Renren Inc.
Form 20-F
May 15, 2017

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

FORM 20-F

(Mark One)

.. **Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934**

or

x **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the fiscal year ended December 31, 2016.

or

¨ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

or

For the transition period from to

¨**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: 001-35147

Renren 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)

5/F, North Wing

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Chaoyang District, Beijing 100016

People's Republic of China
(Address of principal executive offices)

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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	Name of Each Exchange on Which Registered
American depositary shares, each representing 15 Class A ordinary shares	The New York Stock Exchange
Class A ordinary shares, par value US$0.001 per share*	

*Not for trading, but only in connection with the listing on The New York Stock Exchange of American depositary shares ("ADSs"). Currently, each ADS represents 15 Class A ordinary shares.

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.

As of December 31, 2016, 719,651,418 Class A ordinary shares, par value US$0.001 per share and 305,388,450 Class B ordinary shares, par value US$0.001 per share were outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

¨ Yes **x** 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 **x** 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.

x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

x Yes ¨ No

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

Large accelerated filer ¨ Accelerated filer **x** Non-accelerated filer ¨
Emerging growth company ¨

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ¨

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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

U.S. GAAP **x** 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 **x** 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:

- "Activated users" refers to the number of Renren user accounts that have been registered and activated. Our users may register with us through their mobile phone number or their email address. Following registration by mobile phone number, the mobile phone will receive an SMS verification code, which must be entered to activate the account. Following registration by email address, an email containing an activation link will automatically be sent to the user's email address, and the user must then activate by clicking the link. Not all registered users activate the accounts they register with us.

- "ADSs" refers to our American depositary shares, each of which represents fifteen Class A ordinary shares. Except as otherwise indicated, all ADS and per ADS data in this annual report give retroactive effect to the change in the number of ordinary shares represented by each ADS from three to fifteen that became effective on February 6, 2017.

- "Monthly unique log-in users" refers to the number of different user accounts from which Renren Mobile App or renren.com has been logged onto during a given month.

- The "PRC" or "China" refers to the People's Republic of China, excluding, for purposes of this annual report only, Hong Kong, Macau and Taiwan.

- "Shares" or "ordinary shares" refer, collectively, to our Class A and Class B ordinary shares, par value US$0.001 per share. Except as otherwise indicated, all share and per share data in this annual report give retroactive effect to the ten-for-one share split that became effective on March 25, 2011.

- "SNS" refers to social networking services.

- "We," "us," "our company," and "our" refer to Renren Inc. and its subsidiaries, its consolidated affiliated entities, and subsidiaries of its consolidated affiliated entities.

Our financial statements are expressed in U.S. dollars, which is our reporting currency. Certain Renminbi figures in this annual report are translated into U.S. dollars solely for the reader's convenience. Unless otherwise noted, all convenience translations from Renminbi to U.S. dollars in this annual report were made at a rate of RMB 6.9430 to US$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on December 30, 2016. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, at the rate stated above, or at all.

FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements that reflect our current expectations and views of future events. These forward looking statements are made under the “safe-harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by these forward-looking statements.

You can identify some of 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. These forward-looking statements include statements relating to:

- our goals and strategies;
- our future business development, financial condition and results of operations;

- our plans to dispose of assets and pay any related special dividends;
- expected changes in our revenues and certain cost and expense items;
- the expected growth of the SNS and internet finance businesses in China;
- our expectations regarding demand for and market acceptance of our services;
- changes in technology affecting our business, and our company's responses to these changes;
- our plans to enhance our user experience, infrastructure and service offerings;
- competition in our industry in China;
- the performance of our strategic and financial investments; and
- relevant government policies and regulations relating to our industry.

