Item 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

Item 15. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report, as required by Rule 13a-15(b) under the Exchange Act.

Based upon that evaluation, our management has concluded that, as of December 31, 2007, our disclosure controls and procedures were effective in ensuring that the information required to be disclosed by us in the reports that we file and furnish under the Exchange Act was recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our management evaluated the effectiveness of our internal control over financial reporting, as required by Rule 13a-15(c) of the Exchange Act, based on criteria established in the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2007.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness of our internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Our independent registered public accounting firm, Ernst & Young Hua Ming, has audited the effectiveness of our internal control over financial reporting as of December 31, 2007, as stated in its report, which appears on page F-2 of this annual report on Form 20-F.

Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the period covered by this annual report on Form 20-F that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. William Decker, an independent director (under the standards set forth in Nasdaq Marketplace Rule 4350(d) and Rule 10A-3 under the Exchange Act) and member of our audit committee, is an audit committee financial expert.

Item 16B. CODE OF ETHICS

Our board of directors adopted a code of business conduct and ethics that applies to our directors, officers, employees and advisors in July 2005. We have posted a copy of our code of business conduct and ethics on our website at <http://ir.baidu.com>.

Item 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Ernst & Young Hua Ming, our principal external auditors, for the periods indicated.

	2006	2007
Audit fees (1)	US\$1,050,000	US\$858,000
Audit-related fees (2)	US\$150,000	—
Tax fees	—	—
All other fees	—	—

(1) “Audit fees” means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our principal auditors for the audit of our annual financial statements. In 2006 and 2007, the audit refers to integrated audit, including financial audit and audit pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

(2) “Audit-related fees” means the aggregate fees billed in each of the fiscal years listed for assurance and related services by our principal auditors that are reasonably related to the performance of the audit or review of our financial statements and are not reported under “Audit fees.”

All audit and non-audit services provided by our independent auditors must be pre-approved by our audit committee. Our audit committee has adopted a combination of two approaches in pre-approving proposed services: general pre-approval and specific pre-approval. With general approval, proposed services are pre-approved without consideration of specific case-by-case services; with specific approval, proposed services require the specific pre-approval of the audit committee. Unless a type of service has received general pre-approval, it will require specific pre-approval by our audit committee. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval by our audit committee.

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All requests or applications for services to be provided by our independent auditors that do not require specific approval by our audit committee will be submitted to our chief financial officer and must include a detailed description of the services to be rendered. The chief financial officer will determine whether such services are included within the list of services that have received the general pre-approval of the audit committee. The audit committee will be informed on a timely basis of any such services. Requests or applications to provide services that require specific approval by our audit committee will be submitted to the audit committee by both our independent auditors and our chief financial officer and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

Item 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

Item 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None.

PART III

Item 17. FINANCIAL STATEMENTS

We have elected to provide financial statements pursuant to Item 18.

Item 18. FINANCIAL STATEMENTS

The consolidated financial statements of Baidu.com, Inc. and its subsidiaries are included at the end of this annual report.

Item 19. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
1.1	Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 of Amendment No. 4 to our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on August 1, 2005)
2.1	Registrant's Specimen American Depositary Receipt (incorporated by reference to Exhibit 4.3 (included as Exhibit A thereof) of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
2.2	Registrant's Specimen Certificate for Class A Ordinary Shares (incorporated by reference to Exhibit 4.2 of Amendment No. 5 to our Registration Statement on Form

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<u>Exhibit Number</u>	<u>Description of Document</u>
	F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on August 2, 2005)
2.3	Form of Deposit Agreement among the Registrant, the depository and holder of the American Depositary Receipts (incorporated by reference to Exhibit 4.3 to our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.1	Second Amended and Restated Shareholders Agreement, dated as of June 9, 2004, among the Registrant and other parties therein (incorporated by reference to Exhibit 4.4 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.2	2000 Option Plan (incorporated by reference to Exhibit 10.1 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.3	Form of Indemnification Agreement with the Registrant's directors (incorporated by reference to Exhibit 10.3 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.4	Form of Employment Agreement between the Registrant and an Executive Officer of the Registrant (incorporated by reference to Exhibit 10.4 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.5	Translation of Acquisition Agreement dated as of August 9, 2004 between Baidu Online and the owner of Hao123.com (incorporated by reference to Exhibit 10.5 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.6	Translation of Technology Consulting and Services Agreement dated as of March 22, 2005 between Baidu Online and Baidu Netcom (incorporated by reference to Exhibit 99.2 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.7	Translation of Business Cooperation Agreement dated as of March 22, 2005 between Baidu Online and Baidu Netcom (incorporated by reference to Exhibit 99.3 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.8	Translation of Operating Agreement dated as of March 22, 2005 between Baidu Online and Baidu Netcom (incorporated by reference to Exhibit 99.4 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.9	Translation of Software License Agreement dated as of March 22, 2005 between Baidu Online and Baidu Netcom (incorporated by reference to Exhibit 99.5 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.10	Translation of Trademark License Agreement dated as of March 1, 2004 between Baidu Online and Baidu Netcom and the supplementary agreement dated as of January 18, 2005 (incorporated by reference to Exhibit 99.6 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.11	Translation of Domain Name License Agreement dated as of March 1, 2004 between Baidu Online and Baidu Netcom and the supplementary agreement dated August 9, 2004 (incorporated by reference to Exhibit 99.7 of our Registration Statement on Form

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<u>Exhibit Number</u>	<u>Description of Document</u>
	F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.12	Translation of Web Layout Copyright License Agreement dated as of March 1, 2004 between Baidu Online and Baidu Netcom and the supplementary agreement dated as of August 9, 2004 (incorporated by reference to Exhibit 99.8 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.13	Translation of Proxy Agreement dated as of August 9, 2004 among Baidu Online, Baidu Netcom, Robin Yanhong Li and Eric Yong Xu (incorporated by reference to Exhibit 99.9 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.14	Translation of Equity Pledge Agreement dated as of March 22, 2005 among Baidu Online, Robin Yanhong Li and Eric Yong Xu (incorporated by reference to Exhibit 99.10 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.15	Translation of Exclusive Equity Purchase Option Agreement dated as of March 22, 2005 among Baidu Online, Robin Yanhong Li and Eric Yong Xu (incorporated by reference to Exhibit 99.11 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.16	Translation of Loan Agreement dated as of March 22, 2005 among Baidu Online, Robin Yanhong Li and Eric Yong Xu (incorporated by reference to Exhibit 99.12 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.17	Translation of Form of Irrevocable Powers of Attorney issued by the shareholders of Baidu Netcom (incorporated by reference to Exhibit 99.13 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.18	Translation of Land Development Contract dated December 30, 2005 between Beijing Shichuang Science and Technology Park Development Co., Ltd. and Baidu Online (incorporated by reference to Exhibit 4.18 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 21, 2006)
4.19*	Translation of the form of Technology Consulting and Services Agreement between Baidu Online and a consolidated affiliated PRC entity
4.20*	Translation of the form of Operating Agreement between Baidu Online and a consolidated affiliated PRC entity
4.21*	Translation of the form of Web Layout Copyright License Agreement between Baidu Online and a consolidated affiliated PRC entity
4.22*	Translation of the form of Proxy Agreement among Baidu Online, a consolidated affiliated PRC entity and the shareholders of the consolidated affiliated PRC entity
4.23*	Translation of the form of Equity Pledge Agreement between Baidu Online and the shareholder of a consolidated affiliated PRC entity
4.24*	Translation of the form of Exclusive Equity Purchase Option Agreement between Baidu Online and the shareholder of a consolidated affiliated PRC entity
4.25*	Translation of the form of Loan Agreement between Baidu Online and the shareholder of a consolidated affiliated PRC entity

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<u>Exhibit Number</u>	<u>Description of Document</u>
8.1*	List of Subsidiaries
11.1	Code of Business Conduct and Ethics (incorporated by reference to Exhibit 99.14 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
12.1*	CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2*	CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1*	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2*	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Consent of Maples and Calder
15.2*	Consent of Hawkhigh Law Firm
15.3*	Consent of Ernst & Young Hua Ming

* Filed with this Annual Report on Form 20-F

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing its annual report on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Baidu.com, Inc.

By: /s/ Robin Yanhong Li

Name: Robin Yanhong Li

Title: Chairman and Chief Executive Officer

Date: June 5, 2008

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

Baidu.com, Inc.

We have audited the accompanying consolidated balance sheets of Baidu.com, Inc. (the “Company”) as of December 31, 2006 and 2007, and the related consolidated statements of income, shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Baidu.com, Inc. at December 31, 2006 and 2007, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2007, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2 to these consolidated financial statements, in 2006, Baidu.com, Inc. changed its method of accounting for share-based payments in accordance with the guidance provided in the Statement of Financial Accounting Standards No. 123(R), “Share-Based Payment”.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Baidu.com, Inc.’s internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 23, 2008 expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Beijing, The People’s Republic of China

April 23, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

Baidu.com, Inc.

We have audited Baidu.com, Inc.'s internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Baidu.com, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Baidu.com, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the accompanying consolidated balance sheets of Baidu.com, Inc. as of December 31, 2006 and 2007, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2007, and our report dated April 23, 2008, expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Beijing, The People's Republic of China
April 23, 2008

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BAIDU.COM, INC.

CONSOLIDATED BALANCE SHEETS

(Amounts in thousands of Renminbi (“RMB”), and in thousands of U.S. Dollars (“US\$”), except for number of shares and per share data)

	<u>Notes</u>	<u>December 31,</u>		
		<u>2006</u>	<u>2007</u>	<u>2007</u>
		<u>RMB</u>	<u>RMB</u>	<u>US\$</u>
ASSETS				
Current assets:				
Cash and cash equivalents		1,136,274	1,350,600	185,151
Short-term investments	3	85,339	242,037	33,180
Accounts receivable, net of allowance of RMB4,211 for 2006 and RMB3,581 (US\$491) for 2007	4	23,051	64,274	8,811
Prepaid expenses and other current assets	5	32,339	65,996	9,047
Deferred tax assets, net	10	<u>1,734</u>	<u>2,587</u>	<u>355</u>
Total current assets		<u>1,278,737</u>	<u>1,725,494</u>	<u>236,544</u>
Non-current assets:				
Fixed assets, net	6	191,734	678,886	93,067
Land use right, net		92,400	96,472	13,225
Intangible assets, net	7	44,386	40,460	5,547
Goodwill	7	47,316	51,093	7,004
Investments, net		—	15,439	2,116
Deferred tax assets, net	10	5,802	15,716	2,154
Other non-current assets		<u>7,702</u>	<u>32,348</u>	<u>4,435</u>
Total non-current assets		<u>389,340</u>	<u>930,414</u>	<u>127,548</u>
TOTAL ASSETS		<u>1,668,077</u>	<u>2,655,908</u>	<u>364,092</u>
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accrued expenses and other liabilities	8	153,141	359,310	49,257
Customers' deposits		141,185	257,577	35,310
Deferred revenue	9	2,583	11,832	1,622
Deferred income		<u>4,090</u>	<u>2,485</u>	<u>341</u>
Total current liabilities		<u>300,999</u>	<u>631,204</u>	<u>86,530</u>
Non-current liabilities:				
Long-term payable for business acquisition		7,000	3,000	411
Deferred income		<u>2,817</u>	<u>332</u>	<u>46</u>
Total non-current liabilities		<u>9,817</u>	<u>3,332</u>	<u>457</u>
Total liabilities		<u>310,816</u>	<u>634,536</u>	<u>86,987</u>
Shareholders' equity				
Class A Ordinary Shares, par value US\$0.00005 per share, 825,000,000 shares authorized, and 22,574,381 shares and 25,136,147 shares issued and outstanding as at December 31, 2006 and 2007	13	9	10	1
Class B Ordinary Shares, par value US\$0.00005 per share, 35,400,000 shares authorized, and 11,130,018 shares and 8,996,842 shares issued and outstanding as at December 31, 2006 and 2007	13	5	4	1
Additional paid-in capital		1,088,176	1,171,575	160,609
Accumulated other comprehensive loss		(33,697)	(81,953)	(11,235)
Retained earnings	15	<u>302,768</u>	<u>931,736</u>	<u>127,729</u>
Total shareholders' equity		<u>1,357,261</u>	<u>2,021,372</u>	<u>277,105</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>1,668,077</u>	<u>2,655,908</u>	<u>364,092</u>

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

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BAIDU.COM, INC.

CONSOLIDATED STATEMENTS OF INCOME

(Amounts in thousands of Renminbi (“RMB”), and in thousands of U.S. Dollars (“US\$”), except for number of shares and per share data)

	Notes	For the years ended December 31,			
		2005 RMB	2006 RMB	2007 RMB	2007 US\$
Revenues:					
Online marketing services		307,363	828,484	1,741,021	238,673
Other services		11,852	9,354	3,404	467
Total revenues		319,215	837,838	1,744,425	239,140
Operating costs and expenses:					
Cost of revenues		(104,401)	(245,489)	(645,406)	(88,477)
Selling, general and administrative		(134,771)	(250,240)	(411,163)	(56,366)
Research and development		(44,200)	(79,231)	(140,702)	(19,289)
Total operating costs and expenses		(283,372)	(574,960)	(1,197,271)	(164,132)
Operating profit		35,843	262,878	547,154	75,008
Other income:					
Interest income		13,580	42,443	49,009	6,719
Foreign exchange loss, net		(659)	(89)	(2,425)	(332)
Other income, net		752	4,187	22,478	3,081
Total other income		13,673	46,541	69,062	9,468
Net income before tax and cumulative effect of change in accounting principle		49,516	309,419	616,216	84,476
Income taxes	10	(1,911)	(12,256)	12,752	1,748
Net income before cumulative effect of change in accounting principle		47,605	297,163	628,968	86,224
Cumulative effect of change in accounting principle	2	—	4,603	—	—
Net income		47,605	301,766	628,968	86,224
Earnings per share for Class A and Class B ordinary shares:					
Basic EPS	15				
Basic (prior to cumulative effect of change in accounting principle)		2.40	8.92	18.57	2.55
Cumulative effect of change in accounting principle		—	0.14	—	—
		<u>2.40</u>	<u>9.06</u>	<u>18.57</u>	<u>2.55</u>
Diluted EPS					
Diluted (prior to cumulative effect of change in accounting principle)		1.49	8.62	18.11	2.48
Cumulative effect of change in accounting principle		—	0.13	—	—
		<u>1.49</u>	<u>8.75</u>	<u>18.11</u>	<u>2.48</u>
Weighted average aggregate number of Class A and Class B ordinary shares outstanding:					
Basic		19,808,058	33,290,696	33,872,611	33,872,611
Diluted		32,043,888	34,506,594	34,724,365	34,724,365

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

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BAIDU.COM, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands of Renminbi (“RMB”), and in thousands of U.S. Dollars (“US\$”))

	For the years ended December 31,			
	2005	2006	2007	2007
	RMB	RMB	RMB	US\$
Cash flows from operating activities:				
Net income	47,605	301,766	628,968	86,224
Adjustments to reconcile net income to net cash generated from operating activities:				
Depreciation of fixed assets	30,650	64,103	170,731	23,405
Fixed assets written off	16	877	622	85
Amortization of intangible assets and land use right	3,136	6,339	10,204	1,399
Deferred tax assets, net	(4,292)	(3,244)	(10,767)	(1,476)
Share-based compensation	33,571	48,280	39,848	5,463
Provision for doubtful accounts	4,301	(310)	(703)	(96)
Foreign exchange loss	587	89	1,313	180
Interest income from short term investments	—	—	(4,914)	(674)
Impairment on long-term investment	—	1,976	—	—
Cumulative effect of change in accounting principle	—	(4,603)	—	—
Changes in operating assets and liabilities net of effects of acquisition:				
Accounts receivable	(17,532)	(388)	(40,685)	(5,577)
Prepaid expenses and other current assets	(8,529)	(23,455)	(50,442)	(6,915)
Customers' deposits	44,174	70,858	116,391	15,956
Accrued expenses and other liabilities	27,060	62,272	121,167	16,611
Deferred revenue	1,356	(5,075)	1,834	252
Deferred income	249	6,659	(4,089)	(561)
Trading securities	—	(85,339)	(44,326)	(6,077)
Net cash generated from operating activities	<u>162,352</u>	<u>440,805</u>	<u>935,152</u>	<u>128,199</u>
Cash flows from investing activities:				
Acquisition of fixed assets	(88,660)	(127,534)	(569,091)	(78,015)
Acquisition of business	(10,465)	(43,320)	(14,080)	(1,930)
Acquisition of intangible assets	(2,144)	(21,897)	(4,000)	(548)
Capitalization of software costs	(609)	(982)	(4,041)	(554)
Acquisition of long-term investments	(2,018)	—	(8,024)	(1,100)
Acquisition of short-term investments	—	—	(108,769)	(14,911)
Acquisition of land use right	(77,200)	(15,200)	(5,211)	(714)
Net cash used in investing activities	<u>(181,096)</u>	<u>(208,933)</u>	<u>(713,216)</u>	<u>(97,772)</u>
Cash flows from financing activities:				
Proceeds from initial public offering (“IPO”), net of expenses	716,297	—	—	—
Payment for expenses in connection with IPO	—	(641)	—	—
Proceeds from exercise of share options	8,036	32,820	40,698	5,579
Net cash generated from financing activities	<u>724,333</u>	<u>32,179</u>	<u>40,698</u>	<u>5,579</u>
Effect of exchange rate changes on cash and cash equivalents	(5,192)	(28,370)	(48,308)	(6,624)
Net increase in cash and cash equivalents	700,397	235,681	214,326	29,382
Cash and cash equivalents at beginning of the year	<u>200,196</u>	<u>900,593</u>	<u>1,136,274</u>	<u>155,769</u>
Cash and cash equivalents at end of the year	<u><u>900,593</u></u>	<u><u>1,136,274</u></u>	<u><u>1,350,600</u></u>	<u><u>185,151</u></u>
Supplemental disclosures:				
Income taxes paid/(received), net	4,655	24,192	(11,892)	(1,630)
Fixed asset acquisitions included in accrued expense and other liabilities	4,803	36,054	126,992	17,409
Non-cash acquisitions of long-term investments	—	—	7,415	1,016

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

Exercise of share options	428,590	—	42,605	—	—	42,605
Share-based compensation	<u>—</u>	<u>—</u>	<u>40,794</u>	<u>—</u>	<u>—</u>	<u>40,794</u>
Balances at December 31, 2007	<u>34,132,989</u>	<u>14</u>	<u>1,171,575</u>	<u>(81,953)</u>	<u>931,736</u>	<u>2,021,372</u>
Balances at December 31, 2007, in US\$		<u>2</u>	<u>160,609</u>	<u>(11,235)</u>	<u>127,729</u>	<u>277,105</u>

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

BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

1. ORGANIZATION AND BASIS OF PRESENTATION

Baidu.com, Inc. (“Baidu.com” or the “Company”) was incorporated under the laws of the Cayman Islands on January 18, 2000. The Company is the 100% shareholder of Baidu Holdings Ltd (“Baidu Holdings”) incorporated in the British Virgin Islands. As of December 31, 2007, Baidu Holdings owned four operational subsidiaries, details of which are as follows:

- Baidu Online Network Technology (Beijing) Co., Ltd (“Baidu Online”) incorporated under the laws of the People’s Republic of China (“PRC”) on January 18, 2000,
- Baidu (China) Inc. (“Baidu China”) incorporated under the laws of the PRC on June 6, 2005,
- Baidu.com Times Technology (Beijing) Co., Ltd (“Baidu Times”) incorporated under the laws of the PRC on April 19, 2006, and
- Baidu Inc. (“Baidu Inc.”) incorporated in Tokyo under the laws of Japan on December 13, 2006.

Baidu Holdings established a wholly owned subsidiary in Hong Kong, Baidu (Hong Kong) Limited (“Baidu HK”), on November 27, 2007 and transferred all share equity in Baidu China and Baidu Times to Baidu HK in December 2007.

As of December 31, 2007, the Company also effectively controls two variable interest entities (“VIEs”):

- Beijing Baidu Netcom Science Technology Co., Ltd (“Baidu Netcom”) incorporated under the laws of the PRC on June 5, 2001, and
- Beijing Perusal Technology Co., Ltd. (“Beijing Perusal”) incorporated under the laws of the PRC on June 6, 2006.

The Company, its subsidiaries and VIEs are hereinafter collectively referred to as the “Group”.

The Group offers Internet search solutions and online marketing solutions, develops and markets scaleable web application software and provides related services. The Group’s principal geographic market is in the PRC. The Company does not conduct any substantive operations of its own and conducts its primary business operations through its subsidiaries and VIEs in the PRC.

PRC laws and regulations prohibit or restrict foreign ownership of Internet content and advertising businesses. To comply with these foreign ownership restrictions, the Company operates its websites and provides online advertising services in the PRC through VIEs, the PRC legal entities that were established by the individuals authorized by the Company. The paid-in capital of the VIEs was funded by the Company through loans extended to the authorized individuals. The Company has entered into certain exclusive agreements with the VIEs, which obligate the Company to absorb a majority of the risk of loss from the VIEs’ activities and entitles the Company to receive a majority of their residual returns. In addition, the Company has entered into certain agreements with the authorized individuals, including loan agreements for the paid-in capital of the VIEs, option agreements to acquire the equity interests in the VIEs when permitted by the PRC laws, and share pledge agreements for the equity interests in the VIEs held by the authorized individuals.