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, and business strategy. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may later be found to be incorrect, and our actual results could be materially different from our expectations. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for our management to predict all risk factors and uncertainties, 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 statements. You should read thoroughly this annual report and the documents that we refer to with the understanding that our actual future results may be materially different from and worse than what we expect. We qualify all of our forward-looking statements with these cautionary statements.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

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

Selected Consolidated Financial Data

The following selected consolidated statement of operations data for the three years ended December 31, 2014, 2015 and 2016 and the selected consolidated balance sheet data as of December 31, 2015 and 2016 have been derived from our audited consolidated financial statements included elsewhere in this annual report. Our selected consolidated statement of operations data for the years ended December 31, 2012 and 2013 and our selected consolidated balance sheet data as of December 31, 2012, 2013 and 2014 have been derived from our audited consolidated financial statements not included in this annual report, except for the impact of retrospective adjustments for 56.com, our online video business, which we ceased to control on December 1, 2014, and our online games business, which we ceased to control on March 31, 2016, all of which have been classified as discontinued operations.

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" in this annual report. Our consolidated financial statements are prepared and presented in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. Due to the retrospective adjustments, our results of operations for the years ended December 31, 2012, 2013 and 2014 and financial positions as of December 31, 2012, 2013 and 2014 are not directly comparable to the financial data reported in our previously filed annual reports.

Our historical results do not necessarily indicate results expected for any future periods.

	Year ended December 31,				
	2012	2013	2014	2015	2016
	(in thousands of US$, except for share, per share and per ADS data)				
Summary Consolidated Statement of Operations Data:					
Net revenues	$ 152,881	$ 64,050	$ 46,668	$ 41,111	$ 63,364
Cost of revenues	48,196	32,970	34,663	36,720	51,767
Gross profit	104,685	31,080	12,005	4,391	11,597
Operating expenses(1):					
Selling and marketing	47,194	43,166	34,593	30,502	21,276
Research and development	71,104	54,716	42,697	32,392	20,750
General and administrative	32,640	38,021	48,764	46,803	42,584
Impairment of goodwill	—	—	46,864	—	—
Total operating expenses	150,938	135,903	172,918	109,697	84,610
Loss from operations	46,253	104,823	160,913	105,306	73,013
Other income (expenses)	2,446	979	(1,352)	(6,884)	12,892
Exchange (loss) gain on dual currency deposit/offshore bank accounts	(1,769)	1,476	(2,277)	(174)	(4)
Interest income	20,025	12,769	12,569	2,190	919
Interest expense	—	—	—	(2,041)	(12,439)
Realized gain (loss) on short-term investments	4,317	56,022	139,265	(98,112)	552
Impairment of short-term investments	—	(2,098)	—	—	—
Impairment of long-term investments	—	(23,025)	—	(4,258)	(102,307)
Loss before provision of income tax and (loss) earnings in equity method investments and noncontrolling interest, net of income taxes	(21,234)	(58,700)	(12,708)	(214,585)	(173,400)
Income tax (expenses) benefit	(1,377)	3,959	(6,517)	(3,124)	(2.470)
Loss before (loss) earnings in equity method investments and noncontrolling interest, net of income taxes	(22,611)	(54,741)	(19,225)	(217,709)	(175,870)
(Loss) earnings in equity method investments, net of income taxes	(7,471)	20,317	49,015	(5,468)	(18,183)
(Loss) income from continuing operations	(30,082)	(34,424)	29,790	(223,177)	(194,053)

(Loss) income from the operations of the discontinued operations, net of income taxes	(44,971)	(34,600)	(27,194)	1,520	391
Gain on deconsolidation of the subsidiaries, net of income taxes	—	132,665	489	—	8,310
Gain on disposal of equity method investment, net of income taxes	—	—	56,993	—	—
(Loss) gain from discontinued operations, net of income taxes	(44,971)	98,065	30,288	1,520	8,701
Net (loss) income	(75,053)	63,641	60,078	(221,657)	(185,352)
Net loss attributable to the noncontrolling interest	27	92	382	1,529	—

	Year ended December 31,				
	2012	2013	2014	2015	2016
	(in thousands of US$, except for share, per share and per ADS data)				
Net (loss) income from continuing operations attributable to Renren Inc.	(30,055)	(34,332)	30,172	(221,648)	(194,053)
Net (loss) income from discontinued operations attributable to Renren Inc.	(44,971)	98,065	30,288	1,520	8,701
Net (loss) income attributable to Renren Inc.	$(75,026)	$63,733	$60,460	$(220,128)	$(185,352)
Net (loss) income per share:					
Net (loss) income per share from continuing operations attributable to Renren Inc. shareholders:					
Basic	$(0.03)	$(0.03)	$0.03	$(0.22)	$(0.19)
Diluted	$(0.03)	$(0.03)	$0.03	$(0.22)	$(0.19)
Net (loss) income per share from discontinued operations attributable to Renren Inc. shareholders:					
Basic	$(0.04)	$0.09	$0.03	$0.00	$0.01
Diluted	$(0.04)	$0.09	$0.03	$0.00	$0.01
Net (loss) income per share attributable to Renren Inc. shareholders:					
Basic	$(0.07)	$0.06	$0.06	$(0.22)	$(0.18)
Diluted	$(0.07)	$0.06	$0.06	$(0.22)	$(0.18)
Net (loss) income attributable to Renren Inc. shareholders per ADS(2):					
Basic	$(0.98)	$0.86	$0.86	$(3.24)	$(2.72)
Diluted	$(0.98)	$0.85	$0.85	$(3.24)	$(2.72)
Weighted average number of shares used in calculating net (loss) income per ordinary share from continuing operations attributable to Renren Inc. shareholders:					
Basic	1,151,659,545	1,118,091,879	1,059,446,436	1,019,378,556	1,022,664,396
Diluted	1,151,659,545	1,118,091,879	1,067,631,709	1,019,378,556	1,022,664,396
Weighted average number of shares used in calculating net (loss) income per ordinary share from					

discontinued operations attributable to Renren Inc. shareholders:					
Basic	1,151,659,545	1,118,091,879	1,059,446,436	1,019,378,556	1,022,664,396
Diluted	1,151,659,545	1,130,739,922	1,067,631,709	1,027,236,202	1,027,176,963

(1) Including share-based compensation expenses as set forth below:

	Year ended December 31,				
	2012	2013	2014	2015	2016
	(in thousands of US$)				
Allocation of Share-based Compensation Expenses:					
Selling and marketing	356	138	193	243	770
Research and development	1,511	404	916	781	1,363
General and administrative	7,820	9,608	18,983	25,481	21,411
	9,687	10,150	20,092	26,505	23,544
Expenses from the discontinued operations	1,210	5,988	3,512	1,736	—
Total share-based compensation expenses	$10,897	$16,138	$23,604	$28,241	$23,544

(2) Each ADS represents 15 Class A ordinary shares.

	As of December 31,				
	2012	2013	2014	2015	2016
	(in thousands of US$)				
Summary Consolidated Balance Sheet Data:					
Cash and cash equivalents	$205,588	$149,511	$166,652	$56,226	$79,370
Term deposits	550,000	492,699	494,065	—	—
Restricted cash	—	—	—	122,316	30,390
Short-term investments	147,045	301,995	29,384	2,619	410
Accounts receivable, net	18,206	15,865	11,599	4,044	4,702
Financing receivable,net	—	—	6,285	144,457	301,773
Total current assets	952,734	1,122,587	763,203	403,938	450,813
Total assets	1,201,813	1,385,686	1,149,153	1,267,833	1,176,844
Total current liabilities	90,119	115,262	46,044	208,751	270,223
Total liabilities	96,683	115,418	46,774	338,445	438,378
Total equity	$1,105,130	$1,270,268	$1,102,379	$929,388	$738,466

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 and Industry

We have a history of losses from operations, and our new business initiatives may not be successful.