Based on these contractual arrangements, the Company consolidates the VIEs as required by Financial Accounting Standards Board (“FASB”) Interpretation No. 46R (“FIN 46R”), *Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51* because the Company is the primary beneficiary of the VIEs.

The Company’s consolidated assets do not include any collateral for the obligations of the VIEs. The carrying amount of the total assets of VIEs as of December 31, 2007 was RMB81,899 (US\$11,227) and there was no pledge or collateralization of their assets. The amount of the net assets of VIEs as of December 31, 2007 was RMB8,240 (US \$1,130). Furthermore, creditors of the VIEs have no recourse to the general credit of Baidu Online, which is the primary beneficiary of the VIEs.

Principles of Consolidation

The consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”). The consolidated financial statements include the financial statements of the Company, its subsidiaries and VIEs for which the Company is the primary beneficiary. All inter-company transactions and balances between the Company, its subsidiaries and VIEs are eliminated upon consolidation. The Company has included the results of operations of acquired businesses from the respective date of acquisition.

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BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Convenience Translation

Translations of amounts from RMB into US\$ for the convenience of the reader were calculated at the noon buying rate of US\$1.00 to RMB7.2946 on December 31, 2007 in the city of New York for cable transfers of RMB as certified for customs purposes by the Federal Reserve Bank of New York. No representation is made that the RMB amounts could have been, or could be, converted into United States dollars at such rate.

Foreign Currency

The Company’s functional currency is the US\$. The Company’s subsidiaries and VIEs determine their functional currencies based on the criteria of Statements of Financial Accounting Standards (“SFAS”) 52, *Foreign Currency Translation*, and have determined their functional currencies to be their respective local currency. The Company uses the RMB as its reporting currency. The Company uses the average exchange rate for the year and the exchange rate at the balance sheet date to translate its operating results and financial position respectively. Any translation gains (losses) are recorded in accumulated other comprehensive income (loss) as a component of shareholders’ equity. Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the transaction dates. Assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the balance sheet date. Exchange gains and losses are included in the consolidated statements of income.

Guarantees

The Company accounts for guarantees in accordance with FASB Interpretation No. 45, *Guarantor’s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees to Others, an interpretation of FASB Statements No. 5, 57 and 107 and a rescission of FASB Interpretation No. 34* (FIN 45). Accordingly, the Company evaluates its guarantees to determine whether (a) the guarantee is specifically excluded from the scope of FIN 45, (b) the guarantee is subject to FIN 45 disclosure requirements only, but not subject to the initial recognition and measurement provisions, or (c) the guarantee is required to be recorded in the financial statements at fair value.

The corporate by-laws require that the Company indemnify its officers and directors, as well as those who act as directors and officers of other entities at the Company’s request, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings arising out of their services to the Company. In addition, the Company has entered into separate indemnification agreements with each director and each executive officer of the Company that provide for indemnification of these directors and officers under similar circumstances and under additional circumstances. The indemnification obligations are more fully described in the by-laws and the indemnification agreements. The Company purchases standard directors and officers insurance to cover claims or a portion of the claims made against its directors and officers. Since a maximum obligation is not explicitly stated in the Company’s by-laws or in the indemnification agreements and will depend on the facts and circumstances that arise out of any future claims, the overall maximum amount of the obligations cannot be reasonably estimated. Historically, the Company has not been required to make payments related to these obligations, and the fair value for these obligations is zero in the consolidated balance sheet as of December 31, 2007.

The Company has no other guarantees for any of the years presented.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from these estimates.

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BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

The carrying amounts of financial instruments, including cash and cash equivalents, short-term investment, accounts receivable, accounts payable and accrued liabilities, approximate their fair values because of their generally short maturities.

Cash, Cash Equivalents and Short-Term Investments

Cash and cash equivalents stated at cost, which approximates fair value, primarily consist of cash and investments in interest bearing demand deposit accounts, highly liquid investments and money market funds. All highly liquid investments with stated maturities of three months or less from the date of purchase are classified as cash equivalents; all highly liquid investments with stated maturities of greater than three months, but less than 12 months, are classified as short-term investments which are stated at their approximate fair value.

The Company classifies the short-term investments in debt and equity securities as “held-to-maturity”, “trading” or “available-for-sale”, whose classification determines the respective accounting methods stipulated by the accounting standard for financial instruments. The securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities. The securities that the Company has positive intent and ability to hold to maturity are classified as held-to-maturity securities and stated at amortized cost. The Company does not have available-for-sale securities. Unrealized holding gains and losses for trading securities are included in earnings. Dividend and interest income, including amortization of the premium and discount arising at acquisition, for all categories of investments in securities are included in earnings. Any realized gains or losses on the sale of the short term investments are determined on a specific identification method, and such gains and losses are reflected as a component of interest income.

For individual securities classified as held-to-maturity securities, the Company evaluates whether a decline in fair value below the amortized cost basis is other than temporary. If the decline in fair value is judged to be other than temporary, the cost basis of the individual security would be written down to fair value as a new cost basis and the amount of the write-down is included in earnings.

Long-term Investments

The investments for which the Company does not have the ability to exercise significant influence (generally, when the Company has an investment of less than 20% ownership and no representation on the investee’s board of directors) and for which there is not a readily determinable fair value, are accounted for using the cost method. Dividends and other distributions of earnings from investees, if any, are included in income when declared. The Company periodically evaluates the carrying value of its investments accounted for under the cost method of accounting and any impairment is included in the Company’s consolidated statements of income. The impairment charge was nil, RMB 1,951 and nil for the year ended December 31, 2005, 2006 and 2007, respectively.

Capitalization of Software Developed for Internal Use

The Company has capitalized certain internal use software development costs in accordance with SOP 98-1 *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*, totaling RMB609, RMB1,397 and RMB6,489 (US\$890) in 2005, 2006 and 2007, respectively. These costs mainly include payroll and payroll-related costs for employees who are directly associated with and who devote time to the internal use software projects. The estimated useful life of software development costs is determined to be three years. The amortization expense for capitalized costs totaled RMB1,980, RMB1,659 and RMB1,263 (US\$173) for the years ended December 31, 2005, 2006 and 2007. Capitalized internal use software costs are included in fixed assets, net.

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BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fixed Assets

Fixed assets are stated at cost and are depreciated or amortized using the straight-line method over the shorter of the estimated useful lives of the assets or the term of the related lease, as follows:

Leasehold improvements	— over the shorter of lease terms or estimated useful lives of the assets
Computer equipment	— 3 or 5 years
Internal use software development costs	— 3 years
Vehicles and office equipment	— 5 years

Repair and maintenance costs are charged to expense as incurred, whereas the cost of renewals and betterments that extend the useful life of fixed assets are capitalized as additions to the related assets. Retirements, sales and disposals of assets are recorded by removing the cost and accumulated depreciation from the asset and accumulated depreciation accounts with any resulting gain or loss reflected in the consolidated statements of income.

All direct and indirect costs that are related to the construction of fixed assets and incurred before the assets are ready for their intended use are capitalized as construction in progress. Construction in progress is transferred to specific fixed assets items and depreciation of these assets commences when ready for their intended use.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets acquired. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. The Company assesses goodwill for impairment at the reporting unit level.

Intangible assets are carried at cost less accumulated amortization. Intangible assets with a finite useful life are amortized using the straight-line method over the estimated economic life of the intangible assets, as follows:

Domain name	— 5 years
Customer relationships	— 4.9 years
Non-competition agreements	— 4 years
Software	— 9.8 years
Contract-based assets	— 2.4 years

Intangible assets with an indefinite useful life are not amortized. In accordance with this policy, one of the Domain Name assets, which was acquired in July 2006, is not subject to amortization, as the remaining useful life is indefinite. The total amount assigned to the domain name is RMB9,360 (US\$1,283) as of December 31, 2007. If the intangible asset that is not being amortized is subsequently determined to have a finite useful life, the asset will be tested for impairment and then amortized prospectively over its estimated remaining useful life and accounted for in the same manner as other intangible assets that are subject to amortization. Intangible assets with indefinite useful lives are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired.

The Company reviews and adjusts the carrying value of the intangible assets if the facts and circumstances suggest the intangible assets may be impaired. The Company assessed and concluded that there was no impairment of goodwill and intangible assets in any of the years presented.

BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of Long-Lived Assets

The Company evaluates long-lived assets, such as property and equipment and purchased or internally developed intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. The Company assesses the recoverability of the assets group based on the undiscounted future cash flow the assets group are expected to generate and recognizes an impairment loss when estimated undiscounted future cash flow expected to result from the use of the assets group plus net proceeds expected from disposition of the assets group, if any, are less than the carrying value of the assets group. If the Company identifies an impairment, the Company reduces the carrying amount of the assets group to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values. The Company uses estimates and judgments in its impairment tests and if different estimates or judgments had been utilized, the timing or the amount of any impairment charges could be different. Asset groups to be disposed of would be reported at the lower of the carrying amount or fair value less costs to sell, and no longer depreciated. The assets and liabilities of a disposal group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet. There has been no impairment charges of the Company’s long-lived assets in any of the years presented.

Accounting for Impairment of Goodwill

The Company assesses goodwill for impairment in accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, which requires that goodwill be tested for impairment at the “reporting unit level” (“Reporting Unit”) at least annually and more frequently upon the occurrence of certain events, as defined by SFAS No. 142. Goodwill was tested for impairment in the annual impairment tests on December 31 in each of the years 2005, 2006, and 2007 using the two-step process required by SFAS No. 142. First, the Company reviewed the carrying amount of the Reporting Unit compared to the “fair value” of the Reporting Unit based on quoted market prices of the ordinary share. If such comparison reflected potential impairment, the Company would then prepare the discounted cash flow analyses. Such analyses are based on cash flow assumptions that are consistent with the plans and estimates being used to manage the business. An excess carrying value compared to fair value would indicate that goodwill may be impaired. Finally, if the Company determined that goodwill may be impaired, the “implied fair value” of the goodwill, as defined by SFAS No. 142, would be compared to its carrying amount to determine the impairment loss, if any. There has been no impairment of goodwill in any of the years presented.

Accounts Receivable and Other Receivables

Accounts receivable are recognized and carried at original invoiced amount less an allowance for any potential uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. The Company generally does not require collateral from its customers.

The Company maintains allowances for doubtful accounts for estimated losses resulting from the failure of customers to make payments on time. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to the collectibility of individual balances. In evaluating the collectibility of individual receivable balances, the Company considers many factors, including the age of the balance, the customer’s historical payment history, its current credit-worthiness and current economic trends.

Deferred Income

Deferred income represents government subsidies relating to the purchased domestic equipment. Deferred income is amortized over the estimated remaining useful lives of the related fixed assets and credited as other income in the condensed consolidated statements of income.

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BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition

The Company recognizes revenue based on the following principles:

Online marketing services

(1) Auction-based pay-for-performance service

The Company’s auction-based pay-for-performance (“P4P”) platform enables a customer to place its website link and related description on the Company’s search result list. The customers make bids to determine how much they are willing to pay for each click to their listings in the search results listed on the Company’s website. The amount of the customer’s bid will influence the ranking of the customer’s listing in the search results. The customer pays the Company only when a user clicks on one of its website links. Revenue is recognized when a user clicks on one of the customer-sponsored website links, there is persuasive evidence of an arrangement, the fee is fixed or determinable and collection is reasonably assured, as prescribed by Securities and Exchange Committee (“SEC”) Staff Accounting Bulletin (“SAB”) No. 104.

For certain P4P customers engaged through direct sales, the Company may provide certain value-added consultative services to help its customers to better utilize its P4P online marketing system. Fees for such services are recognized as revenue on a pro-rata basis over the contracted service period.

(2) Other performance-based online marketing services

To the extent the Company provides online marketing services based on performance criteria other than click-throughs, such as the number of telephone calls brought to its customers, the number of users registered with its customers, or the number of minimum click-throughs, revenue is recognized when the specified performance criteria are met together with satisfaction of other applicable revenue recognition criteria as prescribed by SAB 104.

(3) Time-based online advertising services

For time-based online advertising services such as text links, banners, or other forms of graphical advertisements, the Company recognizes revenue, in accordance with SAB 104, on a pro-rata basis over the contractual term commencing on the date the customer’s advertisement is displayed in a specified webpage. For certain time-based contractual agreements, the Company may also provide certain performance guarantees, in which cases revenue is recognized at the later of the completion of the time commitment or performance guarantee.

(4) Online marketing services involving Baidu Union

Baidu Union is the program through which the Company expands distribution of its customers’ sponsored links or advertisements by leveraging traffic of the Baidu Union members’ internet properties. The Company makes payments to Baidu Union members for acquisition of traffic. The Company recognizes gross revenue for the amount of fees it receives from its customers. Payments made to Baidu Union members are included in cost of revenues as traffic acquisition costs.

(5) Barter transactions

The Company may engage in barter transactions from time to time and adopted the provisions of Accounting Principles Board (“APB”) No. 29, *Accounting for Nonmonetary Transactions*. While nonmonetary transactions are generally recorded at fair value, if such value is not determinable within reasonable limits, the transaction is recognized based on the carrying value of the product or services provided. The amount of revenues recognized for barter transactions was insignificant for each of the periods presented.

BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition (continued)

(5) Barter transactions (continued)

In addition, the Company recognized revenues for barter transactions involving advertising in accordance with Emerging Issues Task Force (“EITF”) 99-17, *Accounting for Advertising Barter Transactions*. However, neither the amount recognized nor the volume of such transactions qualified for income recognition was material for any of the periods presented.

According to EITF 00-8, *Accounting by a Grantee for an Equity Instrument to Be Received in Conjunction with Providing Goods or Services*, if the Company provides services in exchange for equity instruments, the Company measures the fair value of those equity instruments for revenue recognition purposes as of the earlier of either of the following dates:

- The date the parties come to a mutual understanding of the terms of the equity-based compensation arrangement and a commitment for performance by the Company to earn the equity instruments is reached;
- The date at which the Company’s performance necessary to earn the equity instruments is completed.

If as of the measurement date, the fair value of the equity instruments received is not determinable within reasonable limits, the transaction is recognized based on the fair value of the services provided. If the fair value of both the equity instruments received and the services provided cannot be determined, no revenue is to be recognized for the services provided and the equity instrument received is to be recorded at zero carrying value. The amount of revenues recognized for such transactions were not material for any of the years presented.

(6) Other revenue recognition related policies

If a sales contract stipulates more than one of the services described in (1), (2) and (3) above (collectively the “Services”), and the Services are considered as multiple accounting units in accordance with EITF 00-21, *Revenue Arrangements with Multiple Deliverables*, the total revenue on such arrangements is allocated to the individual deliverables based on their relative fair values. If sufficient vendor-specific objective evidence of fair value does not exist for the allocation of revenue, the fee for the entire arrangement is recognized ratably over the term of the arrangement.

The Company engages third party distributors to deliver some of its online marketing services to end customers. In this context, the Company may provide cash incentives to distributors. The cash incentives are accounted for as reduction of revenue in accordance with EITF 01-9, *Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor’s Products)*.

Cash received in advance from customers is recorded as customer deposits. The unused cash balances remaining in customers’ accounts are included as a liability of the Company. Deferred revenue is recorded when services are provided before the applicable revenue recognition criteria set forth in SAB104 are fulfilled.

Other services

The Company generates fees from the sale and license of its Search Appliance products, which includes software and post-contract support. The Company recognizes revenue in accordance with Statement of Position 97-2, *Software Revenue Recognition*, as amended. For transactions in which the elements are not sold separately, sufficient vendor-specific objective evidence of fair value does not exist for the allocation of revenue. As a result, commencing with the delivery of the software, the fee for the entire arrangement is recognized ratably over the term of the post-contract support arrangement.

Revenue is recognized net of value added tax (“VAT”) payable to, but includes the benefit of the rebate of VAT on sale of enterprise search software received or receivable from, the Chinese tax authorities as part of the PRC government’s policy of encouraging software development in the PRC. Sales of products in the PRC are subject to a 17% VAT. Companies that fulfill certain criteria set by the relevant authorities are entitled to a refund of VAT equivalent to the excess over 3% of contracted amount paid in the month when output VAT exceeds input VAT. Such VAT rebates are recorded on an accrual basis. The VAT rebate was RMB1,418, RMB1,014 and RMB202 (US\$28) for the years ended December 31, 2005, 2006 and 2007, respectively.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cost of Revenues

Cost of revenues consists primarily of business taxes and surcharges, traffic acquisition costs, bandwidth costs, depreciation, payroll and related costs of operations.

The Company incurs business taxes and surcharges in connection with the provision of online marketing services, technical and consulting service fees charged by Baidu Online to VIEs and other taxable services in China. According to EITF 06-3, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement*, the Company included the business tax and surcharges incurred on its online marketing revenues in cost of revenues. The business tax and surcharges in cost of revenues for 2005, 2006 and 2007 were RMB20,770, RMB51,833 and RMB108,783 (US\$14,913), respectively. Traffic acquisition costs represent the amounts paid or payable to Baidu Union members from which the Company generates revenues. These payments are primarily based on revenue sharing arrangements under which the Company pays its Baidu Union members a percentage of the fees it earns from its online marketing customers, primarily generated by click-throughs as a result of users of that member’s properties.

Advertising Expenses

Advertising expenses, primarily advertisements through media publications, are included in “Selling, general and administrative expense” and are expensed when incurred. Advertising expense for the years ended December 31, 2005, 2006 and 2007 were RMB20,397, RMB19,686 and RMB19,833 (US\$2,719).

Research and Development Expenses

Research and development expenses consisted primarily of personnel-related costs. The Company expensed substantially all development costs included in the research and development of products and new functionality added to the existing products as incurred, except for certain core technologies with alternative future uses.

Leases

Leases have been classified as either capital or operating leases. Leases that transfer substantially all the benefits and risks incidental to the ownership of assets are accounted for as if there was an acquisition of an asset and incurrence of an obligation at the inception of the lease. All other leases are accounted for as operating leases wherein rental payments are expensed as incurred. The Company has no capital leases for the years ended December 31, 2005, 2006 and 2007.

Income Taxes

The Company recognizes income taxes under the liability method. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted tax rates in effect for the years in which the differences are expected to reverse. The Company records a valuation allowance against the amount of deferred tax assets that it determines is not more likely than not of being realized. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes (Continued)

The Company adopted the provisions of FASB Interpretation No. 48 (“FIN 48”), *Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109*, on January 1, 2007. FIN 48 clarified the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. The cumulative effects of applying FIN 48 is recorded as an adjustment to retained earnings as of the beginning of the period of adoption. The Company did not incur a cumulative effect adjustment upon adoption nor did the standard have any impact on the Company’s financial statements for the year ended December 31, 2007. The Company has elected to classify interest and penalties related to an uncertain tax position, if and when required, as part of income tax expense in the consolidated statements of operations. As of and for the twelve month period ended December 31, 2007, no unrecognized tax benefits or interest and penalties have been recognized.

In general, the PRC and Japanese tax authorities have up to five years to conduct examinations of the Company’s tax filings. Accordingly, the PRC subsidiaries’ tax years 2003-2007 and the Japanese subsidiary’s tax years 2006-2007 remain open to examination by the respective taxing jurisdictions.

Comprehensive Income

Comprehensive income is defined as the change in equity of the Company during a period from transactions and other events and circumstances excluding transactions resulting from investments by owners and distributions to owners. Comprehensive income is reported in the consolidated statements of shareholders’ equity. Accumulated other comprehensive loss of the Company consists of the foreign currency translation adjustments.

Share-based Compensation

The Company adopted SFAS No. 123 (revised 2004) (“SFAS 123R”), *Share-Based Payment*, using the modified prospective transition approach from January 1, 2006, prior to which the Company accounted for share-based compensation arrangements with employees in accordance with the provisions of APB Opinion No. 25 (“APB 25”), *Accounting for Stock Issued to Employees*, and related interpretations thereof. Pursuant to SFAS 123R, the Company recognized share-based compensation over the requisite service periods for any share-based awards granted after December 31, 2005 based on the fair values of all share-based awards on the dates of grant. The Company continues to account for share options that were granted prior to the initial public filing of the Company’s F-1 registration statement with the SEC on July 12, 2005 but that remained unvested at December 31, 2005 under APB 25. For share-based awards granted after the initial public filing but prior to January 1, 2006, the compensation cost related to unvested portion is recognized based on the grant date fair values of those awards.

The adoption of SFAS 123R resulted in a cumulative benefit from accounting change of RMB4,603 in 2006, which reflects the net cumulative impact of estimating future forfeitures in the determination of period expense. As a result of adopting SFAS 123R, income before income taxes and net income for the year ended December 31, 2006, were RMB9,097 (US\$1,166) and RMB4,494 (US\$576) less than that had the Company continued to account for share-based compensation under APB 25. Furthermore, basic and diluted earnings per Class A and Class B ordinary shares for the year ended December 31, 2006 were approximately RMB0.13 and RMB0.13 (US\$0.02) less than that had the Company continued to account for share-based compensation under APB 25.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)***Share-based Compensation (Continued)***

The Company recognizes share-based compensation after the date of adoption of SFAS 123R using the accelerated method for all share-based awards issued prior to January 1, 2006, other than those options accounted for under APB 25. The Company has elected to recognize share-based compensation after the date of adoption of SFAS 123R using the straight-line method for all share-based awards issued after January 1, 2006, which results in the recognition of less share-based compensation in the first several years during the vesting period compared to that which would have been recognized had the Company used the accelerated method. Forfeitures have been estimated based on historical experience and periodically reviewed.

The Company accounts for share awards issued to non-employees in accordance with the provisions of SFAS 123R and EITF Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services* (“EITF 96-18”). Under SFAS 123R and EITF 96-18, the Company uses the Black-Scholes option pricing model method to measure the value of options granted to non-employees at each vesting date to determine the appropriate charge to share-based compensation.

Prior to the adoption of SFAS 123R, the Company accounted for employee share-based compensation using the intrinsic value method prescribed by APB 25. The Company applied below the disclosure provisions of SFAS 123, as amended by SFAS 148 as if the fair value method had been applied. If this method had been used, the Company’s net income and net income per Class A and Class B ordinary shares for the year ended December 31, 2005 would have been adjusted to the pro forma amounts below:

	<u>2005</u> <u>RMB</u>
Net income, as reported	47,605
Add: Share-based compensation expense for employees included in reported net income	11,085
Deduct: Share-based compensation expense for employees determined under fair value method	<u>(18,995)</u>
Pro forma net income	<u>39,695</u>
Basic net income per Class A and Class B ordinary shares	
As reported	2.40
Pro forma	2.00
Diluted net income per Class A and Class B ordinary shares	
As reported	1.49
Pro forma	1.24

The Company adopted SEC Staff Accounting Bulletin No. 107 in 2006, which requires share-based compensation to be presented in the same manner as cash compensation rather than as a separate line item in prior periods. Share-based compensation recognized in prior periods has been reclassified to conform to the presentation in the current period. This change in accounting policy has no accounting impact on the Company’s net income or retained earnings.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Earning Per Share (“EPS”)

The Company computes earnings per Class A and Class B ordinary shares in accordance with SFAS No. 128 (“SFAS 128”), *Earnings per Share*, using the two class method. Under the provisions of SFAS 128, basic net income per share is computed using the weighted average number of ordinary shares outstanding during the period except that it does not include unvested ordinary shares subject to repurchase or cancellation. Diluted net income per share is computed using the weighted average number of ordinary shares and, if dilutive, potential ordinary shares outstanding during the period. Potential ordinary shares consist of the incremental ordinary shares issuable upon the exercise of stock options and restricted shares subject to cancellation. The dilutive effect of outstanding stock options and restricted shares is reflected in diluted earnings per share by application of the treasury stock method. The computation of the diluted net income per share of Class A ordinary shares assumes the conversion of Class B ordinary shares, while the diluted net income per share of Class B ordinary shares does not assume the conversion of those shares.

The liquidation and dividend rights of the holders of the Company’s Class A and Class B ordinary shares are identical, except with respect to voting. As a result, and in accordance with EITF 03-6, *Participating Securities and the Two-Class Method under FASB Statement No. 128*, the undistributed earnings for each year are allocated based on the contractual participation rights of the Class A and Class B ordinary shares as if the earnings for the year had been distributed. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis. Further, as the conversion of Class B ordinary shares is assumed in the computation of the diluted net income per share of Class A ordinary shares, the undistributed earnings are equal to net income for that computation.

As of December 31, 2005, 2006 and 2007, share options that were exercised, but where the underlying ordinary shares were not yet issued amounted to 2,489, nil and nil, respectively. Proceeds received upon exercise of these share options totaled RMB84, nil and nil for 2005, 2006 and 2007, respectively, and have been recorded in the Company’s additional paid-in capital. For the purposes of calculating the Company’s basic and diluted earnings per Class A and Class B ordinary shares, the ordinary shares relating to the options that were exercised are assumed to have been outstanding from the date of exercise of such options.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Earning Per Share (“EPS”) (Continued)

The following table sets forth the computation of basic and diluted net income per Class A and Class B ordinary shares.

	For the years ended December 31,							
	2005		2006		2007			
	Class A RMB	Class B RMB	Class A RMB	Class B RMB	Class A RMB	Class A US\$	Class B RMB	Class B US\$
Numerator:								
Allocation of undistributed earnings	5,791	41,814	137,874	163,892	428,128	58,691	200,840	27,533
Denominator:								
Weighted average of issued shares outstanding	2,409,728	17,398,293	15,209,525	18,080,464	23,056,501	23,056,501	10,816,110	10,816,110
Weighted average of options exercised but related shares not yet issued (as below)	—	37	707	—	—	—	—	—
Denominator used for basic earnings per Class A and Class B ordinary shares	2,409,728	17,398,330	15,210,232	18,080,464	23,056,501	23,056,501	10,816,110	10,816,110
Basic earnings per Class A and Class B ordinary shares	<u>2.40</u>	<u>2.40</u>	<u>9.06</u>	<u>9.06</u>	<u>18.57</u>	<u>2.55</u>	<u>18.57</u>	<u>2.55</u>
Numerator:								
Allocation of undistributed earnings for diluted computation	6,242	41,363	133,739	168,027	420,463	57,640	208,505	28,584
Reallocation of undistributed earnings as a result of conversion of Class B to Class A shares	41,363	—	168,027	—	208,505	28,584	—	—
Allocation of undistributed earnings-diluted	47,605	41,363	301,766	168,027	628,968	86,224	208,505	28,584
Denominator:								
Weighted average ordinary shares outstanding-basic	2,409,728	17,398,330	15,210,232	18,080,464	23,056,501	23,056,501	10,816,110	10,816,110
Conversion of Class B to Class A ordinary shares	27,803,879	—	18,080,464	—	10,816,110	10,816,110	—	—
Employee stock options	1,830,281	38,581	1,215,898	1,133,210	851,754	851,754	695,130	695,130
Redeemable convertible preferred share	—	10,405,549	—	—	—	—	—	—
Denominator used for diluted earnings per Class A and Class B ordinary shares	32,043,888	27,842,460	34,506,594	19,213,674	34,724,365	34,724,365	11,511,240	11,511,240
Diluted earnings per Class A and Class B ordinary shares	<u>1.49</u>	<u>1.49</u>	<u>8.75</u>	<u>8.75</u>	<u>18.11</u>	<u>2.48</u>	<u>18.11</u>	<u>2.48</u>

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements

On September 15, 2006 the FASB issued SFAS No. 157, *Fair Value Measurement* (“SFAS 157”). The statement provides guidance for using fair value to measure assets and liabilities. The statement also responds to investors’ requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. The statement does not expand the use of fair value in any new circumstances. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The adoption of the statement has no material impact on the Company’s financial statements.

In February 2007, the FASB issued FASB Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*, (“SFAS 159”). This statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The adoption of the statement has no material impact on the Company’s financial statements.

In December 2007, the FASB issued FASB Statement No. 141 (revised 2007), (“SFAS 141R”), *Business Combinations*. This statement establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. This statement is effective for the Company beginning January 1, 2009. The Company is currently evaluating the potential impact of the adoption of SFAS 141R on its financial statements.

In December 2007, the FASB issued FASB Statement No. 160, (“SFAS 160”), *Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51*. This statement affects the entities that have an outstanding noncontrolling interest in one or more subsidiaries or that deconsolidate a subsidiary. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company is currently assessing the impact of this new statement on its financial statements.

Concentration of Risks

Concentration of credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk primarily consist of cash and cash equivalents, short-term investments and accounts receivable. As of December 31, 2007, substantially all of the Company’s cash and cash equivalents and short-term investments were managed by financial institutions that the management believes are of high credit quality. The Company has approximately RMB845,794 (US\$115,948) in cash, bank deposits and money market funds in the PRC, which constitute about 53% of total cash and cash equivalents and short-term investments. Historically, deposits in Chinese banks are secure due to the state policy on protecting depositors’ interests. However, China promulgated a new Bankruptcy Law in August 2006, which came into effect on June 1, 2007, which contains a separate article expressly stating that the State Council may promulgate implementation measures for the bankruptcy of Chinese banks based on the Bankruptcy Law. Under the new Bankruptcy Law, a Chinese bank may go into bankruptcy. In addition, since China’s entry into the WTO, foreign banks have been gradually permitted to operate in China and have been severe competitors against Chinese banks in many aspects, especially since the opening of Renminbi business to foreign banks in late 2006. Therefore, the risk of bankruptcy of those banks in which the Company has deposits has increased. In the event of bankruptcy of one of the banks that holds the Company’s deposits, it is unlikely to claim its deposits back in full since it is unlikely to be classified as a secured creditor based on PRC laws.

Accounts receivable are typically unsecured and are derived from revenue earned from customers in China. The risk with respect to accounts receivables is mitigated by credit evaluations the Company performs on its customers and its ongoing monitoring process of outstanding balances.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Concentration of Risks (continued)

Business and economic risks

The Company participates in a dynamic high technology industry and believes that changes in any of the following areas could have a material adverse effect on the Company’s future financial position, results of operations or cash flows: changes in the overall demand for services and products; competitive pressures due to new entrants; advances and new trends in new technologies and industry standards; changes in bandwidth suppliers; changes in certain strategic relationships or customer relationships; regulatory considerations; copyright regulations; and risks associated with the Company’s ability to attract and retain employees necessary to support its growth.

No customer or other Baidu Union member generated greater than 10% of total revenues for in any of the periods presented.

The Company’s operations could be adversely affected by significant political, economic and social uncertainties in the PRC. Although the PRC government has been pursuing economic reform policies for more than 20 years, no assurance can be given that the PRC government will continue to pursue such policies or that such policies may not be significantly altered, especially in the event of a change in leadership, social or political disruption or unforeseen circumstances affecting the PRC political, economic and social conditions. There is also no guarantee that the PRC government’s pursuit of economic reforms will be consistent or effective.

Currency convertibility risk

Substantially all of the Company’s businesses are transacted in RMB, which is not freely convertible into foreign currencies. On January 1, 1994, the PRC government abolished the dual rate system and introduced a single rate of exchange as quoted daily by the People’s Bank of China. However, the unification of the exchange rates does not imply the convertibility of RMB into US\$ or other foreign currencies. All foreign exchange transactions continue to take place either through the People’s Bank of China or other banks authorized to buy and sell foreign currencies at the exchange rates quoted by the People’s Bank of China. Approval of foreign currency payments by the People’s Bank of China or other institutions requires submitting a payment application form together with suppliers’ invoices, shipping documents and signed contracts.

Foreign currency exchange rate risk

The Company’s exposure to foreign currency exchange rate risk primarily relates to cash and cash equivalents and short-term investments, denominated in the U.S. dollar. From July 21, 2005, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. The depreciation of the U.S. dollar against RMB was approximately 6.53% in 2007. While the international reaction to the RMB appreciation has generally been positive, there remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar. Any significant revaluation of RMB may materially and adversely affect the cash flows, revenues, earnings and financial position, and the value of, and any dividends payable on, the ADS in U.S. dollars. The functional currency of the Company is the U.S. dollar, and the reporting currency is RMB. As a result, an appreciation of RMB against the U.S. dollar would result in foreign currency translation losses when translating the net assets of the Company from the U.S. dollar into RMB.

For the years ended December 31, 2006 and 2007, the foreign currency translation adjustments to the Company’s other comprehensive loss were RMB28,246 and RMB48,256 respectively.

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3. SHORT-TERM INVESTMENTS

	December 31,		
	2006 RMB	2007 RMB	2007 US\$
Held-to-maturity securities			
— Bank debenture	—	112,372	15,405
Trading securities			
— Money market funds	85,339	129,665	17,775
	<u>85,339</u>	<u>242,037</u>	<u>33,180</u>

During the years ended December 31, 2005, 2006 and 2007, the Company recorded short-term investment gains and interest income of nil, RMB339 and RMB5,247 (US\$719) in the consolidated statements of income, respectively. Held-to-maturity securities were all due within one year as of December 31, 2007.

Considering the current economic environment, Baidu determined it had no investments in any indexed funds or mortgage linked instruments. In addition, Baidu’s investments are specified by contract to cover the costs at minimum with additional interest to be earned. As of December 31, 2007, Baidu had investments with certain financial institutions that appear to be financially strong enough to withstand the impact of the subprime credit crisis.

4. ACCOUNTS RECEIVABLE

	December 31,		
	2006 RMB	2007 RMB	2007 US\$
Accounts receivable	27,262	67,855	9,302
Less: Allowance for doubtful accounts	(4,211)	(3,581)	(491)
	<u>23,051</u>	<u>64,274</u>	<u>8,811</u>
	<u>2005 RMB</u>	<u>2006 RMB</u>	<u>2007 RMB</u>
Movements in allowance for doubtful accounts			
Balance at the beginning of the year	627	4,643	4,211
Amounts charged to (credited against) costs and expenses	4,301	(310)	(243)
Write-offs	(285)	(122)	(387)
Balance at the end of the year	<u>4,643</u>	<u>4,211</u>	<u>3,581</u>

5. PREPAID EXPENSES AND OTHER CURRENT ASSETS

	December 31,		
	2006 RMB	2007 RMB	2007 US\$
Deposits	4,968	8,680	1,190
Prepaid expenses	3,485	6,234	855
Advances to suppliers	3,283	8,930	1,224
Interest receivable	460	1,556	213
Receivables from employees	5,282	7,115	975
Receivables from service provider	4,907	29,744	4,078
Prepaid income taxes	9,515	—	—
Other	439	3,737	512
	<u>32,339</u>	<u>65,996</u>	<u>9,047</u>

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5. PREPAID EXPENSES AND OTHER CURRENT ASSETS (CONTINUED)

Since 2006, the Company used a broker to facilitate the cashless exercises of share options by employees. As of December, 31, 2006 and 2007, the exercise price and employee withholding taxes receivable from the broker totaled RMB4,907 and RMB29,744 (US\$4,078), respectively, which is recorded in receivables from service provider.

6. FIXED ASSETS

	December 31,		
	2006 RMB	2007 RMB	2007 US\$
Leasehold improvements	12,848	37,736	5,173
Computer equipment	262,687	775,637	106,330
Capitalized software costs	7,789	7,081	971
Office equipment	6,660	14,096	1,932
Motor vehicles	2,636	3,703	508
	292,620	838,253	114,914
Less: Accumulated depreciation	(110,351)	(278,007)	(38,111)
Construction in progress	9,465	118,640	16,264
	<u>191,734</u>	<u>678,886</u>	<u>93,067</u>

The Company started the construction of its new headquarters building in 2007 and RMB102,052 (US\$13,990) direct costs related to this construction were capitalized as construction in progress as of December 31, 2007.

7. GOODWILL AND INTANGIBLE ASSETS

During 2006, the Company acquired online marketing properties and related assets accounted for as business combinations, resulting in the recognition of RMB38,029 of acquired goodwill. In 2007, the Company paid cash consideration payments of RMB3,777 (US\$518) upon resolution of contingent consideration arrangements related to the acquisitions made in 2006, which resulted in the increase of goodwill. In addition, the Company purchased a customer relationship intangible from a third party distributor for RMB5,324 (US\$730).

The changes in the carrying amount of goodwill are as follows:

	2006	2007	2007
	RMB	RMB	US\$
Balance as of January 1	9,287	47,316	6,486
Goodwill acquired	38,029	3,777	518
Balance as of December 31	<u>47,316</u>	<u>51,093</u>	<u>7,004</u>

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7. GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Intangible assets consist of the following:

	As of December 31, 2006		
	Gross Carrying Value RMB	Accumulated Amortization RMB	Net Carrying Value RMB
Domain names	24,433	6,912	17,521
Customer relationships	26,039	3,106	22,933
Non-compete agreements	1,022	192	830
Software	3,219	254	2,965
Contract-based assets	186	49	137
	<u>54,899</u>	<u>10,513</u>	<u>44,386</u>

	As of December 31, 2007			
	Gross Carrying Value RMB	Accumulated Amortization RMB	Net Carrying Value RMB	Net Carrying Value US\$
Domain names	24,304	9,839	14,465	1,983
Customer relationships	31,363	8,659	22,704	3,113
Non-compete agreements	1,022	448	574	79
Software	3,221	585	2,636	361
Contract-based assets	210	129	81	11
	<u>60,120</u>	<u>19,660</u>	<u>40,460</u>	<u>5,547</u>

Amortization expense for the year ended December 31, 2007 was RMB9,147 (US\$1,254). Estimated amortization expenses of the existing intangible assets for the next five years are as follows:

	RMB	US\$
For the year ending December 31,		
2008	10,232	1,403
2009	8,459	1,160
2010	6,284	861
2011	3,732	512
2012	1,307	179

8. ACCRUED EXPENSES AND OTHER LIABILITIES

	December 31,		
	2006 RMB	2007 RMB	2007 US\$
Accrued payroll and welfare	17,694	29,815	4,087
Accrued operating expenses	23,883	62,352	8,548
Taxes payable	38,012	56,446	7,738
Distributors' deposits	1,872	2,662	365
Purchase of fixed assets	36,054	126,992	17,409
Traffic acquisition costs	14,758	40,788	5,592
Bandwidth costs	4,492	12,992	1,781
Professional expenses	7,562	11,800	1,618
Purchase of intangible assets	4,000	—	—
Other	4,814	15,463	2,119
	<u>153,141</u>	<u>359,310</u>	<u>49,257</u>

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9. DEFERRED REVENUE

	December 31,		
	2006 RMB	2007 RMB	2007 US\$
Online marketing services	1,741	11,702	1,604
Other services	842	130	18
	<u>2,583</u>	<u>11,832</u>	<u>1,622</u>

10. INCOME TAXES

Cayman Islands

Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gains. Additionally, upon payments of dividends by the Company to its shareholders, no Cayman Islands withholding tax will be imposed.

British Virgin Islands (“BVI”)

Baidu Holdings Ltd is exempted from income tax on its foreign-derived income in the BVI. There are no withholding taxes in the BVI.

Baidu (Hong Kong) Limited (“Baidu HK”)

Baidu HK is exempted from income tax on its foreign-derived income in Hong Kong. There are no withholding taxes in Hong Kong on remittance of dividends.

China

Prior to January 1, 2008, in accordance with “Income Tax Law of China for Enterprises with Foreign Investment and Foreign Enterprises,” foreign invested enterprises (“FIEs”) were generally subject to enterprise income tax (“EIT”) at the rate of 30% plus a local income tax rate of 3%. The Company’s subsidiaries in China, as FIEs, were entitled to various tax holidays and preferential tax rates, which reduced their effective tax rates.

- Baidu Online, being a foreign invested enterprise and located in the Beijing Zhongguancun Science Park, had been recognized as a “High and New Technology Enterprise” and thus entitled to a “tax holiday” for a full exemption from EIT from 2000 to 2002, and a 50% tax reduction (at 7.5%) from 2003 to 2005 followed by reduced EIT rate at 15% upon expiry of the tax holiday, as well as an exemption from local income tax. In 2006, Baidu Online obtained the certificate of “Technologically Advanced Enterprise” from the Beijing Municipal Bureau of Commerce, which qualified Baidu Online for a 10% EIT rate from 2006 to 2008, and a 15% EIT rate thereafter.
- Baidu China has been granted “Software Enterprise” status by the Shanghai Municipal Information Commission and thus entitled to a “tax holiday” for a full exemption from EIT from 2006 to 2007, and a 50% tax reduction from 2008 to 2010.
- Baidu Times, being a foreign invested enterprise and located in the Beijing Zhongguancun Science Park, had been recognized as a “High and New Technology Enterprise” and thus entitled to a reduced EIT rate of 15% upon expiry of the tax holiday, as well as exemption from local income tax. The tax holiday granted to Baidu Times was for a full exemption from EIT from 2006 to 2008, and a 50% tax reduction (at 7.5%) from 2009 to 2011.

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10. INCOME TAXES (Continued)

Prior to January 1, 2008, in accordance with “Enterprise Income Tax laws of the PRC,” PRC domestic Companies are generally subject to EIT at the rate of 30% plus a local income tax rate of 3%.

- Beijing Perusal, a PRC domestic company and a VIE to which the Company is deemed a primary beneficiary, is located in the Beijing Zhongguancun Science Park, and is subject to EIT at a rate of 33%.
- Baidu Netcom, as a PRC domestic company, is located in the Beijing Zhongguancun Science Park and is subject to EIT at a rate of 33%.

Prior to January 1, 2008, based on the Income Tax Law of China for Enterprises with Foreign Investment and Foreign Enterprises and Enterprise Income Tax Laws of the PRC, dividends payable by a FIE to its foreign investors are not subject to any withholding tax.

On March 16, 2007, the National People’s Congress enacted the Enterprise Income Tax Law (“the New EIT Law”), which became effective on January 1, 2008 and has replaced the existing separate income tax laws for domestic enterprises and FIEs by adopting an unified 25% enterprise income tax rate applicable to all resident enterprises in China, including FIEs and foreign enterprises operating in the PRC, except for certain entities that are eligible to tax holidays and are grandfathered by the New EIT Law. In accordance with the implementation rules of the New EIT Law, the existing preferential tax treatments granted to PRC entities that previously qualified for “High and New Technology Enterprise” will not automatically qualify for the preferential tax treatments granted to “High and New Technology Enterprise strongly supported by the State” under the New EIT Law. Until these entities receive official approval for this new status, they are generally subject to the statutory 25% tax rate. The impact of the change in enacted rates from the New EIT Law on the Company’s net deferred tax assets was not significant to the financial statements as of and for the year ended December 31, 2007.