We have made significant changes to our business scope in recent years. The portfolio of services we offer has evolved from SNS, historically the core of our company's business, to include internet finance business and other new initiatives. We have also disposed of some of our existing businesses in order to focus on new business opportunities. For instance, we sold Nuomi Holdings Inc., or Nuomi, which operated our social commerce business, to Baidu in two

stages in October 2013 and February 2014, and we sold Qianjun Internet Technology Co., Ltd., or Qianjun Technology, which operated our user generated content online video sharing website 56.com, to Sohu.com in December 2014. In November 2015, our board of directors approved the disposition of our online games business and we subsequently completed the disposition of this business in March 2016. We also have plans to dispose of Beijing Zhenzhong Interactive Information Technology Co., Ltd., or Zhenzhong, in 2017. Zhenzhong is the wholly owned subsidiary of one of our consolidated affiliated entities and operates an advertising agency business. While our old businesses were not profitable or not as profitable as we had hoped they would be, the profitability of our new initiatives has yet to be proven. Expansion into new businesses may present operating and marketing challenges that are different from those that we currently encounter, and we cannot assure you that our new business initiatives will be successful enough to justify the time, effort and resources that we devote to them.

We had net revenues of US$46.7 million, US$41.1 million and US$63.4 million in 2014, 2015 and 2016, respectively, and losses from operations of US$160.9 million, US$105.3 million and US$73.0 million, respectively, over the same period. Our net revenue increased to US$63.4 million in 2016 primarily due to the growth of our internet finance business, and our losses from operations fell to US$73.0 million in 2016 due to increased operating efficiency. However, we expect that we will incur significant research and development, marketing and other costs to launch new services and grow our internet finance business. If our internet finance business does not continue to grow as rapidly as we hope or if we cannot control costs effectively as the business grows, we may not be able to achieve profitability.

If we are deemed an "investment company" under the Investment Company Act of 1940, it would adversely affect the price of our ADSs and ordinary shares and could have a material adverse effect on our business.

Our assets include a 15.12% interest in Social Finance Inc., a 13.36% interest in Lending Home Corporation, a 25.03% interest in Snowball Finance Inc., a 40.99% interest in Credit Shop, Incorporated and a 21.90% interest in Eunke Technology Ltd. These and other investments that we have made may be deemed to be "investment securities" within the meaning of the Investment Company Act of 1940, as amended. We may be deemed to be an investment company within the meaning of the Investment Company Act based on the value of the investment securities we hold and on other factors relevant to the definition of an investment company under the Investment Company Act. See "Item 4A. Unresolved Staff Comments." As a foreign private issuer, we would not be eligible to register under the Investment Company Act, so if we are deemed to be an investment company within the meaning of the Investment Company Act, we would either have to obtain exemptive relief from the SEC, modify our contractual rights or dispose of investments in order to fall outside the definition of an investment company. Additionally, we may have to forego potential future acquisitions of interests in companies that may be deemed to be investment securities within the meaning of the Investment Company Act. Failure to avoid being deemed an investment company under the Investment Company Act coupled with our inability as a foreign private issuer to register under the Investment Company Act could make us unable to comply with our reporting obligations as a public company in the United States and lead to our being delisted from the New York Stock Exchange, which would have a material adverse effect on the liquidity and value of our ADSs and Class A ordinary shares. We would also be unable to raise capital through the sale of securities in the United States or to conduct business in the United States. In addition, we may be subject to SEC enforcement action or purported class action lawsuits for alleged violations of U.S. securities laws. Defending ourselves against any such enforcement action or lawsuits would require significant attention from our management and divert resources from our existing businesses and could have a material adverse effect on our results of operations and financial condition.

Future disposals of long-term investments may have a material and adverse effect on our business and financial condition.

We made a series of long-term investments in privately held companies that we believed offer synergies or access to resources and know-how that would be useful in developing our own business operations, particularly in our internet finance business. We focused our major strategic investments in several segments of the internet finance business, including student loans and credit financing, real estate and mortgage services, and wealth management and investment brokerage services. We also made long-term investments in companies with less of a direct connection to our current businesses. As of December 31, 2016, our balance sheet included US$695.3 million in long-term investments in some 58 unconsolidated subsidiaries and investment funds.