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10. INCOME TAXES (Continued)

In addition, under the New EIT Law, dividends payable by a FIE to any of its foreign non-resident enterprise investors shall be subject to a 10% withholding tax, unless such foreign non-resident enterprise investor’s jurisdiction of incorporation has signed a tax treaty or arrangement for the avoidance of double taxation and the prevention of fiscal evasion with respect to taxes on income with China that provides for a reduced rate of withholding tax on dividends. Since PRC and Hong Kong signed the above mentioned tax arrangement for the avoidance of double taxation, and Baidu Times and Baidu China are wholly owned by Baidu HK, the dividends payable by Baidu Times and Baidu China to its foreign non-resident enterprise investors, shall be subject to 5% withholding tax pursuant to the China-Hong Kong double tax arrangement. However, dividends declared and paid from pre-January 1, 2008 distributable profits are grandfathered under the New EIT Law and are not subject to withholding tax. Furthermore, under the New Income Tax Law, a resident enterprise, which include an enterprise established outside of the PRC with management and control located in the PRC, will be subject to PRC income tax on its world-side income. If the PRC tax authorities subsequently determine that the Company and its subsidiaries registered outside the PRC should be deemed a resident enterprise, the Company and its subsidiaries registered outside the PRC will be subject to the PRC income tax at a rate of 25%.

Japan

Baidu Japan, with a paid-in capital in excess of Japanese Yen (JPY) 100 million, is subject to national income tax of 30%. Also, Baidu Japan is subject to inhabitants tax, assessed by both prefectures and municipalities. Inhabitants tax is computed as a percentage of national income tax. The per capita tax is based on the company’s capitalization and the number of employees. In addition, Baidu Japan is subject to a corporate enterprise tax on a pro forma basis based on the amount of taxable profit subject to the corporate tax, added-value components, (e.g., labor costs, net interest and rental payments, income/loss for current year) and a capital component.

The Company had minimal operations in jurisdictions other than the PRC and Japan. Income (loss) before income taxes consists of:

	For the years ended December 31,			
	2005 RMB	2006 RMB	2007 RMB	2007 US\$
PRC	75,242	328,428	699,332	95,870
Non-PRC	(25,726)	(19,009)	(83,116)	(11,394)
	<u>49,516</u>	<u>309,419</u>	<u>616,216</u>	<u>84,476</u>

The loss from the non-PRC operation consists primarily of the operation cost, administration expenses, interest income and charges for share-based compensation.

Income taxes consist of:

	For the years ended December 31,			
	2005 RMB	2006 RMB	2007 RMB	2007 US\$
Current income tax	6,203	15,500	19,409	2,661
Reinvestment tax refund	—	—	(21,198)	(2,906)
Deferred income tax benefit	(4,292)	(3,244)	(39,691)	(5,441)
Valuation allowance	—	—	28,728	3,938
	<u>1,911</u>	<u>12,256</u>	<u>(12,752)</u>	<u>(1,748)</u>

Prior to the New EIT Law, a foreign investor may be eligible for a tax refund when it reinvests its share of accumulated profits from an existing FIE to increase the registered capital of the existing FIE. In 2007, Baidu Holdings obtained such a reinvestment tax refund, as it increased the registered capital in Baidu Online by reinvesting the retained earnings of Baidu Online.

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10. INCOME TAXES (CONTINUED)

The reconciliation of tax computed by applying respective statutory income tax rate to pre-tax income is as follows:

	For the years ended December 31,			
	2005 RMB	2006 RMB	2007 RMB	2007 US\$
Expected taxation at PRC EIT statutory rate of 33%	16,339	102,108	203,352	27,877
Effect of differing tax rates in different jurisdictions	8,490	6,273	(1,486)	(204)
Permanent differences — non-taxable income	(525)	(438)	(1,325)	(181)
Permanent differences — non-deductible expense	353	1,295	2,410	330
Tax incentives relating to R&D expenditures (see below*)	(5,352)	(8,652)	(8,791)	(1,205)
Effect of tax exemption and reduction inside PRC	(18,257)	(86,732)	(214,442)	(29,397)
Reinvestment tax refund	—	—	(21,198)	(2,906)
Addition to (reversal of) valuation allowance	863	(1,598)	28,728	3,938
Taxation for the year	<u>1,911</u>	<u>12,256</u>	<u>(12,752)</u>	<u>(1,748)</u>
Effective tax rate	3.9%	4.0%	(2.1%)	(2.1%)
Earnings per Class A and Class B ordinary shares effect of tax exemptions and reductions inside PRC, (basic)	<u>0.92</u>	<u>2.61</u>	<u>6.33</u>	<u>0.87</u>

* Baidu Online enjoyed an additional tax incentive relating to its research and development expenses. The Company may be able to claim an additional tax deduction amounting to 50% of the current year’s research and development expenses. The amount that exceeds the current year’s taxable profit would be able to be brought forward for up to the following five years’ utilization. In 2005, 2006 and 2007, the Company has no brought forward deductible research and development expenses.

The tax effects of temporary differences that give rise to the deferred tax balance at December 31, 2006 and 2007 are as follows:

	December 31		
	2006 RMB	2007 RMB	2007 US\$
Provision for doubtful receivables	1,019	680	93
Deferred revenue	176	155	21
Fixed assets	5,805	13,410	1,838
Net operating loss carry-forward	—	30,157	4,135
Other	536	2,629	360
Deferred tax assets	<u>7,536</u>	<u>47,031</u>	<u>6,447</u>
Valuation allowance	—	<u>(28,728)</u>	<u>(3,938)</u>
Deferred tax assets, net	<u>7,536</u>	<u>18,303</u>	<u>2,509</u>

The Company did not believe that sufficient objective positive evidence currently exists to conclude that the recoverability of Baidu Japan’s net deferred tax assets is more likely than not. Consequently, the Company has provided a valuation allowance on the related net deferred tax assets.

As of December 31, 2007, the Company had net operating loss carryforwards of approximately RMB75,352 (US\$ 10,330) for income tax purposes that will expire in the year 2014.

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11. EMPLOYEE DEFINED CONTRIBUTION PLAN

Full time employees of subsidiaries of the Company in the PRC participate in a government mandated multi-employer defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other welfare benefits are provided to employees. Chinese labor regulations require that the subsidiaries of the Company make contributions to the government for these benefits based on certain percentages of the employees’ salaries. The Company has no legal obligation for the benefits beyond the contributions made. The total amounts for such employee benefits, which were expensed as incurred, were RMB12,742, RMB32,618 and RMB 55,122 (US\$7,557) for the years ended December 31, 2005, 2006 and 2007, respectively.

12. COMMITMENTS AND CONTINGENCIES

Capital commitments

The Company’s capital commitments relate primarily to leasehold improvements and building construction. Total capital commitments contracted but not yet reflected in the financial statements was RMB179,636 (US\$24,626) at December 31, 2007.

Operating lease commitments

The Company leases facilities in the PRC under non-cancelable operating leases expiring on different dates. Payments under operating leases are expensed on a straight-line basis over the periods of the respective leases. Total rental expense under all operating leases was RMB6,413, RMB17,259 and RMB45,413 (US\$6,226) for the years ended December 31, 2005, 2006 and 2007, respectively.

Future minimum payments under non-cancelable operating leases with initial terms of one-year or more consist of the following at December 31, 2007:

	<u>RMB</u>	<u>US\$</u>
2008	128,556	17,623
2009	35,113	4,814
2010	15,974	2,190
	<u>179,643</u>	<u>24,627</u>

Litigation

Baidu Netcom, Baidu China and Baidu Online were involved in certain cases pending in various PRC courts and Arbitration as of December 31, 2007. These cases include copyright infringement cases, unfair competition cases, and defamation cases, among others. Adverse results in these lawsuits may include awards of damages and may also result in, or even compel, a change in the Company’s business practices, which could result in a loss of revenue or otherwise harm the business of the Company.

As of December 31, 2007, the plaintiffs claimed compensation of RMB111 million (US\$15 million) in total. Although the results of litigation and claims cannot be predicted with certainty, the Company does not expect that the outcome of the matters discussed above will result in a material adverse effect on its business, consolidated financial position, results of operations or cash flow.

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13. ORDINARY SHARES

On May 30, 2005, the Company’s shareholders approved an Amended and Restated Memorandum and Articles of Association, pursuant to which 31,326,801 shares were authorized as Class B ordinary shares. All of the existing ordinary shares and all of those to be issued to the existing preferred shareholders upon conversion were re-designated as Class B ordinary shares, each of which carries ten votes per share at future shareholder meetings. A total of 822,424,322 authorized but unissued ordinary shares were re-designated as Class A ordinary shares, each of which carries only one vote per share at future shareholder meetings. In addition, Class B ordinary shares are convertible into the same number of Class A ordinary shares at the option of the holder thereof at any time, and are automatically converted into the same number of Class A ordinary shares at any time the holder thereof transfers them to a person or entity that is not an affiliate of such holder.

Upon completion of the initial public offering (“IPO”) in August 2005, 16,648,877 Class B Ordinary shares were issued upon conversion of all convertible preferred shares. In addition, immediately following the closing of the IPO, the Memorandum and Articles of Association were amended and restated such that the authorized share capital consisted of 870,400,000 ordinary shares at a par value of US\$0.00005 per share, of which 825,000,000 shares were designated as Class A ordinary shares, 35,400,000 as Class B ordinary shares, and 10,000,000 shares are designated as preferred shares. The rights of the holders of Class A and Class B ordinary shares are identical, except with respect to voting and conversion rights. Each share of Class A ordinary shares is entitled to one vote per share and is not convertible into Class B ordinary shares under any circumstances. Each share of Class B ordinary shares is entitled to ten votes per share and is convertible into one Class A ordinary share at any time by the holder thereof. Upon any transfer of Class B ordinary shares by the holder thereof to any person or entity that is not an affiliate of such holder, such Class B ordinary shares would be automatically converted into an equal number of Class A ordinary shares. There were 12,355,318 and 2,133,176 Class B ordinary shares transferred to Class A ordinary shares in 2006 and 2007, respectively.

As of December 31, 2007 there were 25,136,147 and 8,996,842 Class A and Class B ordinary shares outstanding respectively.

14. PREFERRED SHARES

As mentioned in Note 12, upon completion of the IPO in August 2005, the Amended and Restated Memorandum and Articles of Association authorized 10,000,000 preferred shares with a par value of US\$0.00005 each. As of December 31, 2006 and 2007, there were no preferred shares issued and outstanding.

15. RETAINED EARNINGS

In accordance with the Regulations on Enterprises with Foreign Investment of China and their articles of association, the Company’s subsidiaries, being foreign invested enterprises established in China, are required to provide for certain statutory reserves, namely general reserve fund, enterprise expansion fund and staff welfare and bonus fund, all of which are appropriated from net profit as reported in their PRC statutory accounts. The Company’s subsidiaries are required to allocate at least 10% of their after-tax profits to the general reserve fund until such fund has reached 50% of their respective registered capital. Appropriations to the enterprise expansion fund and staff welfare and bonus fund are at the discretion of the board of directors of the Company’s subsidiaries. Appropriation to the staff welfare and bonus fund is charged to selling, general and administrative expenses.

In accordance with the China Company Laws, the Company’s VIEs must make appropriations from their after-tax profits as reported in their PRC statutory accounts to non-distributable reserve funds, namely statutory surplus fund, statutory public welfare fund and discretionary surplus fund. The Company’s VIEs are required to allocate at least 10% of their after-tax profits to the statutory surplus fund until such fund has reached 50% of their respective registered capital. Appropriation to the statutory public welfare fund is 5% to 10% of their after-tax profits as reported in the PRC statutory accounts. Effective from January 1, 2006, under the revised China Company Laws, appropriation to the statutory public welfare fund is no longer mandatory. Appropriation to discretionary surplus is made at the discretion of the Company’s VIEs. Appropriation to the statutory public welfare fund is charged to selling, general and administrative expenses.

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15. RETAINED EARNINGS (CONTINUED)

General reserve fund and statutory surplus funds are restricted to set-off against losses, expansion of production and operation and increasing registered capital of the respective company. Staff welfare and bonus fund and statutory public welfare funds are restricted to the capital expenditures for the collective welfare of employees. The reserves are not allowed to be transferred to the Company in terms of cash dividends, loans or advances, neither are they allowed for distribution except under liquidation.

	December 31		
	2006 RMB	2007 RMB	2007 US\$
PRC statutory reserve funds	44,125	90,135	12,356
Unreserved retained earnings	258,643	841,601	115,373
	<u>302,768</u>	<u>931,736</u>	<u>127,729</u>

Under PRC laws and regulations, there are certain restrictions on the Company’s PRC subsidiaries and VIEs with respect to transferring certain of their net assets to the Company either in the form of dividends, loans, or advances. Amounts restricted include paid up capital and statutory reserve funds of the Company’s PRC subsidiaries and the net assets of VIEs in which the Company has no legal ownership, totaling approximately RMB171,653 and RMB550,526 (US\$75,470) as of December 31, 2006 and 2007, respectively.

16. SHARE-BASED AWARDS PLAN

In January 2000, the Company adopted the 2000 Option Plan (the “Plan”). The Plan provides for the granting of share options and restricted ordinary shares to employees and consultants of the Company. Options granted under the Plan may be either incentive share options or nonqualified share options. Incentive share options (“ISO”) may be granted only to Company employees (including officers and directors who are also employees). Nonqualified share options (“NSO”) may be granted to Company employees and consultants. The Company has reserved 5,040,000 ordinary shares for issuance under the Plan. Under the Plan, which expires in ten years, options granted generally vest 25% after the first year of service and ratably each month over the remaining 36-month period.

Under the Plan, the employees may exercise their options immediately, but the Company has a right to repurchase such shares at the amount equal to the original purchase price paid by the grantee for each such Share. Before the closing date of the Company’s initial public offering on August 5, 2005, such repurchase right was exercisable at any time (i) during the 90-day period following employee termination date, or (ii) during the 90-day period following an exercise of the option that occurs after employee termination date. Upon the closing date of its initial public offering, the time limitation of exercising such repurchase rights has been changed to lapse at the rate of at least twenty percent of the shares subject to the share option per year over five years from the date the share option is granted (without respect to the date the award was exercised or became exercisable). The contractual term of options granted is generally five years.

Starting from February 15, 2006, the Company has granted restricted Class A ordinary shares (“Restricted Shares”) of the Company under the Plan, which generally vest 50% after the first year of service and ratably each month over the remaining 12-month period. Terms for Restricted Shares are the same as share options except that Restricted Shares do not require exercise and have a two-year vesting term. The contractual term of Restricted Shares granted is generally five years.

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16. SHARE-BASED AWARDS PLAN (CONTINUED)

The following table summarizes the option activity for the year ended December 31, 2007 (amounts in thousands of U.S. Dollars (“US\$”), except for number of shares and exercise price):

Share Option	Number of Shares	Weighted-average Exercise Price	Weighted-average Remaining Contractual Life	Aggregate Intrinsic Value (US\$)
Outstanding, December 31, 2006	1,154,658	US\$11.94		
Granted	94,200	US\$131.09		
Exercised	(409,640)	US\$13.82		
Forfeited/Cancelled	(159,976)	US\$17.79		
Expired	(4,009)	US\$0.20		
Outstanding, December 31, 2007	675,233	US\$26.24	1.76	245,486
Vested and expected to vest at December 31, 2007	640,982	US\$23.85	1.68	234,569
Exercisable at December 31, 2007	398,871	US\$9.48	1.03	151,700

The aggregate intrinsic value in the table above represents the difference between the Company’s closing stock price on the last trading day in 2007 and the exercise price.

Total intrinsic value of options exercised for the three years ended December 31, 2005, 2006 and 2007 was RMB66,004, RMB396,324 and RMB559,591 (US\$76,713), respectively.

As of December 31, 2007, there was RMB34,496 (US\$4,729) unrecognized share-based compensation cost related to share options. That deferred cost is expected to be recognized over a weighted-average vesting period of 1.81 years. To the extent the actual forfeiture rate is different from original estimate, actual share-based compensation costs related to these awards may be different from the expectation.

Restricted shares activity for the year ended December 31, 2007 was as follows:

Restricted Shares	Number of Shares	Weighted Average Grant date Fair value
Nonvested, December 31, 2006	22,525	US\$53.00
Granted	70,440	US\$159.19
Vested	(18,950)	US\$52.06
Forfeited	(2,936)	US\$86.40
Nonvested, December 31, 2007	71,079	US\$157.11

As of December 31, 2007, there was RMB51,432 (US\$7,051) unrecognized share-based compensation cost related to restricted shares. That deferred cost is expected to be recognized over a weighted-average vesting period of 1.35 years. To the extent the actual forfeiture rate is different from original estimate, actual share-based compensation costs related to these awards may be different from the expectation.

The fair value of each option award was estimated on the date of grant using the Black-Scholes Method valuation model. The volatility assumption was estimated based on the volatilities of comparable public companies and limited historical volatility of the Company’s share price. Assumptions about the expected term were based on the vesting and contractual terms, employee demographics and the expected term of the similar companies. The Company considered the comparable data because the Company has limited relevant historical information to support the expected exercise behavior of employees who have been granted options. This relevant historical information is limited because the Company has been a public company only since August 2005. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

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16. SHARE-BASED AWARDS PLAN (CONTINUED)

The following table presents the assumptions used to estimate the fair values of the share options granted in the periods presented:

	2005	2006	2007
Risk-free interest rate	3.24%	1.98%~3.14%	4.54%~5.03%
Dividend yield	—	—	—
Expected volatility range	89.25%~100%	82.55%~84.80%	63.94%~72.90%
Weighted average expected volatility	95.20%	84.67%	68.28%
Expected life (in years)	2~10	0.91~2.49	1~2.6

In addition, the Company applies an expected forfeiture rate in determining the grant date fair value of the option grants. The estimation of the forfeiture rate was based primarily upon historical experience of employee turnover. To the extent the Company revises this estimate in the future, the share-based payments could be materially impacted in the quarter of revision, as well as in following quarters. During the year ended December 31, 2007, the Company increased forfeiture rate for the executive group primarily due to changes in historical employee turnover rates. As a result of this change, the share-based payments expense decreased by approximately RMB7,490 for the year ended December 31, 2007. No change was made to the estimated forfeiture rate for the employee group during the year ended December 31, 2007.

The table below summarizes the weighted average fair value and exercise price of share options granted:

	2005 US\$	2006 US\$	2007 US\$
Weighted average grant-date fair value of share options granted during the year:			
Where exercise price is lower than market price	14.30	—	—
Where exercise price is equal to market price	26.63	25.89	57.02
Weighted average exercise price of share options granted during the year:			
Where exercise price is lower than market price	10.30	—	—
Where exercise price is equal to market price	48.83	49.25	131.09

Total compensation cost recognized for the year ended December 31, 2007 is as follows:

	For the years ended December 31,			2007 US\$
	2005 RMB	2006 RMB	2007 RMB	
Cost of revenues	974	1,416	1,717	235
Selling, general and administrative	22,804	32,970	17,371	2,382
Research and development	9,793	13,894	20,760	2,846
Share-based compensation cost capitalized as part of internally used software in fixed assets	—	383	714	98
	<u>33,571</u>	<u>48,663</u>	<u>40,562</u>	<u>5,561</u>

17. SEGMENT REPORTING

In accordance with SFAS 131, *Disclosures about segments of an Enterprise and Related Information*, the Company’s chief operating officer relies upon consolidated results of operations when making decisions about allocating resources and assessing performance of the Company; hence, the Company has only one operating segment. The Company does not distinguish between markets or segments for the purpose of internal reporting.

The Company’s long-lived assets and revenue are substantially all located in and derived from the PRC.

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18. COMPARATIVE INFORMATION

Certain items in prior years’ consolidated financial statements have been reclassified to conform to the current year’s presentation to facilitate comparison.

19. SUBSEQUENT EVENTS (UNAUDITED)

New VIE

In February 2008, Baidu Netcom and an individual designated by the Company established a VIE, Beijing BaiduPay Science and Technology Co., Ltd. (“Baidupay” or the “VIE”), to operate the payment platform to be developed by BaiduPay. The paid-in capital of the VIE was funded by Baidu Netcom and the Company through loans extended to the authorized individual. The Company has entered into certain exclusive agreements with the VIE, which obligate the Company to absorb a majority of the risk of loss from the VIE’s activities and entitles the Company to receive a majority of its residual return. In addition, the Company has entered into certain agreements with the authorized individual, including loan agreements for the paid-in capital of the VIE, option agreements to acquire the equity interest in the VIE when permitted by the PRC laws, and share pledge agreements for the equity interest in the VIE held by the authorized individual.

New tax circular

On April 18, 2008, a new tax circular Guokefahuo [2008] No. 172 was issued by the PRC tax authorities, which provides detailed implementation rules for the recognition and administrative measures as High and New Technology Enterprises under the New EIT Law. The new circular sets forth certain conditions that must be satisfied by a company in order to apply for preferential tax treatment under the High and New Technology Enterprise status, while leaving other additional measures to be released in the future.