In order to mitigate the risk of being deemed to be an investment company within the meaning of the Investment Company Act, we plan to reduce the number and aggregate size of these investments. See "Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions." As of the date of this annual report, we have received net proceeds of US$91.9 million from the disposition of a portion of our preferred shares of Social

Finance Inc., or SoFi. Most of the companies in which we have invested are still privately held, and ownership interests in privately held companies are by their nature relatively illiquid. We may be unable to dispose of our investee companies at the prices which we paid for them or at all.

Reducing or eliminating our ownership interests in these companies might negatively affect our operations or long-term value. We may lose access to resources or know-how that would have been useful in the development of our own business. Our ability to diversify or expand our existing businesses or to move into new areas of business may be reduced, and we may have to modify our business strategy to focus more exclusively on areas of business where we already possess the necessary expertise. We may sell our interests too early, and thus forego gains that we otherwise would have received had we not sold. Selecting investments to dispose of, finding buyers for them and negotiating prices for what may be relatively illiquid ownership interests with no easily ascertainable fair market value will also require significant attention from our management and may divert resources from our existing business, which in turn could have an adverse effect on our business operations.

Furthermore, we recorded the values of certain of our investments in equity interests in companies that are not our subsidiaries in our financial statements at carrying value, which reflect our historical cost for these investments. See "Item 5.A—Operating Results—Critical Accounting Policies—Long-term Investments." Although we believe the fair market value of these investments to be equal to or greater than the carrying value as of the dates presented in our financial statements, we cannot assure you that the fair market value will not decline before we realize any of our investments. For example, in 2016 we experienced a US$50.8 million impairment in long-term investments related to our 2015 investment in 268V Limited as well as a US$32.3 million impairment in long-term investments related to our 2015 investment in Motif Investing Inc. Numerous factors, many of which are beyond our control, could affect the amount and timing of any realizations, and the amount realized with respect to any particular investment may be materially less than the value of that investment currently presented on our financial statements, which could be material to our financial condition.

Although we may pay one or more special dividends in connection with our proposed disposition of assets, we do not expect to pay regular dividends in the foreseeable future.

As we announced on September 30, 2016, we are planning on disposing of most of our investments in minority stakes in our investee companies. See "Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions." We are also planning on disposing of Zhenzhong, which operates an advertising agency business. As of the date of this annual report, we have received net proceeds of US$91.9 million from the April 2017 disposition of a portion of our SoFi preferred shares. If and when we succeed in disposing of these assets, our current plan is to declare one or more special dividends to distribute most or all of any cash proceeds that we receive in connection with that transaction or set of transactions. However, the payment of any such special dividends would represent an exception to our dividend policy rather than a change to it. We do not expect to pay regular dividends in the foreseeable future, and even if we were to dispose of additional assets at a later date, we would not necessarily declare another special dividend from the proceeds of any such future disposition of additional assets. Aside from any special dividend that we may pay in connection with the disposition of Zhenzhong and most of our investments in minority stakes in our investee companies, we currently intend to retain most, if not all, of our available funds and any future earnings to fund the development and growth of our business. As a result, we do not expect to pay any further cash dividends in the foreseeable future and you should not rely on an investment in our ADSs as a source for any future dividend income.

Subject to our memorandum and articles of association and certain restrictions under Cayman Islands law, our board of directors has complete discretion as to whether to distribute dividends. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on, among other things, our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiary, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors. Accordingly, aside from any special dividend that we may pay in connection with our planned disposition of Zhenzhong and most of our investments in minority stakes in our investee companies, the return on your investment in our ADSs will likely depend entirely upon any future price appreciation of our ADSs. There is no guarantee that our ADSs will appreciate in value or even maintain the price at which you purchased the ADSs. You may not realize a return on your investment in our ADSs and you may even lose your entire

investment in our ADSs.

Future disposals of long-term investments and any payment of a special dividend from the proceeds of disposing of those assets will leave us with fewer investment assets that can be readily converted into cash, which may cause us to experience cash flow problems in the future.

As of December 31, 2016, our balance sheet included US$695.3 million in long-term investments in some 58 unconsolidated subsidiaries and investment funds. As we announced on September 30, 2016, we are planning on disposing of most of our investments in minority stakes in our investee companies. See “Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions.” We are also planning on disposing of Zhenzhong, which operates an advertising agency business. As of the date of this annual report, we have received net proceeds of US$91.9 million from the April 2017 disposition of a portion of our SoFi preferred shares. If and when we succeed in completing the disposition of these assets, our current plan is to declare one or more special dividends to distribute most or all of any related cash proceeds. We do not expect the amount of any special dividend to exceed the net proceeds that we receive from the disposition of these assets. While the net effect of the disposition of these assets and the related payment of any special dividend will not reduce our cash on hand, our cash on hand will rise as we dispose of assets, and then fall as we pay any related special dividends. Once we have completed the entire process of disposing of assets and paying any special dividends, we will have fewer investment assets that can be readily converted into cash, which will restrict our options if we require more cash in the future. If we are unable to raise cash as required from new offerings of equity or debt or from bank loans or other sources, we may have insufficient cash to fund or expand our business, and our future growth, our results of operations and our financial position may be materially and adversely affected.

If we pay a special dividend to our shareholders, it may result in adverse tax consequences to those shareholders who are U.S. Holders.

We believe we were classified as a passive foreign investment corporation, or PFIC, for U.S. federal income tax purposes for each of the past six taxable years ending on December 31 and we expect, but cannot guarantee, that we will be treated as a PFIC for the current taxable year. As a result, U.S. Holders (as defined in "Item 10.E—Additional Information—Taxation—United States Federal Income Tax Considerations—General") who are shareholders as of the record date of a special dividend may recognize ordinary income from the special dividend and could be subject to an additional penalizing tax on certain U.S. federal income taxes deemed deferred to the extent the special dividend is treated as an "excess distribution" under the PFIC rules. The additional tax is generally equivalent to an interest charge on U.S. federal income taxes that are deemed due during the period the U.S. Holder owned our ADSs or ordinary shares, computed by assuming that the excess distribution was taxed in equal portions at the highest applicable tax rate throughout the holder's period of ownership. Shareholders who have made a timely "mark-to-market" election would not be subject to this additional tax.

If, contrary to our current expectation, we are not treated as a PFIC for the current taxable year, any ADSs or ordinary shares acquired in during the year would not be considered PFIC stock and therefore cash received with respect to such ADSs or ordinary shares would not be subject to the PFIC "excess distribution" regime described above and may be eligible for the reduced rate for qualified dividend income.

For further information concerning the PFIC rules and the U.S. federal income tax consequences of dividends paid by us, see "Item 10.E—Additional Information—Taxation—United States Federal Income Tax Considerations." Holders of ours ADSs or ordinary shares are urged to consult their tax advisors as to the tax consequences of any special dividend to them, including the application of the PFIC rules.

If we fail to manage our cash prudently, we may suffer material losses, experience material fluctuation in the value of our assets or be unable to carry out our business strategies.

Following our initial public offering and concurrent private placement in 2011, we held a significant portion of our total assets in the form of cash, cash equivalents and term deposits at commercial banks with high credit ratings. Between 2011 and 2013, the aggregate value of our cash, cash equivalents and term deposits declined while our short-term investments increased significantly. Short-term investments comprise marketable securities which are classified as trading or available-for-sale as well as derivative financial instruments that are regarded as assets. After 2013, we liquidated most of our short-term investments in order to deploy cash in long-term investments in connection with the transition in our business strategy and focus, but we also made investments in certain derivative financial instruments in 2014 and 2015, including interest rate swaptions, interest rate swaps and stock index options. In 2016, we made some investments in stocks and futures which are classified as trading securities. As a consequence

of our cash management strategies, our gains and losses on short-term investments have fluctuated significantly. We realized gains on short-term investments of US$139.3 million in 2014, incurred losses on short-term investments of US$98.1 million in 2015 and realized gains on short-tem investments of US$0.6 million in 2016. The losses in 2015 were due primarily to investments in certain derivative financial instruments. If we do not manage our cash prudently in the future, including any cash that we may receive for the disposition of Zhenzhong and most of our investments in minority stakes in our investee companies, then we may suffer material losses, experience material fluctuations in the value of our assets or be unable to carry out our business strategies.