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BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

20. PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION

The following is condensed financial information of the Company on a stand-alone basis:

Balance sheets

	December 31,		
	2006	2007	2007
	RMB	RMB	US\$
Cash and cash equivalents	844,509	605,210	82,966
Prepaid expenses and other current assets	6,450	10,031	1,376
Total current assets	850,959	615,241	84,342
Fixed assets, net	150	784	107
Goodwill	171	159	22
Investment in subsidiaries	507,890	1,415,237	194,012
Intangible assets, net	1,038	601	82
Total non-current assets	509,249	1,416,781	194,223
Total assets	1,360,208	2,032,022	278,565
Accrued expenses and other liabilities	2,947	10,650	1,460
Total current liabilities	2,947	10,650	1,460
Total liabilities	2,947	10,650	1,460
Class A Ordinary Shares, par value US\$0.00005 per share, 825,000,000 shares authorized, and 22,574,381 shares and 25,136,147 shares issued and outstanding as at December 31, 2006 and 2007	9	10	1
Class B Ordinary Shares, par value US\$0.00005 per share, 35,400,000 shares authorized, and 11,130,018 shares and 8,996,842 shares issued and outstanding as at December 31, 2006 and 2007	5	4	1
Additional paid-in capital	1,088,176	1,171,575	160,609
Accumulated other comprehensive loss	(33,697)	(81,953)	(11,235)
Retained earnings	302,768	931,736	127,729
Total shareholders' equity	1,357,261	2,021,372	277,105
Total liabilities, and shareholders' equity	1,360,208	2,032,022	278,565

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BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

20. PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION (Continued)**Statements of income**

	For the year ended December 31,			
	2005 RMB	2006 RMB	2007 RMB	2007 US\$
Revenues	—	—	—	—
Cost of revenues	(1,389)	(1,842)	(2,159)	(296)
Selling, general and administrative	(26,637)	(41,208)	(26,167)	(3,587)
Research and development	(9,793)	(14,119)	(20,760)	(2,846)
Total operating costs and expenses	(37,819)	(57,169)	(49,086)	(6,729)
Operating loss	(37,819)	(57,169)	(49,086)	(6,729)
Equity in profits of subsidiaries	73,353	315,252	618,396	84,775
Other income:				
Interest income	12,071	40,125	37,020	5,075
Other (loss)/income, net	—	(1,045)	1,440	197
Total other income	12,071	39,080	38,460	5,272
Net income before tax and cumulative effect of change in accounting principle	47,605	297,163	607,770	83,318
Income taxes	—	—	21,198	2,906
Net income before cumulative effect on change in accounting principle	47,605	297,163	628,968	86,224
Cumulative effect on change in accounting principle	—	4,603	—	—
Net income	47,605	301,766	628,968	86,224

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BAIDU.COM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2005, 2006, and 2007

(Amounts in thousands of Renminbi (“RMB”) and U.S. Dollars (“US\$”), except for number of shares and per share data or unless otherwise indicated)

20. PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION (Continued)**Statements of cash flows**

	For the year ended December 31,			
	2005 RMB	2006 RMB	2007 RMB	2007 US\$
Cash flows from operating activities:				
Net income	47,605	301,766	628,968	86,224
Adjustments to reconcile net income to net cash generated from operating activities:				
Equity in profits of subsidiaries	(73,353)	(315,252)	(618,396)	(84,775)
Depreciation of fixed assets	—	22	56	8
Share-based compensation	33,571	48,280	39,848	5,463
Amortization of intangible assets	415	404	386	53
Impairment on long-term investment	—	1,976	—	—
Changes in operating assets and liabilities:				
Prepaid expenses and other assets	(1,920)	14	(1,924)	(264)
Accrued expenses and liabilities	4,759	(1,597)	8,233	1,129
Net cash generated from / (used in) operating activities	<u>11,077</u>	<u>35,613</u>	<u>57,171</u>	<u>7,838</u>
Cash flows from investing activities:				
Advances to subsidiaries	1,934	(1,211)	(138,354)	(18,967)
Acquisition of business	(179)	—	—	—
Capital injection into subsidiaries	(15,395)	(1,649)	(144,209)	(19,769)
Acquisition of long-term investment	(2,018)	—	(8,024)	(1,100)
Net cash used in investing activities	<u>(15,658)</u>	<u>(2,860)</u>	<u>(290,587)</u>	<u>(39,836)</u>
Cash flows from financing activities:				
Proceeds from exercise of share options	8,063	25,394	40,800	5,593
Proceeds IPO, net of expenses	716,297	—	—	—
Payment for expenses in connection with IPO	—	(641)	—	—
Net cash generated from financing activities	<u>724,360</u>	<u>24,753</u>	<u>40,800</u>	<u>5,593</u>
Effect of exchange rate changes on cash and cash equivalents	(8,230)	(27,972)	(46,683)	(6,400)
Net increase / (decrease) in cash and cash equivalents	711,549	29,534	(239,299)	(32,805)
Cash and cash equivalents at beginning of the year	<u>103,426</u>	<u>814,975</u>	<u>844,509</u>	<u>115,772</u>
Cash and cash equivalents at end of the year	<u>814,975</u>	<u>844,509</u>	<u>605,210</u>	<u>82,967</u>

(a) Basis of presentation

For the purposes of the presentation of the parent company only condensed financial information, the Company records its investment in direct and indirect subsidiaries under the equity method of accounting as prescribed in APB opinion No. 18, *The Equity Method of Accounting for Investments in Common Stock*. Such investment is presented as “Long-term Investment” in the balance sheets and share of the direct and indirect subsidiaries’ profits or losses as “Equity in profits of subsidiaries” in the statements of income.

(b) Commitments

The Company does not have any significant commitments or long-term obligations as for the year presented.

EXCLUSIVE TECHNOLOGY CONSULTING AND SERVICES AGREEMENT

This Exclusive Technology Consulting Services Agreement (this “Agreement”) is entered into in **[Location]** on **[Date]** between the following two parties:

Party A: **Baidu Online Network Technology (Beijing) Co., Ltd.**

Legal Address: 12/F., Ideal International Plaza, No. 58 North-West 4th Ring, Haidian District, Beijing, PRC, 100080

Party B: **[Name of the consolidated affiliated PRC entity]**, (the “Company”)

Legal Address:

WHEREAS:

1. Party A is a wholly foreign-owned enterprise duly incorporated under the laws of the People’s Republic of China (the “PRC”), which has the technology expertise and practical experience in the development and design of computer software, and also has rich experience and a team of professionals specializing in information technology and services;
2. Party B is a limited liability company duly incorporated in **[Location]**, which is licensed by **[Licensing Agency]** to carry out the business of **[Business]**;
3. Since **[Date]**, Party A has been providing exclusive technology consulting and related services to Party B and Party B has agreed to accept such services. Both parties wish to continue this cooperation and sign a written agreement to stipulate their respective rights and obligations.

NOW THEREFORE, both parties, through negotiations, agree as follows:

1. Exclusive Technology Consulting and Services; Sole and Exclusive Interests
 - 1.1 During the term of this Agreement, Party A agrees, as the exclusive technology consulting and services provider of Party B, to provide the exclusive technology consulting and services to Party B in accordance with the terms and conditions of this Agreement (the content of such services is specified in Appendix 1 hereto).
 - 1.2 Party B agrees to accept the exclusive technology consulting and services provided by Party A and further agrees that, during the term of this Agreement, Party B shall not accept such technology consulting and services for the aforesaid business from another party without the prior written consent of Party A.
 2. Calculation, Payment and Guarantee of the Fees for the Technology Consulting and Services (the “Fee”)
 - 2.1 Both parties agree to calculate and pay the Fee under this Agreement in accordance with the methods listed on Appendix 2 hereof.
 - 2.2 Party B’s shareholders shall pledge the equity interests of Party B to Party A for securing the Fee payable by Party B pursuant to this Agreement.
 3. Intellectual Property Rights
 - 3.1 Party A shall be the sole owner of the copyrights of the software designed by Party A and other relevant software, any intellectual property obtained through the research and development by Party A and any derivative rights arising from the performance of this Agreement or any other agreement reached by both parties, including, but not limited to, patent application rights, copyrights or other intellectual property rights of the software, technical documents and materials and the rights to license or transfer such intellectual property, etc.
-

3.2 During the performance of this Agreement, if Party B needs to use Party A's software programs or systems, both parties shall sign a separate agreement setting forth the scope, method and fee of such license.

4. Representations and Warranties

4.1 Party A hereby represents and warrants as follows:

4.1.1 Party A is a wholly foreign-owned enterprise duly incorporated and validly existing under PRC law;

4.1.2 The execution and performance of this Agreement by Party A are within its corporate power and business scope. Party A has taken necessary corporate actions and obtained appropriate authorizations, and has obtained the necessary consents or approvals from other third parties or government agencies. The execution and performance of this Agreement by Party A do not violate the laws and contracts binding upon or influencing Party A; and

4.1.3 Upon execution, this Agreement will constitute a legal, valid and binding obligation of Party A enforceable against Party A in accordance with its terms.

4.2 Party B hereby represents and warrants as follows:

4.2.1 Party B is a limited liability company duly incorporated and validly existing under the laws of the PRC, and is licensed by **[Licensing Agency]** to carry out the business of **[Business]**;

4.2.2 The execution and performance of this Agreement by Party B are within its corporate power and business scope. Party B has taken necessary corporate actions and obtained appropriate authorizations, and has obtained the necessary consents or approvals from other third parties or government agencies. The execution and performance of this Agreement by Party B do not violate the laws and contracts binding upon or influencing Party B; and

4.2.3 Upon execution, this Agreement will constitute a legal, valid and binding obligation of Party B enforceable against Party B in accordance with its terms.

5. Confidentiality

5.1 Party B agrees to take all reasonable steps to protect and maintain the confidentiality of the confidential data and information acknowledged or received by Party B through accepting the exclusive consulting and services from Party A (collectively, the "Confidential Information"). Party B shall not disclose, give or transfer any Confidential Information to any third party without Party A's prior written consent. Upon termination of this Agreement, Party B shall, at Party A's request, return any and all documents, information or software containing any of such Confidential Information to Party A or destroy it at its own discretion, and delete all of such Confidential Information from any memory devices, and cease to use such Confidential Information.

5.2 Both parties acknowledge and confirm that any oral or written materials exchanged pursuant to this Agreement are confidential. Each party shall keep confidential all such materials and not disclose any such materials to any third party without the prior written consent from the other party except in the following situations: (a) such materials are or will become known by the public (through no fault of the receiving party); (b) any materials as required to be disclosed by the applicable laws or rules of the stock exchange; and (c) any materials disclosed by each party to its legal or financial advisors relating to the transactions contemplated by this Agreement, and such legal or financial advisors shall comply with the confidentiality provisions set forth in this Article 5. Any disclosure of confidential information by the personnel of any party or by the institutions engaged by such party shall be deemed as a disclosure by such party, and such party shall be liable for the breach under this Agreement.

5.3 Both parties agree that this Article 5 shall survive the invalidity, cancellation, termination or unenforceability of this Agreement.

6. Indemnity

Party B shall indemnify and hold harmless Party A from and against any losses, damages, liabilities or expenses arising from any litigation, claims or other request against Party A, which arises from or is caused by the content of consulting and services required by Party B.

7. Effective Date and Term

7.1 This Agreement shall be signed and take effect as of the date first set forth above.

7.2 The term of this Agreement is ten (10) years unless terminated earlier as set forth herein or in accordance with the terms set forth in other agreements entered into by both parties.

7.3 This Agreement may be extended with the written consent of both parties at its expiration, and the extended term shall be determined by both parties through negotiation. If both parties fail to reach any agreement on such extension, this Agreement shall be extended for one (1) year automatically at its expiration (including any expiration of extended term) unless Party A informs Party B of its decision not to extend this Agreement with a written notice before the expiration date.

7.4 If the duration of operation (including any extension thereof) of either party is expired or terminated for other reasons within the term set forth in Sections 7.2 and 7.3 hereof, this Agreement shall be terminated simultaneously, except in the situation where such party has assigned its rights and obligations in accordance with Article 13 hereof.

8. Termination

8.1 Termination upon Expiration

This Agreement shall be terminated on its expiration date unless it is extended in accordance with the provisions hereof.

8.2 Early Termination

During the term of this Agreement, Party B shall not terminate this Agreement unless Party A engages in acts of gross negligence, fraud, other illegal acts or becomes bankrupt. Notwithstanding the foregoing provisions, Party A may terminate this Agreement at any time with a written notice to Party B given thirty (30) days in advance. During the term of this Agreement, if Party B breaches this Agreement and has not cured its breach within fourteen (14) days upon receipt of Party A's written notice of such breach, Party A may inform Party B with a written notice of the termination of this Agreement.

8.3 Survival

The rights and obligations to both parties under Articles 5, 10 and 12 shall continue to be effective upon the termination of this Agreement.

9. Governing Law

The performance, interpretation and enforcement of this Agreement shall be governed by the laws of the PRC.

10. Dispute Resolution

Any dispute arising in connection with the interpretation and performance of the provisions of this Agreement shall be resolved by the parties in good faith through negotiations. In case no resolution can be reached by the parties within thirty (30) days after either party makes a request for a dispute resolution through negotiations, either party may refer such dispute to the China International Economic and Trade Arbitration Commission (the "CIETAC") for arbitration in accordance with CIETAC's arbitration rules

then in effect. The seat of arbitration shall be in Beijing, and the language of the proceedings shall be Chinese. The arbitral award shall be final and binding upon both parties.

11. Force Majeure

11.1 Force Majeure, which includes but not limited to acts of governments, acts of nature, fires, explosions, typhoons, floods, earthquakes, tides, lightning or war, means any unforeseen event that is beyond the party's reasonable control and cannot be prevented with reasonable care of the affected party. However, any insufficiency of creditworthiness, capital or financing shall not be regarded as an event beyond the party's reasonable control. The party affected by Force Majeure and seeks for the exemption from performing the obligations under this Agreement shall inform the other party of such exemption and any action taken by it for performing this Agreement.

11.2 In the event that the affected party is delayed in or prevented from performing its obligations under this Agreement by Force Majeure, and only to the extent of such delay or prevention, the affected party shall not be liable for the obligations under this Agreement. The affected party shall take appropriate measures to minimize or remove the effects of Force Majeure and attempt to resume the performance of the obligations delayed or prevented by the event of Force Majeure. Once the event of Force Majeure is removed, both parties agree to resume the performance of this Agreement using their best efforts.

12. Notices

Notices or other communications required to be given by any party pursuant to this Agreement shall be written in English and Chinese and delivered personally or sent by registered mail or postage prepaid mail or by a recognized courier service or by facsimile transmission to the address of each relevant party or both parties set forth below or such other address or addressees as specified by such party from time to time. The date when the notice is deemed to be duly served shall be determined as follows: (a) a notice delivered personally is deemed duly served upon delivery; (b) a notice sent by mail is deemed duly served the tenth (10th) day after the date when the postage prepaid registered airmail was sent out (as is shown on the postmark), or the fourth (4th) day after the delivery date to the internationally-recognized courier service agency; and (c) a notice sent by facsimile transmission is deemed duly served upon the receipt time as is shown on the transmission confirmation for relevant documents.

Party A: **Baidu Online Network Technology (Beijing) Co., Ltd.**

Address: 12/F, Ideal Intl. Plaza, No. 58 West-North 4th Ring, Beijing PRC, 100080

Attn:

Fax: [86 10 8260-7009]

Tel: [86 10 8262-1188]

Party B: **[Name of the consolidated affiliated PRC entity]**

Address:

Attn:

Fax:

Tel:

13. Assignment

13.1 Party B shall not assign its rights or obligations under this Agreement to any third party without the prior written consent of Party A.

13.2 Party B hereby agrees that Party A may assign its rights and obligations under this Agreement as Party A deems necessary and such transfer shall only be subject to a written notice sent to Party B by Party A, without further consent from Party B required.

14. Entire Agreement

Both parties confirm that once this Agreement becomes effective, it shall constitute the entire agreement of both parties hereto with respect to the subject matters hereof and supersede all prior oral and/or written agreements and understandings by the parties with respect to the subject matters hereof.

15. Severability

If any provision of this Agreement is judged to be invalid or unenforceable because it is inconsistent with applicable laws, such invalidity or unenforceability shall be only with respect to such laws, and the validity, legality and enforceability of the other provisions hereof shall not be affected.

16. Amendment or Supplement

Any amendment or supplement to this Agreement shall be made by the parties in writing. The amendments or supplements duly executed by each party shall form an integral part of this Agreement and shall have the same legal effect as this Agreement.

17. Counterparts

This Agreement shall be executed in two originals, with each party holding one original. All originals shall have the same legal effect.

[No text below on this page]

IN WITNESS WHEREOF, each party hereto have caused this Agreement to be duly executed by its legal representative or a duly authorized representative on its behalf as of the date first set forth above.

Party A: Baidu Online Network Technology (Beijing) Co., Ltd.

Legal or Authorized Representative: _____

Seal:

Party B: [Name of the consolidated affiliated PRC entity]

Legal or Authorized Representative: _____

Seal:

Content of Technology Consulting and Services

Calculation and Payment of the Fee for the Technology Consulting and Services

Operating Agreement

This Operating Agreement (this "Agreement") is entered into among the following parties in **[Location]** as of **[Date]**:

Party A: **Baidu Online Network Technology (Beijing) Co., Ltd.**

Address: 12/F., Ideal International Plaza, No. 58 North-West 4th Ring, Haidian District, Beijing, PRC, 100080

Party B: **[Name of the consolidated affiliated PRC entity]**

Address:

Party C: **[An individual]**

Address:

Party D: **[An individual]**

Address:

WHEREAS:

1. Party A is a wholly foreign-owned enterprise duly incorporated and validly existing under the laws of the People's Republic of China (the "PRC"), which has the technology expertise and practical experience in the development and design of computer software, and also has rich experience and a team of professionals specializing in information technology and service;
2. Party B is a limited liability company duly incorporated and validly existing under PRC law, which is licensed by **[Licensing Agency]** to carry out the business of **[Business]**;
3. Party C and Party D are shareholders of Party B, in which Party C owns ___% and Party D owns ___% of the equity interest;
4. Party A has established a business relationship with Party B by entering into an Exclusive Technology Consulting and Services Agreement (the "Services Agreement") and a Web Layout Copyright License Agreement;
5. Pursuant to the above-mentioned agreements between Party A and Party B, Party B shall pay certain sums of money to Party A. However, no account payable under those agreements has been paid, and the daily operations of Party B will have a material effect on Party B's ability to pay such account payable to Party A;

NOW THEREFORE, through negotiations, all parties to this Agreement hereby agree as follows:

1. Party A agrees, subject to the satisfaction of the relevant provisions herein by Party B, to be the guarantor of Party B in the contracts, agreements or transactions entered into between Party B and any third party in connection with Party B's business and operations, to provide full guarantees for the performance of such contracts, agreements or transactions by Party B. As counter-guarantee, Party B agrees to pledge the accounts receivable in its operations and all of its assets to Party A. According to the aforesaid guarantee arrangement, Party A, when necessary, is willing to enter into written guarantee contracts with Party B's counterparties to assume the guarantor's liabilities. Party B, Party C and Party D shall take all necessary actions (including, but not limited to, executing the relevant documents and filing the relevant registrations) to carry out the counter-guarantee arrangement with Party A.
 2. In consideration of the requirements of Article 1 hereof and to ensure the performance of the various business agreements between Party A and Party B and the payment by Party B of the amounts payable to Party A thereunder, Party B, together with its shareholders Party C and Party D, hereby jointly agree that, without Party A's prior written consent, Party B shall not engage in any transaction that may materially affect its assets, liabilities, rights or operations (except that Party B may, in the ordinary course of its business, enter into business contracts or agreements, sell or purchase assets and create liens in favor of relevant counter parties as required by law.), including, but not limited to, the following:
-

- 2.1 To borrow money from any third party or assume any debt;
 - 2.2 To sell to or acquire from any third party any asset or rights, including, but not limited to, any intellectual property rights;
 - 2.3 To provide guarantee for any third party using its assets or intellectual property rights as collaterals; or
 - 2.4 To assign to any third party its business contracts.
3. In order to ensure the performance of the various business agreements between Party A and Party B and the payment by Party B of the amounts payable to Party A thereunder, Party B, together with its shareholders Party C and Party D, hereby jointly agree to accept advices and guidance provided by Party A from time to time relating to its corporate policies on matters such as employment and dismissal of employees, daily operations and management, and financial management.
 4. Party B, together with its shareholders Party C and Party D, hereby jointly agree that Party C and Party D shall appoint candidates recommended by Party A as directors of Party B, and Party B shall appoint Party A's senior executive officers recommended by Party A as its president, chief financial officer and other senior executive officers. If any of the above-mentioned senior executive officers of Party A leaves Party A, whether voluntarily or as a result of dismissal by Party A, he or she shall also lose his/her right to hold any position at Party B, and Party B shall appoint other senior executive officers of Party A recommended by Party A to fill such a position. The persons recommended by Party A in accordance with this Article 5 shall comply with the legal requirements regarding the qualifications of directors, presidents, chief financial officers, and other senior executive officers.
 5. Party B, together with its shareholders Party C and Party D, hereby jointly agree and confirm that Party B shall first seek a guarantee from Party A if Party B needs any guarantee for its performance of any of its contracts or for any borrowing for working capital purposes in the course of its operations. In such cases, Party A shall have the right, but not the obligation, to provide the appropriate guarantee to Party B at Party A's sole discretion. If Party A decides not to provide such a guarantee, Party A shall immediately issue a written notice to Party B and Party B may seek a guarantee from third parties.
 6. In the event that any of the agreements between Party A and Party B terminates or expires, Party A shall have the right, but not the obligation, to terminate all agreements between Party A and Party B including, but not limited to, the Services Agreement.
 7. Any amendment or supplement to this Agreement shall be made in writing. The amendment or supplement duly executed by all parties shall form an integral part of this Agreement and shall have the same legal effect as this Agreement.
 8. Should any provision of this Agreement be held invalid or unenforceable because of inconsistency with applicable laws, such provision shall be invalid or unenforceable only to the extent of such applicable laws without affecting the validity or enforceability of the remainder of this Agreement.
 9. Party B shall not assign its rights and obligations under this Agreement to any third party without the prior written consent of Party A. Party B hereby agrees that Party A may assign its rights and obligations under this Agreement as Party A sees fit, in which case Party A only needs to give a written notice to Party B and no further consent of Party Bs is required.
 10. Each party acknowledges and confirms that any oral or written materials exchanged pursuant to this Agreement are confidential. Each party shall keep confidential all such materials and not disclose any such materials to any third party without the prior written consent from the other party except in the following situations: (a) such materials are or will become known by the public (through no fault of the receiving party); (b) any materials as required to be disclosed by the applicable laws or rules of the stock exchange; and (c) any materials disclosed by each party to its legal or financial advisors relating to the transactions contemplated by this Agreement, and such legal or financial advisors shall comply with the confidentiality provisions set forth in this Article 10. Any disclosure of confidential information by the personnel of any party or by the institutions engaged by such party shall be deemed as a disclosure by

such party, and such party shall be liable for the breach under this Agreement. This Article 10 shall survive the invalidity, cancellation, termination or unenforceability of this Agreement for any reason.