Our former strategy to acquire or invest in complementary businesses and establish strategic alliances involves significant risk and uncertainty that may prevent us from achieving our objectives and harm our financial condition and results of operations.

As part of our business transition, we previously implemented a strategy to acquire or invest in complementary businesses in order to gain access to or develop new technologies, know-how or services. For example, we invested more than US$240 million in SoFi, a privately held company that operates a social finance business in the United States similar to the business that we have been establishing in China. While we are currently looking to dispose of most of our investments in minority stakes in our investee companies, we have not yet succeeded in doing so, and we still hold most of these investments. As of the date of this annual report, we have received net proceeds of US$91.9 million from the April 2017 disposition of a portion of our SoFi preferred shares. See “Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions.”

Strategic acquisitions and investments may subject us to uncertainties and risks, including:

- costs and difficulties associated with integrating acquired businesses and managing a larger business;
- potentially significant goodwill impairment charges;
- potential ongoing financial obligations and unforeseen or hidden liabilities;
- failure to achieve our intended objectives, benefits or revenue-enhancing opportunities;
- high acquisition and financing costs;
- potential claims or litigation regarding our board's exercise of its duty of care and other duties required under applicable law in connection with any of our significant acquisitions or investments approved by the board;
- regulatory risk in the United States, the PRC and other countries; and
- diversion of our resources and management attention.

Failure to address these uncertainties and risks could have a material adverse effect on our liquidity, financial condition and results of operations. For example, we recognized US$23.0 million in impairment losses on long-term investments for the year ended December 31, 2013 and US$102.3 million in impairment on long-term investments in the year ended December 31, 2016. As we dispose of our investments in minority stakes in our investee companies, we may realize losses on those investments, which would adversely affect our financial performance for the applicable periods.

In addition, we may from time to time attempt to achieve our objectives by establishing strategic alliances with various third parties. Strategic alliances with third parties could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance by the counterparty, and an increase in expenses incurred in establishing new strategic alliances, any of which may materially and adversely affect our business and results of operations.

If our internet finance services do not achieve sufficient market acceptance, our financial results and competitive position will be harmed.

Our internet finance business currently focuses on credit financing of used automobile dealers. Funds for this business are provided by our issuance of asset-backed securities collateralized by that credit financing, other peer-to-peer platforms and Renren Licai, our financing platform. Many elements of our internet finance business are relatively unproven, and the internet finance market in China is relatively new, rapidly developing and subject to significant challenges. Although we intend to devote significant resources to expanding our internet finance business and to develop and offer more innovative products to our clients, we have limited experience with this business model and cannot assure you of its future success. If we fail to address the needs of internet finance customers, adapt to rapidly evolving market trends or continue to offer innovative products and services, there may not be significant market demand for our internet finance products and services. In addition, our internet finance business will continue to encounter risks and difficulties that early stage businesses frequently experience, including the potential failure to cost-effectively expand the size of our customer base, maintain adequate management of risks and expenses, implement our customer development strategies and adapt and modify them as needed, develop and maintain our competitive advantages and anticipate and adapt to changing conditions in China’s internet financing industry resulting from mergers and acquisitions involving our competitors or other significant changes in economic conditions, competitive landscape and market dynamics. We have not yet proven the essential elements of profitable operations in our internet finance business.

Our internet finance services could fail to attain sufficient market acceptance for many reasons, including but not limited to:

- failure to predict market demand accurately and supply loan products that meet this demand in a timely fashion;
- failure to properly price new loan products;
- defects, errors or failures on our platform;
- negative publicity about our loan products or our platform's performance or effectiveness;
- views taken by regulatory authorities that new products or platform changes do not comply with PRC laws, rules or regulations applicable to us; and
- the introduction or anticipated introduction of competing products by our competitors.