11. This Agreement shall be governed by and interpreted in accordance with the laws of the PRC.
12. Any dispute arising in connection with the interpretation and performance of the provisions of this Agreement shall be resolved by the parties in good faith through negotiations. In case no resolution can be reached by the parties through negotiations, either party may refer such dispute to the China International Economic and Trade Arbitration Commission (the "CIETAC") for arbitration in accordance with CIETAC's arbitration rules then in effect. The seat of arbitration shall be in Beijing, and the language of the proceedings shall be Chinese. The arbitral award shall be final and binding upon both of the Parties.
13. This Agreement shall be executed by a duly authorized representative of each party and become effective as of the date first written above.
14. Notwithstanding Article 13 hereof, once effective, this Agreement shall constitute the entire agreement of the parties hereto with respect to the subject matters hereof and supersede all prior oral and/or written agreements and understandings by the parties with respect to the subject matters hereof.
15. The term of this Agreement is ten (10) years unless terminated earlier in accordance with the provisions of this Agreement or related agreements entered into by the parties. This Agreement may be extended only with the written consent of Party A before its expiration. The term of the extension shall be decided by the parties through negotiation. If the duration of operation (including any extension thereof) of Party A or Party B is expired or terminated for other reasons within the aforesaid term of this Agreement, this Agreement shall be terminated simultaneously, unless such party has already assigned its rights and obligations hereunder in accordance with Article 9 hereof.
16. This Agreement will terminate on the expiration date unless it is renewed in accordance with the relevant provision herein. During the term of this Agreement, Party B shall not terminate this Agreement. Notwithstanding the above stipulation, Party A shall have the right to terminate this Agreement at any time by issuing a thirty (30) days' prior written notice to Party B.
17. This Agreement shall be executed in four originals, with each party holding one original. All originals shall have the same legal effect.

[No text below on this page]

IN WITNESS THEREOF, each party hereto has caused this Agreement to be duly executed by himself/herself or a duly authorized representative on its behalf as of the date first written above.

Party A: Baidu Online Network Technology (Beijing) Co., Ltd.

Authorized Representative: _____

Seal:

Party B: [Name of the consolidated affiliated PRC entity]

Authorized Representative: _____

Seal:

Party C: [An individual]

Signature: _____

Party D: [An individual]

Signature: _____

Web Layout Copyright License Agreement

This Web Layout Copyright License Agreement (this "Agreement") is entered into as of **[Date]** between the following two parties in **[Location]**.

The Licensor: Baidu Online Network Technology (Beijing) Co., Ltd.
Legal Address:

The Licensee: **[Name of the consolidated affiliated PRC entity]** (the "Company")
Legal Address:

WHEREAS

1. The Licensor, a wholly foreign-owned enterprise registered in Beijing under the laws of the People's Republic of China (the "PRC"), owns the web layout copyright of the following websites: _____ (the "Copyright").
2. The Licensee, a company registered in **[Location]** under the laws of the PRC, is licensed by **[Licensing Agency]** to carry out the business of **[Business]** and operates **[Same websites as listed in the preceding paragraph]** (the "Websites").
3. The Licensor agrees to license the right to use the Copyright to the Licensee in accordance with the terms and conditions set forth herein and the Licensee agrees to accept the license on the terms and conditions set forth herein.

NOW THEREFORE, the parties, upon negotiations, agree as follows:

1. Granting of License

1.1 The Web Layout Copyright

- 1.1.1 Upon the terms and conditions hereinafter set forth, the Licensor hereby grants to the Licensee and the Licensee hereby accepts the right to use the Copyright in the PRC.
- 1.1.2 The Licensor shall have the sole and exclusive ownership of the Copyright, including all improvements, updates, derivative products and intellectual property rights thereof, whether such improvements, updates, derivative products and intellectual property rights are made by the Licensor or the Licensee. The rights and obligations under this paragraph shall survive the termination of this Agreement.

1.2 Scope

- 1.2.1 The right to use the Copyright granted by the Licensor to the Licensee is effective only for the business operation of the Websites by the Licensee. The Licensee agrees that it will not use, or authorize any use, directly or indirectly, of the Copyright on any other website or media, unless otherwise provided for in this Agreement.
- 1.2.2 The right to use the Copyright granted by the Licensor to the Licensee is effective only in the PRC. The Licensee agrees not to use or authorize any use of the Copyright, directly or indirectly, in any other region.
- 1.2.3 The Licensor shall not license a third party to use the Copyright without the consent of the Licensee.

2. Terms of Payment

The Licensee agrees to pay the Licensor license fees in the amounts and the manner as set forth in Appendix 1.

3. Intellectual Property and Confidentiality

3.1 The Licensee shall use its reasonable effort to protect and maintain the confidentiality of any and all data and information from the Licensor marked as or known by the Licensee to be confidential (collectively, the “Confidential Information”). Upon termination of this Agreement, the Licensee shall return any Confidential Information to the Licensor or destroy it itself, delete any Confidential Information from any electronic devices and cease to use such Confidential Information as required by the Licensor. The Licensee shall not disclose, grant or transfer any Confidential Information to any third party without the Licensor’s written consent.

3.2 Both parties agree that this Article 4 shall survive the invalidity, amendment, cancellation, termination or unenforceability of this Agreement.

4. Representations and Warranties

4.1 The Licensor represents and warrants as follows:

4.1.1 It is a company duly registered in Beijing, PRC and validly existing under the laws of the PRC;

4.1.2 It has the exclusive ownership of the Copyright.

4.1.3 The execution and performance of this Agreement by it are within its corporate power and business scope. It has taken all necessary actions and obtained all necessary consents or approvals by third parties or government agencies. The execution and performance of this Agreement by it do not violate the laws and contracts binding upon or influencing it; and

4.1.4 Upon execution, this Agreement will constitute a legal, valid and binding obligation of the Licensor enforceable against the Licensor in accordance with its terms.

4.2 The Licensee represents and warrants as follows:

4.2.1 It is a company duly registered in [Location] and validly existing under the laws of the PRC and is licensed by [Licensing Agency] to engage in the business of [Business];

4.2.2 The execution and performance of this Agreement by it are within its corporate power and business scope. It has taken all necessary actions and obtained all necessary consents or approvals by third parties or government agencies. The execution and performance of this Agreement by it do not violate the laws and contracts binding upon or influencing it; and

4.2.3 Upon execution, this Agreement will constitute a legal, valid and binding obligation of the Licensee enforceable against the Licensee in accordance with its terms.

5. Licensor’s Ownership and Protection of Licensor’s Rights

5.1 The Licensor agrees, during the term of this Agreement and thereafter, not challenge the ownership and other rights of the Copyright by the Licensor, the effectiveness of this Agreement or conduct any other action that is deemed by the Licensor as harmful to its ownership, other rights and license of the Copyright.

5.2 The Licensee agrees to provide necessary assistance to the Licensor to protect the licensor’s rights with respect to the Copyrights. In the event that third parties make claims with respect to the Copyright, the Licensor may, at its discretion, respond to such claim in its own name, in the name of the Licensee or in the name of both the Licensor and the Licensee. If any third party infringes upon the Copyright, the Licensee shall notify the Licensor immediately in writing of such infringement of which the Licensee has knowledge, and only the Licensor has the right to take actions against such infringing parties.

5.3 The Licensee agrees that it shall use the Copyright only in accordance with this Agreement and shall not to use the Copyright in any manner that could be deemed by the Licensor to be fraudulent, misleading or otherwise harmful to the Copyright or the reputation of the Licensor.

6. Effective Date and Term

6.1 This Agreement shall be executed and become effective as of the date first set forth above. The term of this Agreement is five (5) years unless terminated earlier pursuant to this Agreement.

6.2 This Agreement may be extended automatically for one year upon its expiration (including the expiration of any extended term) unless the Licensor prior to the expiration hereof gives written notice not to extend this Agreement.

7. Termination

7.1 This Agreement shall terminate on the date of expiration or the date of the expiration of extended terms when the Licensor notifies the Licensee in writing not to extend this Agreement.

7.2 Without prejudice to any legal or other rights or remedies of the party who asks for termination of this Agreement, any party has the right to terminate this Agreement immediately with written notice to the other party in the event the other party materially breaches this Agreement including but not limited to Article 3 of this Agreement and fails to cure such breach within 30 days from the date the breaching party receives the written notice of its breach from the non-breaching party. During the term of this Agreement, the Licensor may terminate this Agreement at any time by providing written notice to the Licensee within 30 days before such termination.

7.3 Articles 1.1.2, 3, 5 and 10 shall survive the termination or expiration of this Agreement.

8. Effect of Termination or Expiration

Upon and after the expiration or termination of this Agreement, all rights granted to the Licensee hereunder shall forthwith revert to the Licensor, which shall be free to license the right to use the Copyright to others and the Licensee cease any further direct or indirect use of the Copyright.

9. Force Majeure

9.1 Force Majeure, which includes but not limited to acts of governments, acts of nature, fires, explosions, typhoons, floods, earthquakes, tides, lightning or war, means any unforeseen event that is beyond the party's reasonable control and cannot be prevented with reasonable care of the affected party. However, any insufficiency of creditworthiness, capital or financing shall not be regarded as an event beyond the party's reasonable control. The party affected by Force Majeure and seeking exemption from performing the obligations under this Agreement shall inform the other party of such exemption and any action taken by it in performing this Agreement.

9.2 In the event that the affected party is delayed in or prevented from performing its obligations under this Agreement by Force Majeure, and only to the extent such delay and prevention, the affected party shall not be liable for obligations under this Agreement. The affected party shall take appropriate measures to minimize or remove the effects of Force Majeure and attempt to resume the performance of the obligations that were delayed or prevented by the event of Force Majeure. Once the event of Force Majeure is removed, both parties agree to resume the performance of this Agreement using their best efforts.

10. Settlement of Disputes

Any dispute arising in connection with the interpretation and performance of the provisions of this Agreement shall be resolved by the parties in good faith through negotiations. In case no resolution can be reached by the Parties within thirty (30) days after either party makes a request for a dispute resolution through negotiations, either party may refer such dispute to the China International Economic and Trade Arbitration Commission (the "CIETAC") for arbitration in accordance with CIETAC's arbitration rules

then in effect. The seat of arbitration shall be in Beijing, and the language of the proceedings shall be Chinese. The arbitral award shall be final and binding upon both parties.

11. Notices

Notices or other communications required to be given by any party pursuant to this Agreement shall be written in English and Chinese and delivered personally or sent by registered mail or postage prepaid mail or by a recognized courier service or by facsimile transmission to the address of each relevant party or both parties set forth below or such other address or addressees as specified by such party from time to time. The date when the notice is deemed to be duly served shall be determined as follows: (a) a notice delivered personally is deemed duly served upon delivery; (b) a notice sent by mail is deemed duly served the tenth (10th) day after the date when the postage prepaid registered airmail was sent out (as is shown on the postmark), or the fourth (4th) day after the delivery date to the internationally-recognized courier service agency; and (c) a notice sent by facsimile transmission is deemed duly served upon the receipt time as is shown on the transmission confirmation for relevant documents.

Licensor: Baidu Online Network Technology (Beijing) Co., Ltd.

Address:

Attn:

Facsimile: [86 10 8260-7009]

Tel: [86 10 8262-1188]

Licensee: [Name of the consolidated affiliated PRC entity]

Address:

Attn:

Facsimile:

Tel:

12. Assignment and Sublicense

12.1 The rights and obligations licensed by the Licensor to the Licensee pursuant to this Agreement shall not be assigned, pledged or sublicensed without the prior written consent of the Licensor.

12.2 The Licensee hereby agrees that the Licensor may transfer the rights and obligations under this Agreement to any third party at its discretion, and such transfer shall only be subject to a written notice to the Licensee by the Licensor, and no further consent from the Licensee will be required.

13. Applicable Law

The validity, performance and interpretation of this Agreement shall be governed by the laws of the PRC.

14. Amendment or Supplement

The parties may amend or supplement this Agreement by written agreement. The amendments or supplements to this Agreement duly executed by both parties shall form an integral part of this Agreement and shall have the same legal effect as this Agreement.

15. Severability

If any provision of this Agreement is judged to be invalid or unenforceable because it is inconsistent with applicable laws, such invalidity or unenforceability shall be only with respect to such laws, and the validity, legality and enforceability of the other provisions hereof shall not be affected.

16. Appendices

The Appendices to in this Agreement shall form an integral part of this Agreement and shall have the same legal effect as this Agreement.

[No text below on this page]

IN WITNESS WHEREOF, each party hereto has caused this Agreement to be duly executed on its behalf by its legal representative or a duly authorized representative as of the date first set forth above.

Licensor: Baidu Online Network Technology (Beijing) Co., Ltd.

Authorized Representative: _____

Name:

Title:

Licensee: [Name of the consolidated affiliated PRC entity]

Authorized Representative: _____

Name:

Title:

Proxy Agreement

This Proxy Agreement (this “Agreement”) is entered into as of [Date] between the following two parties in [Location].

Party A: a citizen of the People’s Republic of China (the “PRC”)

Party B: Baidu Online Network Technology (Beijing) Co., Ltd., a wholly foreign-owned enterprise registered in Beijing, PRC under the laws of the PRC

WHEREAS

1. Party A and [Name of the other shareholder] jointly established [Name of the consolidated affiliated PRC entity] (the “Company”) on [Date], in which Party A owns ___% of the equity interests and [Name of the other shareholder] owns ___% of the equity interests.
2. Party A is willing to entrust the person designated by Party B with full authority to exercise his/her shareholder’s voting right at the Company’s shareholders’ meetings.

NOW THEREFORE, the parties agree as follows:

1. Party A hereby agrees to irrevocably entrust the person designated by Party B to exercise on his/her behalf all shareholder’s voting rights and other shareholder’s rights at the shareholders’ meeting of the Company in accordance with PRC law and the Company’s articles of association, including, but not limited to, with respect to the sale or transfer of all or part of Party A’s equity interests in the Company and the appointment and election of the directors and chairman of the Company.
 2. Party B agrees to designate a person to accept the entrustment by Party A pursuant to Article 1 of this Agreement, and such person shall represent Party A in the exercise of Party A’s shareholder’s voting rights and other shareholder’s rights pursuant to this Agreement.
 3. Party A hereby acknowledges that, regardless how his/her equity interests in the Company will change, he/she shall entrust the person designated by Party B with all of his/her shareholder’s voting rights and other shareholder’s rights. If Party A transfers his/her equity interests in the Company to any individual or company, other than Baidu.com, Inc., Party B, or the individuals or entities designated by Party B (each, a “Transferee”), Party A shall cause such Transferee to, concurrently with the execution of the equity transfer documents, sign an agreement with the same terms and conditions as this Agreement to entrust the person designated by Party B with the shareholder’s voting rights and other shareholder’s rights of the Transferee.
 4. Party A hereby acknowledges that if Party B withdraws the appointment of the relevant person to whom Party A has entrusted his shareholder’s voting rights and other shareholder’s rights, he/she will withdraw his/her authorization for this person and authorize other persons designated by Party B to exercise his/her shareholder’s voting rights and other shareholder’s rights at the shareholders’ meeting of the Company.
 5. This Agreement shall become effective as of the date it is duly executed by the parties’ authorized representatives.
 6. The term of this Agreement shall be ten (10) years and may be extended by agreement between the parties upon the expiration hereof.
 7. Any amendment to, and/or cancellation of, this Agreement shall be agreed by the parties in writing.
-

Party A

Signature: _____

Baidu Online Network Technology (Beijing) Co., Ltd.

Authorized Representative: _____

Name:

Title:

This Agreement is agreed and accepted by:

[Name of consolidated affiliated PRC entity]

Authorized Representative: _____

Name:

Title:

EQUITY PLEDGE AGREEMENT

This Equity Pledge Agreement (this “Agreement”) is entered into in **[Location]** on **[Date]** by the following parties:

Pledgee:

Party A: **Baidu Online Network Technology (Beijing) Co., Ltd.**
Legal Address: 12/F., Ideal International Plaza, No. 58 North-West 4th Ring, Haidian District, Beijing, PRC, 100080

Pledgor:

Party B: **[An individual]**
ID card No.:
Legal Address:

WHEREAS,

1. Party A (the “Pledgee”), a wholly foreign-owned enterprise registered in Beijing, the People’s Republic of China (the “PRC”), has been licensed by the relevant PRC government authorities to carry on the business of developing and manufacturing computer programs, providing technical consulting and services for self-made products, constructing computer network systems, selling self-made products (except for items that have not obtained specified approvals).
2. Party B (the “Pledgor”), is a citizen of the PRC. The Pledgor owns _____% of the equity interest in **[Name of the consolidated affiliated PRC entity]**, a limited liability company registered in **[Location]** (the “Company”).
3. Party A made a loan in an amount of RMB _____ (hereinafter the “Loan”) to Party B and the parties executed a loan agreement (the “Loan Agreement”) on **[Date]**. The term of the Loan is 10 years commencing from the execution date of the Loan Agreement.
4. In order to ensure that Party B will perform its obligations under the Loan Agreement, the Pledgor agrees to pledge all his/her equity interest in the Company as security for the performance of his/her obligations under the Loan Agreement.

NOW THEREFORE, the Pledgee and the Pledgor through friendly negotiations hereby enter into this Agreement based upon the following terms:

1. Definitions and Interpretation

Unless otherwise provided in this Agreement, the following terms shall have the following meanings:

- 1.1 “Pledge”: refers to the full content of Article 2 hereunder.
 - 1.2 “Equity Interest”: refers to all of the equity interest in the Company legally held by the Pledgor.
 - 1.3 “Rate of Pledge”: refers to the ratio between the value of the Pledge under this Agreement and the total amount of the Loan.
 - 1.4 “Term of Pledge”: refers to the period provided for under Article 3.2 hereunder.
 - 1.5 “Principal Agreement”: refers to the Loan Agreement.
 - 1.6 “Event of Default”: refers to any event listed in Article 7.1 hereunder.
 - 1.7 “Notice of Default”: refers to the notice of default issued by the Pledgee in accordance with this Agreement.
-

2. Pledge

The Pledgor agrees to pledge his/her Equity Interest in the Company to the Pledgee as security for his/her obligations under the Loan Agreement. The term "Pledge" under this Agreement refers to the right of the Pledgee to be entitled to priority in receiving payment in the form of the Equity Interest based on the conversion value thereof, or from the proceeds from the auction or sale of the Equity Interest pledged by the Pledgor to the Pledgee.

3. Rate of Pledge and Term of Pledge

3.1 The rate of the Pledge

The rate of the Pledge shall be approximately 100%.

3.2 The term of the Pledge

3.2.1 The Pledge shall take effect as of the date when the pledge of the Equity Interest is recorded in the Register of Shareholders of the Company and shall remain in effect until two (2) years after the obligations under the Principal Agreement will have been fulfilled. The parties agree that, if situations allow, they will use their best efforts to register the Pledge with the Administration for Industry and Commerce at the place of registration of the Company. However, the parties confirm that the effectiveness of this Agreement is not subject to the registration unless the laws and regulations of the PRC provide otherwise.

3.2.2 During the term of the Pledge, the Pledgee shall be entitled to dispose of the pledged assets in accordance with this Agreement in the event that the Pledgor does not perform his/her obligations under the Loan Agreement.

4. Physical Possession of Documents

4.1 During the term of the Pledge under this Agreement, the Pledgor shall deliver the physical possession of his/her Certificate of Capital Contribution and the Register of Shareholders of the Company to the Pledgee within one (1) week from the execution date of this Agreement.

4.2 The Pledgee shall be entitled to collect the dividends for the Equity Interest.

4.3 The Pledge under this Agreement will be recorded in the Register of Shareholders of the Company.

5. Representation and Warranty of the Pledgor

5.1 The Pledgor is the legal owner of the Equity Interest pledged.

5.2 Except for the benefit of the Pledgee, the Pledgor has not pledged the Equity Interest or created other encumbrance on the Equity Interest.

6. Covenants of the Pledgor

6.1 During the effective term of this Agreement, the Pledgor covenants to the Pledgee for its benefit that the Pledgor shall:

6.1.1 Not transfer or assign the Equity Interest, create or permit the existence of any other pledges which may have an adverse effect on the rights or benefits of the Pledgee without prior written consent of the Pledgee;

6.1.2 Comply with laws and regulations with respect to the pledge of rights; present to the Pledgee the notices, orders or suggestions with respect to the Pledge issued or made by relevant government authorities within five (5) days upon receiving such notices, orders or suggestions; comply with such notices, orders or suggestions or, alternatively, at the

reasonable request of the Pledgee or with consent from the Pledgee, raise objection to such notices, orders or suggestions;

6.1.3 Timely notify the Pledgee of any events or any notices received which may affect the Pledgor's right to all or any part of the Equity Interest, and any events or any received notices which may change the Pledgor's warranties and obligations under this Agreement or affect the Pledgor's performance of its obligations under this Agreement.

6.2 The Pledgor agrees that the Pledgee's right to the Pledge obtained from this Agreement shall not be suspended or inhibited by any legal procedure initiated by the Pledgor or any successors of the Pledgor or any person authorized by the Pledgor or any other person.

6.3 The Pledgor promises to the Pledgee that in order to protect or perfect the security for the payment of the Loan, the Pledgor shall execute in good faith and cause other parties who have interests in the Pledge to execute, all title certificates and contracts, and/or perform any other actions (and cause other parties who have interests to take actions) as required by the Pledgee and facilitate the exercise of the rights and authority granted to the Pledgee under this Agreement.

6.4 The Pledgor promises to the Pledgee that he/she will execute all amendment documents (if applicable and necessary) in connection with the certificate of the Equity Interest with the Pledgee or its designated person (being a natural person or a legal entity) and, within a reasonable period, provide to the Pledgee all notices, orders and decisions about the Pledge as the Pledgee deems necessary.

6.5 The Pledgor promises to the Pledgee that he/she will comply with and perform all the guarantees, covenants, warranties, representations and conditions for the benefit of the Pledgee. The Pledgor shall compensate the Pledgee for all losses suffered by the Pledgee because of the Pledgor's failure to perform in whole or in part its guarantees, covenants, warranties, representations and conditions.

7. Event of Default

7.1 The following events shall be regarded as events of default:

7.1.1 Pledgor fails to perform his/her obligations under the Loan Agreement;

7.1.2 Any representation or warranty made by the Pledgor in Article 5 hereof contains material misleading statements or errors and/or the Pledgor breaches any warranty in Article 5 hereof;

7.1.3 The Pledgor breaches the covenants under Article 6 hereof;

7.1.4 The Pledgor breaches another provision of this Agreement;

7.1.5 The Pledgor waives the pledged Equity Interest or transfers or assigns the pledged Equity Interest without prior written consent from the Pledgee;

7.1.6 Any of the Pledgor's external loans, guaranties, compensations, undertakings or other obligations (1) is required to be repaid or performed prior to the scheduled due date because of a default; or (2) is due but cannot be repaid or performed as scheduled, causing the Pledgee to believe that the Pledgor's ability to perform the obligations hereunder has been affected;

7.1.7 The Company is incapable of repaying its general debts or other debts;

- 7.1.8 This Agreement becomes illegal or the Pledgor is not capable of continuing to perform the obligations hereunder due to any reason other than force majeure;
 - 7.1.9 There have been adverse changes to the properties owned by the Pledgor, causing the Pledgee to believe that the capability of the Pledgor to perform the obligations hereunder has been affected;
 - 7.1.10 The breach of the other provisions of this Agreement by the Pledgor due to his/her act or omission.
- 7.2 The Pledgor shall immediately give a written notice to the Pledgee if the Pledgor knows or discovers that any event specified under Article 7.1 hereof or any event that may result in the foregoing events has occurred.
- 7.3 Unless an event of default under Article 7.1 hereof has been solved to the Pledgee's satisfaction, the Pledgee, at any time when the event of default occurs or at anytime thereafter, may give a written notice of default to the Pledgor, requiring the Pledgor to immediately make full payment of the outstanding amount under the Loan Agreement or requesting to exercise the Pledge in accordance with Article 8 hereof.

8. Exercise of the Pledge

- 8.1 The Pledgor shall not transfer or assign the Equity Interest without prior written approval from the Pledgee prior to the full performance of his/her obligations under the Loan Agreement.
- 8.2 The Pledgee shall give a notice of default to the Pledgor when the Pledgee exercises the Pledge.
- 8.3 Subject to Article 7.3, the Pledgee may exercise the Pledge when the Pledgee gives a notice of default in accordance with Article 7.3 or at anytime thereafter.
- 8.4 The Pledgee is entitled to priority in receiving payment in the form of all or part of the Equity Interest based on the conversion value thereof, or from the proceeds from the auction or sale of all or part of the Equity Interest in accordance with legal procedure, until the outstanding debt and all other payables of the Pledgor under Loan Agreement are repaid.
- 8.5 The Pledgor shall not hinder the Pledgee from exercising the Pledge in accordance with this Agreement and shall give necessary assistance so that the Pledgee could fully exercise its Pledge.

9. Assignment

- 9.1 The Pledgor shall not assign or transfer its rights and obligations hereunder without prior consent from the Pledgee.
- 9.2 This Agreement shall be binding upon the Pledgor and his/her successors and be binding on the Pledgee and each of its successors and permitted assigns.
- 9.3 To the extent permitted by law, the Pledgee may transfer or assign any or all of its rights and obligations under the Loan Agreement to any person (natural person or legal entity) designated by it at any time. In that case, the assignee shall have the same rights and obligations as those of the Pledgee as if the assignee was an original party hereto. When the Pledgee transfers or assigns the rights and obligations under the Loan Agreement, it is only required to provide a written notice to the Pledgor, and at the request of the Pledgee, the Pledgor shall execute the relevant agreements and/or documents with respect to such transfer or assignment.
- 9.4 After the Pledgee has been changed as a result of a transfer or an assignment, the new parties to the Pledge shall execute a new pledge contract.

10. Effectiveness and Term

This Agreement is effective as of the date first set forth above and from the date when the pledge is recorded on the Company's Register of Shareholders.

11. Termination

This Agreement shall terminate when the loan under the Loan Agreement has been fully repaid and the Pledgor no longer has any outstanding obligations under the Loan Agreement. Thereafter, the Pledgee shall cancel or terminate this Agreement as soon as reasonably practicable.

12. Fees and Other Charges

12.1 The Pledgor shall be responsible for all of the fees and actual expenses in relation to this Agreement including, but not limited to, legal fees, production costs, stamp tax and any other taxes and charges. If the Pledgee pays the relevant taxes in accordance with the laws, the Pledgor shall fully indemnify the Pledgee for such taxes paid by the Pledgee.

12.2 In the event that the Pledgee has to make a claim against the Pledgor by any means as a result of the Pledgor's failure to pay any tax or expense payable by the Pledgor under this Agreement, the Pledgor shall be responsible for all the expenses arising from such claim (including but not limited to any taxes, handling fees, management fees, litigation fees, attorney's fees, and various insurance premiums in connection with the disposition of the Pledge).

13. Force Majeure

13.1 Force Majeure, which includes but is not limited to acts of governments, acts of nature, fires, explosions, typhoons, floods, earthquake, tides, lightning or war, refers to any unforeseen event that is beyond a party's reasonable control and cannot be prevented with reasonable care. However, any insufficiency of creditworthiness, capital or financing shall not be regarded as an event beyond a party's reasonable control. The affected party by Force Majeure shall promptly notify the other party of such event resulting in exemption.

13.2 In the event that the affected party is delayed or prevented from performing its obligations under this Agreement by Force Majeure, and only to the extent of such delay and prevention, the affected party shall not be liable for obligations under this Agreement. The affected party shall take appropriate measures to minimize or remove the effects of Force Majeure and attempt to resume performance of the obligations that were delayed or prevented by the event of Force Majeure. After the event of Force Majeure is removed, both parties agree to resume the performance of this Agreement using their best efforts.

14. Confidentiality

The parties to this Agreement acknowledge and confirm that all the oral and written materials exchanged relating to this Agreement are confidential. Each party must keep such materials confidential and can not disclose such materials to any other third party without the other party's prior written approval, unless: (a) the public knows or will know the materials (not due of the disclosure by the receiving party); (b) the disclosed materials are required by law or stock exchange rules to be disclosed; or (c) materials relating to the transactions under this Agreement are disclosed to the parties' legal or financial advisors, who must keep them confidential as well. Disclosure of the confidential information by employees or institutions hired by the parties is deemed as an act by the parties, therefore, subjecting them to liability.

15. Dispute Resolution

15.1 This Agreement shall be governed by and construed in accordance with PRC law.

15.2 The parties shall strive to settle any dispute arising from the interpretation or performance of this Agreement through friendly consultation. In case no settlement can be reached through consultation, each party can submit such matter to the China International Economic and Trade Arbitration Commission ("CIETAC") for arbitration. The arbitration shall follow the current rules of CIETAC, the arbitration proceedings shall be conducted in Chinese and shall take place in Beijing, PRC. The arbitration award shall be final and binding upon the parties.

16. Notice

Any notice which is given by the parties hereto for the purpose of performing the rights and obligations hereunder shall be in writing. Where such notice is delivered personally, the time of notice is the time when such notice actually reaches the addressee; where such notice is transmitted by telex or facsimile, the notice time is the time when such notice is transmitted. If such notice does not reach the addressee on a business day or reaches the addressee after business hours, the next business day following such day is the date of notice. The delivery place is the address first written above for each of the parties hereto or the address advised by such party in writing, including facsimile and telex, from time to time.

17. Entire Contract

Notwithstanding Article 10, the parties agree that this Agreement constitutes the entire agreement of the parties hereto with respect to the subject matters herein upon its effectiveness and supersedes and replaces all prior oral and/or written agreements and understandings relating to the subject matters of this Agreement.

18. Severability

Should any provision of this Agreement be held invalid or unenforceable because of inconsistency with applicable laws, such provision shall be invalid or unenforceable only to the extent of such applicable laws without affecting the validity or enforceability of the remainder of this Agreement.

19. Appendices

The appendices to this Agreement shall constitute an integral part of this Agreement.

20. Amendment or Supplement

20.1 The parties may amend or supplement this Agreement by written agreement. The amendments or supplements to this Agreement duly executed by both parties shall form an integral part of this Agreement and shall have the same legal effect as this Agreement.

20.2 This Agreement and any amendments, modifications, supplements, additions or changes hereto shall be in writing and shall be effective upon being executed and sealed by the parties hereto.

21. Counterparts

This Agreement is executed in Chinese in duplicate, with each party hereto holding one copy. Both originals have the same legal effect.

[Signature Page]

Pledgee: Baidu Online Network Technology (Beijing) Co., Ltd.

Legal Representative/Authorized Representative: _____

Seal:

Pledgor:

Signature: _____

[Name of the consolidated affiliated PRC entity]

Legal Representative/Authorized Representative: _____

Seal:

EXCLUSIVE EQUITY PURCHASE OPTION AGREEMENT

This Exclusive Equity Purchase Option Agreement (this “Agreement”) is entered into as of **[Date]** among the following parties in **[Location]**:

Party A: **Baidu Online Network Technology (Beijing) Co., Ltd.**

Legal Address: 12/F., Ideal International Plaza, No. 58 North-West 4th Ring, Haidian District, Beijing, PRC, 100080

Party B: **[An individual]**

ID Number:

Legal Address:

Party C: **[Name of the consolidated affiliated PRC entity]**

Legal Address:

In this Agreement, Party A, Party B and Party C are called collectively as the “Parties” and each of them is a “Party.”

WHEREAS:

1. Party A, is a wholly foreign-owned enterprise incorporated under the laws of the People’s Republic of China (the “PRC”), which has technology expertise and practical experience in computer software development and design, and also has rich experience and expertise in information technology and service;
2. Party C, a liability limited company incorporated in the PRC, is licensed by **[Licensing Agency]** to carry out the business of **[Business]**;
3. Party B is the shareholder of Party C. Party B has ownership of ___% of the equity interest in Party C (the “Equity Interest”);
4. Party A and Party B entered into a loan agreement (the “Loan Agreement”) on **[Date]**; and
5. Party A and Party B entered into an equity pledge agreement (the “Equity Pledge Agreement”) on **[Date]**.

NOW, THEREFORE, the Parties upon negotiation hereby agree as follows:

1. Purchase and Sale of Equity Interest

1.1 Granting of Rights

Party B (hereafter, the “Transferor”) hereby irrevocably grants to Party A an option to purchase or cause any one or more designated persons (“Designated Persons”) to purchase, to the extent permitted under PRC law, according to the steps determined by Party A, at the price specified in Section 1.3 of this Agreement, and at any time from the Transferor, a portion of, or all of, the equity interests held by the Transferor in Party C (the “Option”).

No Option shall be granted to any third party other than Party A and/or the Designated Persons. Party C hereby agrees to the granting of the Option by Party B to Party A and/or the Designated Persons. The “person” set forth in this clause and this Agreement means an individual person, corporation, joint venture, partnership, enterprise, trust or a non-corporation organization.

1.2 Exercise Steps

Subject to PRC law and regulations, Party A and/or the Designated Persons may exercise the Option by issuing a written notice (the “Notice”) to the Transferor, specifying the equity interest to be purchased from the Transferor (the “Purchased Equity Interest”) and the manner of such purchase.

1.3 Purchase Price

- 1.3.1 If Party A exercises the Option, the purchase price of the Purchased Equity Interest (“Purchase Price”) shall be equal to the original paid-in capital paid by the Transferor for the Purchased Equity Interest, unless then applicable PRC laws and regulations require appraisal of the Purchased Equity Interest or stipulate other restrictions on the Purchase price.
- 1.3.2 If the applicable PRC laws require appraisal of the Purchased Equity Interest or stipulate other restrictions on the Purchase Price at the time that Party A exercises the Option, the Parties agree that the Purchase Price shall be set at the lowest price permissible under applicable law.

1.4 Transfer of the Purchased Equity Interest

At each exercise of the Option:

- 1.4.1 The Transferor shall cause Party C to convene a shareholders’ meeting. During the meeting, resolutions approving the transfer of the Equity Interest from the Transferor to Party A and/or the Designated Persons shall be adopted;
- 1.4.2 The Transferor shall, in accordance the terms and conditions of this Agreement and the Notice in connection with the Purchased Equity Interest, enter into an equity transfer agreement with Party A and/or the Designated Persons (as applicable) for each transfer;
- 1.4.3 The related parties shall execute all other requisite contracts, agreements or documents, obtain all requisite government approvals and consents, and take all necessary actions to transfer the valid ownership of the Purchased Equity Interest to Party A and/or the Designated Persons free of any security interest, and cause Party A and/or the Designated Persons to be the registered owner(s) of the Purchased Equity Interest. In this clause and this Agreement, “Security Interest” means guaranty, mortgage, pledge, third-party right or interest, any share option, right of acquisition, right of first refusal, right of set-off, ownership, detainment or other security arrangements. However, it does not include any security interest arising under the Equity Pledge Agreement.

1.5 Payment

The manner of payment of the Purchase Price shall be determined through negotiations between Party A and/or the Designated Persons and the Transferor according to the applicable laws at the time of the exercise of the Option. The Parties hereby agree that, subject to applicable laws, Transferor shall repay to Party A any amount that is paid by Party A and/or the Designated Persons to the Transferor in connection with the Purchased Equity Interest, as the repayment of the loan principal under the Loan Agreement, as well as legally permitted interests or capital.

2. Covenants Relating to the Equity Interest

2.1 Covenants Relating to Party C

Party B and Party C hereby covenant:

- 2.1.1 Not to supplement, amend or modify Party C’s articles of association in any way, or to increase or decrease its registered capital, or to change its registered capital structure in any way without Party A’s prior written consent;
- 2.1.2 To maintain the corporate existence of Party C and operate its business and deal with matters prudently and effectively according to good financial and business rules and practices;

- 2.1.3 Not to sell, transfer, mortgage or otherwise dispose of, or permit any other security interest to be created on, any of Party C's assets, business or legal or beneficial interests in its revenue at any time after the signing of this Agreement without Party A's prior written consent;
- 2.1.4 Not to create, succeed to, guarantee or permit any liability, without Party A's prior written consent, except (i) liabilities arising from the normal course of business, but not arising from loans; and (ii) liabilities disclosed to Party A and approved by Party A in writing;
- 2.1.5 To operate persistently all the business in the normal course of business to maintain the value of Party C's assets, and not to commit any act or omission that would affect its operations and asset value;
- 2.1.6 Without prior written consent by Party A, not to enter into any material agreement, other than agreements entered into in Party C's normal course of business (for purpose of this paragraph, an agreement will be deemed material if its value exceeds RMB[100,000]);
- 2.1.7 Not to provide loans or credit to any person without Party A's prior written consent;
- 2.1.8 To provide all information relating to Party C's operations and financial conditions upon the request of Party A;
- 2.1.9 To purchase and maintain insurance from insurance companies accepted by Party A. The amount and category of the insurance shall be the same as those of the insurance normally procured by companies engaged in similar businesses and possessing similar properties or assets in the area where Party C is located;
- 2.1.10 Not to merge or consolidate with, or acquire or invest in, any person without Party A's prior written consent;
- 2.1.11 To promptly notify Party A of any pending or threatened suit, arbitration or administrative proceedings concerning Party C's assets, business or revenue;
- 2.1.12 To execute all necessary or appropriate documents, to take all necessary or appropriate actions and to bring all necessary or appropriate claims or to make all necessary and appropriate defenses against all claims in order for Party C to maintain the ownership over all its assets;
- 2.1.13 Not to distribute dividends to Party C's shareholders in any way without Party A's prior written consent. However, Party C shall promptly distribute all or part of its distributable profits to its shareholders upon Party A's request;
- 2.1.14 At the request of Party A, to appoint persons nominated by Party A to be the directors of Party C.

2.2 Covenants Relating to the Transferor

Party B hereby covenants:

- 2.2.1 Not to sell, transfer, mortgage or otherwise dispose of, or allow any other security interest to be created on, the legal or beneficial interest in the Equity Interest at any time after the signing of this Agreement without Party A's prior written consent, other than the pledge created on Party B's Equity Interest in accordance with the Equity Pledge Agreement;
- 2.2.2 Without Party A's prior written consent, not to vote for or sign any shareholders' resolution at Party C's shareholders' meetings to approve the sale, transfer, mortgage or disposition in any other manner of, or the creation of any other security interest on, any legal or beneficial interest in the Equity Interest, except to or for the benefit of Party A or its designated persons;

- 2.2.3 Without Party A's prior written consent, not to vote for or sign any shareholders' resolution at Party C's shareholders' meetings to approve Party C's merger or consolidation with, acquisition of or investment in, any person;
- 2.2.4 To promptly notify Party A of any pending or threatened suit, arbitration or administrative proceedings concerning the Equity Interest owned by it;
- 2.2.5 To cause the shareholders' meeting to approve the transfer of the Purchased Equity Interest under this Agreement;
- 2.2.6 To execute all necessary or appropriate documents, to take all necessary or appropriate actions and to bring all necessary or appropriate claims or to make all necessary and appropriate defenses against all claims in order to maintain his/her ownership over the Equity Interest;
- 2.2.7 At the request of Party A, to appoint persons nominated by Party A to be the directors of Party C;
- 2.2.8 At any time, upon the request of Party A, to transfer its Equity Interest immediately and unconditionally to the representative designated by Party A, and waive its preemptive right with respect to the transfer of equity interest by the other shareholder of Party C;
- 2.2.9 To fully comply with the provisions of this Agreement and the other agreements entered into jointly or respectively by and among the Transferor, Party C and Party A, perform all obligations under these agreements and not commit any act or omission that would affect the validity and enforceability of these agreements.

3. Representations and Warranties

As of the execution date of this Agreement and every transfer date, each of the Transferor and Party C hereby represents and warrants to Party A as follows:

- 3.1 It has the power and authority to execute and deliver this Agreement, and any equity transfer agreement ("Transfer Agreement") to which it is party for each transfer of the Purchased Equity under this Agreement and to perform its obligations under this Agreement and any Transfer Agreement. Once executed, this Agreement and any Transfer Agreement to which it is party will constitute a legal, valid and binding obligation of it enforceable against it in accordance with its terms;
- 3.2 The execution, delivery and performance of this Agreement or any Transfer Agreement by it will not: (i) violate any relevant PRC laws and regulations; (ii) conflict with its articles of association or other organizational documents; (iii) violate or constitute a default under any contract or instrument to which it is party or that binds upon it; (iv) violate any condition for the grant and/or continued effectiveness of any permit or approval granted to it; or (v) cause any permit or approval granted to it to be suspended, cancelled or attached with additional conditions;
- 3.3 Party C has good and marketable ownership interest in all of its assets and has not created any security interest on the said assets;
- 3.4 Party C has no outstanding liabilities, except (i) liabilities arising in its normal course of business; and (ii) liabilities disclosed to Party A and approved by Party A in writing;
- 3.5 Party C complies with all PRC laws and regulations applicable to the acquisition of assets;
- 3.6 There are currently no existing, pending or threatened litigation, arbitration or administrative proceedings related to the Equity Interest, Party C's assets or Party C; and
- 3.7 The Transferor has good and marketable ownership interest in the Equity Interest and has not created any security interest on such Equity Interest, other than the security interest pursuant to the Equity Pledge Agreement.

4. Assignment of Agreement

- 4.1 Party B and Party C shall not assign their rights and obligations under this Agreement to any third party without the prior written consent of Party A.
- 4.2 Party B and Party C hereby agree that Party A may assign all its rights and obligation under this Agreement to a third party without the consent of Party B and Party C, but such assignment shall be notified in writing to Party B and Party C.

5. Effective Date and Term

- 5.1 This Agreement shall be effective as of the date first set forth above.
- 5.2 The term of this Agreement is ten (10) years unless terminated earlier in accordance with the provisions of this Agreement or related agreements entered into by the Parties. This Agreement may be extended with the written consent of Party A before its expiration. The term of the extension shall be decided by the Parties through negotiation.
- 5.3 If the duration of operation (including any extension thereof) of Party A or Party C is expired or terminated for other reasons within the term set forth in Article 5.2, this Agreement shall be terminated simultaneously, except in the situation where Party A has assigned its rights and obligations in accordance with Article 4.2 hereof.

6. Applicable Law and Dispute Resolution

6.1 Applicable Law

The formation, validity, interpretation and performance of and settlement of disputes under this Agreement shall be governed by the laws of the PRC.

6.2 Dispute Resolution

Any dispute arising in connection with the interpretation and performance of the provisions of this Agreement shall be resolved by the Parties in good faith through negotiations. In case no resolution can be reached by the Parties within thirty (30) days after either party makes a request for dispute resolution through negotiations, either party may refer such dispute to China International Economic and Trade Arbitration Commission ("CIETAC") for arbitration in accordance with CIETAC's arbitration rules then in effect. The seat of arbitration shall be Beijing and language of proceedings shall be Chinese. The arbitral award shall be final and binding upon the Parties.

7. Taxes and Expenses

Every Party shall, in accordance with PRC laws, bear any and all transfer and registration taxes, expenses and charges incurred by or levied on it with respect to the preparation and execution of this Agreement and each Transfer Agreement and the consummation of the transactions contemplated under this Agreement and each Transfer Agreement.

8. Confidentiality

The Parties acknowledge and confirm any oral or written materials exchanged by the Parties in connection with this Agreement are confidential. The Parties shall maintain the confidentiality of all such materials. Without the written approval by the other Parties, any Party shall not disclose to any third party any relevant materials, but the following circumstances shall be excluded:

- 8.1 Materials that are or will become known by the public (through no fault of the receiving party);
- 8.2 Materials required to be disclosed by the applicable laws or rules of the stock exchange;

8.3 Materials disclosed by each Party to its legal or financial advisors relating the transactions contemplated by this Agreement, and such legal or financial advisors shall comply with the confidentiality provisions set forth in this Article 8. Any disclosure of confidential information by the personnel of any Party or by the institutions engaged by such Party shall be deemed as a disclosure by such Party, and such Party shall be liable for the breach under this Agreement. This Article 8 shall survive the invalidity, cancellation, termination or unenforceability of this Agreement for any reason.

9. Further Assurances

The Parties agree to promptly execute documents and take further actions that are reasonably required for, or beneficial to, the purpose of performing the provisions and carrying out the intent of this Agreement.

10. Miscellaneous

10.1 Amendment, Modification or Supplement

Any amendment or supplement to this Agreement shall be made by the Parties in writing. The amendments or supplements duly executed by each Party shall be deemed as a part of this Agreement and shall have the same legal effect as this Agreement.

10.2 Entire Agreement

Notwithstanding Article 5 of this Agreement, the Parties acknowledge that once this Agreement becomes effective, it shall constitute the entire agreement of the Parties with respect to the subject matters hereof and shall supersede all prior oral and/or written agreements and understandings by the Parties with respect to the subject matters hereof.

10.3 Severability

If any provision of this Agreement is judged to be invalid, illegal or unenforceable in any respect according to any applicable law or regulation, the validity, legality and enforceability of the other provisions hereof shall not be affected or impaired in any way. The Parties shall, through good-faith negotiations, replace those invalid, illegal or unenforceable provisions with valid provisions that may bring about economic effects as similar as possible to those from such invalid, illegal or unenforceable provisions.

10.4 Headings

The headings contained in this Agreement are for the convenience of reference only and shall not be used for the interpretation or explanation or otherwise affect the meaning of the provisions of this Agreement.

10.5 Language and Copies

This Agreement is executed in Chinese in three copies; each Party holds one copy and each copy has the same legal effect.

10.6 Successor

This Agreement shall bind upon and inure to the benefit of the successors and permitted assigns of each Party.

10.7 Survival

Any obligation arising from or becoming due under this Agreement before its expiration or premature termination shall survive such expiration or premature termination. Articles 6, 8 and 9 and this Section 11.7 shall survive the termination of this Agreement.

10.8 Waiver

Any Party may waive the terms and conditions of this Agreement by a written instrument signed by the Parties. Any waiver by a Party to a breach by the other Parties in a specific situation shall not be construed as a waiver to any similar breach by the other Parties in other situations.

IN WITNESS WHEREOF, each Party has caused this Agreement to be executed by himself/herself, its legal representative or its duly authorized representative as of the date first written above.

[No text below on this page]

[Signature Page]

Party A: Baidu Online Network Technology (Beijing) Co., Ltd.

Legal Representative/Authorized Representative: _____

Seal:

Party B: [An individual]

Signature: _____

Party C: [Name of consolidated affiliated PRC entity]

Legal Representative/Authorized Representative: _____

Seal:

LOAN AGREEMENT

This Loan Agreement (the "Agreement") is entered into in **[Location]** as of **[Date]** by the following parties.

Party A: Baidu Online Network Technology (Beijing) Co., Ltd.

Registration Address: 12/F., Ideal International Plaza, No. 58 North-West 4th Ring, Haidian District, Beijing, PRC, 100080

Party B: [An individual]

ID No.:

Address:

WHEREAS,

1. Party A is a wholly-owned foreign enterprise incorporated in the People's Republic of China (the "PRC"); and
2. Party B is a citizen of the PRC and owns _____% of the equity interests of **[Name of the consolidated affiliated PRC entity]** (the "Company") incorporated in **[Location]**.

NOW THEREFORE, through friendly negotiations, the parties hereto agree as follows:

1. Party A agrees to provide an interest-free loan to Party B with an aggregate principal amount of RMB_____ in accordance with the terms and conditions set forth in this Agreement.
 2. Party B confirms that he has received the total amount of the loan and has invested it into the Company as capital contribution.
 3. The Term of the loan starts from the date when Party B received the loan until ten (10) years after the execution of this Agreement and may be extended upon written agreement of the parties hereto. During the term of the loan or any extension thereof, Party A may notify Party B in writing that the loan under this Agreement is due and payable immediately and request Party B to repay the loan in the manner specified herein, if any of the following events occurs:
 - (a) Party B resigns from or is dismissed by Party A or its affiliates;
 - (b) Party B dies or becomes a person without capacity or with limited capacity for civil acts;
 - (c) Party B commits a crime or is involved in a crime;
 - (d) Any other third party claims more than RMB[100,000] against Party B; or
 - (e) Subject to PRC laws, Party A or its designated person is permitted to invest in the business of value-added telecommunications services, such as Internet information services, as well as other businesses that the Company is engaged in, and Party A has given a written notice to the Company to exercise its purchase option in accordance with the exclusive equity purchase option agreement specified in Article 4 of this Agreement.
 4. Both parties hereby agree and confirm that, subject to PRC laws, Party A shall have the right, but not the obligation, to purchase, or designate other persons (including natural persons, legal persons or other entities) to purchase, at anytime all or part of the equity interests held by Party B in the Company (the "Option Right"), provided, however, that Party A shall notify Party B in writing of such purchase of equity interests. Once the written notice for exercising the Option Right is given by Party A, Party B shall, according to Party A's intention or instruction, transfer his equity interests in the Company to Party A or other persons designated by Party A at his original investment price (the "Original Investment Price") or, if otherwise specified by laws, at an other price agreed upon by Party A. Both parties agree and confirm that, if at the time of Party A's exercise of the Option Right, the lowest price permitted under then applicable laws and regulations is higher than the Original Investment Price, the purchase price to be paid by Party A or its designated persons shall be the lowest price permitted by applicable law. Both parties agree to execute an
-

Exclusive Equity Purchase Option Agreement (the "Option Agreement") in connection with the above matters.

5. Both parties hereby agree and confirm that Party B may repay the loan only in the following manner: if permitted by PRC laws, Party B or its successor or assign shall transfer the equity interests in the Company to Party A or its designated persons and use the proceeds from such transfer to repay the loan, when the loan is due and Party A gives a written notice.
6. Both parties hereby agree and confirm that, except as otherwise provided for herein, the loan under this Agreement is interest-free. However, if, at the time the loan is due and Party B needs to transfer his equity interests in the Company to Party A or its designated persons, the actual transfer price is higher than the loan principal due to legal requirements or other reasons, the amount in excess of the loan principal, to the extent permitted by law, shall be deemed as interests or capital utilization cost, which shall be repaid to Party A together with the loan principal.
7. Both parties hereby agree and confirm that Party B shall be deemed to have fully performed his obligations under this Agreement only if the following requirements are met:
 - (a) Party B has transferred all his equity interests in the Company to Party A and/or its designated persons; and,
 - (b) Party B has paid the total proceeds from such transfer or the maximum amount (including principal and the highest loan interest permitted under then applicable law) allowed by applicable law as repayment of the loan to Party A.
8. To secure the performance of his obligations under this Agreement, Party B agrees to pledge all his equity interests in the Company to Party A (the "Equity Pledge"). Both parties agree to execute an Equity Pledge Agreement (the "Equity Pledge Agreement") in connection with the above matters.
9. Party A hereby represents and warrants to Party B that, as of the execution date of this Agreement:
 - (a) Party A is a wholly foreign-owned enterprise incorporated and validly existing under the laws of PRC;
 - (b) Party A has the right to execute and perform this Agreement. The execution and performance of this Agreement by Party A comply with its business scope, articles of association and other organizational documents. Party A has obtained all necessary and appropriate approvals and authorizations for the execution and performance of this Agreement;
 - (c) The principal of the loan to Party B is legally owned by Party A;
 - (d) The execution and performance of this Agreement by Party A do not violate any laws, regulations, approvals, authorizations, notices, other governmental documents to which Party A is subject, any agreement signed by it with any third party or any undertaking made by it to any third party; and
 - (e) When executed by the parties hereto, this Agreement shall constitute the legal, valid and binding obligations of Party A.
10. Party B hereby represents and warrants to Party A that, from the execution date of this Agreement until this Agreement terminates:
 - (a) The Company is a limited liability company incorporated and validly existing under the laws of PRC and Party B is a legal holder of the equity interest of the Company;
 - (b) Party B has the right to execute and perform this Agreement. The execution and performance of this Agreement by Party B comply with its business scope, articles of association and other organizational documents. Party B has obtained all necessary and appropriate approvals and authorizations for the execution and performance of this Agreement;

- (c) The execution and the performance of this Agreement by Party B do not violate any laws, regulations, approvals, authorizations, notices, other governmental documents to which Party B is subject, any agreement signed by Party B with any third party or any undertaking made by Party B to any third party;
- (d) When executed by the parties hereto, this Agreement shall constitute the legal, valid and binding obligations of Party B;
- (e) Party B has paid contribution in full for its equity interests in the Company in accordance with applicable laws and regulations;
- (f) Except pursuant to the Equity Pledge Agreement and Option Agreement, Party B has not pledged or created any other security interest on, made any offer to any third party to transfer, accepted the offer of any third party to purchase, or execute agreement with any third party to transfer, Party B's equity interests in the Company;
- (g) There are no pending or threatened disputes, litigation, arbitration or other administrative proceedings or other legal proceedings in connection with the equity interests of the Company held by Party B; and
- (h) The Company has completed all necessary governmental approval, license, registration and filing.

11. Party B covenants that it shall, during the term of this Agreement:

- (a) Not sell, transfer, pledge or dispose in any other manner of his equity or other interests in the Company, or allow the creation of other security interests thereon, without Party A's prior written consent, except for equity pledges or other rights created for the benefit of Party A;
- (b) Not vote for at shareholder's meetings of the Company or execute any shareholders' resolutions approving the sale, transfer, pledge, disposition in any other manner, or the creation of any other security interest on, any legal or beneficial interest in the equity of the Company without Party A's prior written consent, except to or for the benefit of Party A or its designated persons;
- (c) Not vote for at shareholder's meetings of the Company or execute any shareholders' resolutions approving the Company to merge or combine with, acquire or invest in any person without Party A's prior written consent;
- (d) Promptly inform Party A of any pending or threatened litigation, arbitration or regulatory proceeding concerning the equity interests of the Company;
- (e) Execute all necessary or appropriate documents, take all necessary or appropriate actions, bring all necessary or appropriate lawsuits or assert all necessary and appropriate defenses against all claims in order to maintain his equity interests of the Company;
- (f) Not commit any act or omission that may materially affect the assets, business and liabilities of the Company without Party A's prior written consent;
- (g) Appoint any person nominated by Party A to be the director of the Company;
- (h) Upon Party A's exercise of its Option Right, transfer promptly and unconditionally, all of Party B's equity interests in the Company to Party A or a person designated by Party A, provided that such transfer is permitted under the laws of PRC;
- (i) Not request the Company to distribute dividends or profits;

- (j) Once he has transferred his equity interests in the Company to Party A or its designated persons, promptly repay, subject to applicable laws, the proceeds received for such transfer in full, as the loan principal and loan interests or capital utilization cost allowed by laws, to Party A; and
- (k) Comply strictly with the terms of this Agreement, and perform the obligations pursuant to this Agreement and not commit any act or omission that would affect the validity and enforceability of this Agreement.

12. Party B, as the shareholder of the Company, covenants that he shall cause the Company, during the term of this Agreement:

- (a) Not to supply, amend or modify its articles of association, or to increase or decrease its registered capital, or to change its capital structure in any way without Party A's prior written consent;
- (b) To maintain and operate its business and deal with matters prudently and effectively, in accordance with good financial and business rules and practices;
- (c) Not to sell, transfer, mortgage, dispose of in any other manner, or to create other security interest on, any of its assets, business or legal or beneficial right to its revenues without Party A's prior written consent;
- (d) Not to create, succeed to, guarantee or permit any liability, without the Party A's prior written consent, except (i) the liability arising from the ordinary course of business, but not arising through Party B; and (ii) the liability reported to and approved by Party A in writing;
- (e) To operate persistently all the business and to maintain the value of its assets;
- (f) Not to execute any material contracts (for the purpose of this paragraph, a contract will be deemed material if the value of it exceeds RMB[100,000]), without Party A's prior written consent, other than those executed during the ordinary course of business;
- (g) To provide information concerning all of its operation and financial affairs upon Party A's request;
- (h) Not to merge or combine with, acquire or invest in, any other person without Party A's prior written consent;
- (i) Not to issue dividends to shareholders in any form without Party A's prior written consent. However, the Company shall promptly distributable all its distributable profits to each of its shareholders upon Party A's request;
- (j) To inform promptly Party A of any pending or threatened suit, arbitration or regulatory proceeding concerning the assets, business or revenue of the Company;
- (k) To execute all necessary or appropriate documents, take all necessary or appropriate actions, bring all necessary or appropriate lawsuits or assert all necessary and appropriate defenses against all claims in order to maintain the ownership of all its assets;
- (l) To comply strictly with the terms of the Exclusive Technology Consulting and Service Agreement and other agreements between Party A and the Company, perform its obligations under aforesaid agreements, and not commit any act or omission that would affect the validity and enforceability of such agreements.

13. This agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assignees. Without prior written approval of Party A, Party B can not assign, pledge or otherwise transfer any right, benefit or obligation under this agreement.

14. Party B agrees that Party A can assign its rights and duties under this Agreement to a third party when it thinks necessary, in which case Party A only needs to give a written notice to Party B and no further consent of Party B is required.
15. The execution, validity, interpretation, performance, amendment, termination and resolution of disputes in connection with this Agreement shall be governed by the laws of the PRC.
16. Arbitration.

Both parties shall strive to settle any dispute, conflict, or claim arising from the interpretation or performance (including any issue relating to the existence, validity and termination of this Agreement) in connection with this Agreement through friendly consultation. In case no settlement can be reached within thirty (30) day after one party requests for the settlement, each party may submit such dispute to China International Economic and Trade Arbitration Commission (the "CIETAC") for arbitration in accordance with its rules. The arbitration award shall be final and binding upon the parties.

The seat of the arbitration shall be Beijing.

The language for the arbitration proceedings shall be Chinese.
17. This Agreement shall be formed on the date of execution. And both parties hereto agree that the terms and conditions of this Agreement shall be effective as of the date on which Party B has obtained the loan and shall expire when both parties have fully performed their obligations under this Agreement.
18. Party B cannot terminate or revoke this Agreement unless (a) Party A commits a gross negligence, fraud or other material illegal acts; or (b) Party A goes bankrupt.
19. This Agreement may not be amended or modified except with a written agreement reached by both parties. In case of anything not covered herein, both parties may sign a written supplementary agreement. Any amendment, modification, supplement or annex to this Agreement shall form an integral part of this Agreement.
20. This Agreement constitutes the entire agreement of the parties hereto with respect to the subject matters hereof and supersedes all prior verbal discussions or written agreements between the parties with respect to subject matters hereof.
21. This Agreement is severable. If any clause of this Agreement is held to be invalid or unenforceable, such invalidity or unenforceability shall have no effect on the validity or enforceability of the remainder of this Agreement.
22. Each party should protect the confidentiality of the information concerning the other party's business, operation, financial situation or other confidential information obtained under this Agreement or during the performance of this Agreement.
23. Any obligation arising from or becoming due under this Agreement before the expiration or early termination of this Agreement shall survive such expiration or early termination. The Articles 15, 16 and 22 of this Agreement shall survive the termination of this Agreement.
24. This Agreement shall be executed in two originals, with each party holding one original. All originals shall have the same legal effect.

IN WITNESS WHEREOF, each party has caused this Agreement to be executed by himself, its legal representative or its duly authorized representative as of the date first written above.

[No text below on this page]

[Signature Page]

Party A: Baidu Online Network Technology (Beijing) Co., Ltd.

Legal Representative/Authorized Representative: _____

Seal:

Party B:

Signature: _____

List of Subsidiaries

Subsidiaries:

Baidu Online Network Technology (Beijing) Co. Ltd. — Incorporated in the PRC

Baidu (China) Co., Ltd. — Incorporated in the PRC

Baidu.com Times Technology (Beijing) Co., Ltd. — Incorporated in the PRC

Baidu, Inc. — Incorporated in Japan

Baidu Holdings Limited — Incorporated in the British Virgin Islands

Baidu (Hong Kong) Limited — Incorporated in Hong Kong

Variable Interest Entities:

Baidu Netcom Science Technology Co., Ltd. — Incorporated in the PRC

Beijing Perusal Technology Co., Ltd. — Incorporated in the PRC

Beijing BaiduPay Science and Technology Co., Ltd. — Incorporated in the PRC

**Certification by the Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Robin Yanhong Li, Chief Executive Officer of Baidu.com, Inc. (the “Company”), certify that:

1. I have reviewed this annual report on Form 20-F of the Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the periods covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and

5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent function):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: June 5, 2008

By: /s/ Robin Yanhong Li

Name: Robin Yanhong Li

Title: Chief Executive Officer

**Certification by the Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jennifer Li, Chief Financial Officer of Baidu.com, Inc. (the "Company"), certify that:

1. I have reviewed this annual report on Form 20-F of the Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the Company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the periods covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent function):

(a) All significant deficiencies and material weaknesses in the design or

operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: June 5, 2008

By: /s/ Jennifer Li

Name: Jennifer Li

Title: Chief Financial Officer (effective March 31, 2008)

**Certification by the Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Baidu.com, Inc. (the "Company") on Form 20-F for the year ended December 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robin Yanhong Li, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 5, 2008

By: /s/ Robin Yanhong Li

Name: Robin Yanhong Li

Title: Chief Executive Officer

**Certification by the Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Baidu.com, Inc. (the "Company") on Form 20-F for the year ended December 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jennifer Li, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 5, 2008

By: /s/ Jennifer Li

Name: Jennifer Li

Title: Chief Financial Officer (effective
March 31, 2008)

Our ref RJT/302152/2628244v2
Direct tel + 852 2971 3008
Email greg.knowles@maplesandcalder.com

Baidu.com, Inc.
12/F, Ideal International Plaza
No.58 West-North 4th Ring
Beijing, PRC 100080

2 June 2008

Dear Sirs

Re: Baidu.com, Inc.

We consent to the reference to our firm under the headings “Item 10.E— Additional Information—Taxation” and “Item 10.H— Additional Information— Documents on Display” in Baidu.com, Inc.’s Annual Report on Form 20-F for the year ended December 31, 2007, which will be filed with the Securities and Exchange Commission in the month of June 2008.

Yours faithfully

/s/ Maples and Calder
Maples and Calder

June 2, 2008


Baidu.com, Inc.
12/F, Ideal International Plaza
No. 58 West-North 4th Ring
Beijing, PRC 100080

Dear Sirs,

We consent to the reference to our firm under the headings “Regulation” and “Organizational Structure” in Baidu.com, Inc.’s Annual Report on Form 20-F for the year ended December 31, 2007, which will be filed with the Securities and Exchange Commission in the month of June 2008.

Yours faithfully,

/s/ Hawkhigh Law Firm
Hawkhigh Law Firm



地址:北京市崇文区东打磨厂街7号宝鼎中心写字楼601-602室 邮编:100062
电话:86-10-67089329 67082937 传真:86-10-67082707 网址:www.hawkhigh.com

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-129374) pertaining to Baidu.com, Inc.'s 2000 Option Plan of our reports dated April 23, 2008, with respect to the consolidated financial statements of Baidu.com, Inc. and the effectiveness of internal control over financial reporting of Baidu.com, Inc., included in the Annual Report (Form 20-F) for the year ended December 31, 2007.

/s/ Ernst & Young Hua Ming

Beijing, The People's Republic of China
June 5, 2008