If our internet finance services do not achieve adequate acceptance in the market, our competitive position, results of operations and financial condition could be harmed.

We have limited experience in operating a finance business and assessing credit risk. Failure to assess and manage our credit risks or a significant deterioration in the credit quality of our loan portfolio may have a material adverse effect on our business, results of operations and financial condition.

Credit risk is the risk of loss due to adverse changes in a borrower's ability to meet its financial obligations on agreed upon terms. The degree of credit risk will vary based on many factors including the size of the loan, the credit characteristics of the borrower, the contractual terms in the loan documents and the availability and quality of collateral. Credit risk management is based on analyzing the creditworthiness of the borrower, the adequacy of underlying collateral given current events and conditions and the existence and strength of any guarantor support. We have limited experience in designing and operating credit risk control systems, and we may be unable to properly analyze and mitigate the credit risks inherent in our business.

The overall credit quality of our loan portfolio is impacted by factors outside of our control, such as the performance of the Chinese economy. In addition, our credit risk is concentrated heavily in a single small segment of the economy,

used automobile dealerships, which may do poorly even as the overall economy is doing well. Economic trends that negatively affect the Chinese economy as a whole or used automobile dealerships in particular could result in deterioration in credit quality of our loan portfolio. A deterioration in the credit quality of our loan portfolio may require us to increase our provision of financing receivable, which increases our cost of revenues and decreases our gross profit.

Our loans to used automobile dealerships are secured by the used automobiles which they hold as inventory. However, foreclosing on collateral and attempting to liquidate it would cause us to incur additional expenses, and the value of the collateral may be impaired by the same economic factors that caused the borrowers to default on their loans, such as reduced demand for used automobiles. In addition, there is constant turnover in the inventory of our borrowers, and we must ensure that the quality of the collateral does not deteriorate. We cannot assure you that the collateral for our loans will be sufficient to significantly mitigate any losses we may suffer from defaulted loans.

We face significant competition in almost every aspect of our business. If we fail to compete effectively, we may lose market share and our business, prospects and results of operations may be materially and adversely affected.

We face significant competition in almost every aspect of our business. In our social networking business, we compete with companies and services such as Tencent’s WeChat, QQ mobile, and Q-zone, SINA’s Weibo, Momo, YY, Huajiao and Douyu. Competition with these services in the mobile landscape is as intense as with their PC counterparts, if not more so. In our internet finance business, we primarily compete with Limiku.com and DYCD.com in automobile financing services.

Some of our competitors have significantly larger user bases and more established brand names and may be able to effectively leverage their user bases and brand names to provide integrated internet communication, online games, social networking and other products and services available over the internet via mobile devices and personal computers and increase their market share. We may also face competition from global social networking service providers that seek to enter the China market. Some of our competitors may have longer operating histories and significantly greater financial, technical and marketing resources than we do, and so in turn may have an advantage in attracting and retaining users. If we are not able to effectively compete, our user base and level of user engagement may decrease, which may reduce the number of paying users that purchase our internet value-added services, or IVAS. Similarly, we may be required to spend additional resources to further increase our brand recognition and promote our services in order to compete effectively, especially with respect to marketing other new services to capture market share, which could adversely affect our profitability.

Furthermore, failure of our new internet finance business to achieve or maintain more widespread market acceptance against our competitors could harm our business and results of operations. Some of our competitors may enjoy greater name recognition or have access to lower cost of funds than we do, particularly commercial banks in China, which currently are not heavily more involved in making loans to used automobile dealerships but which may become more so in the future. If we are not able to develop services that are attractive to our target customers and compete effectively, we may not be able to grow our customer base or maintain our margins, which could adversely affect our financial results.

If we fail to continually anticipate user preferences and provide attractive services and applications, we may not be able to increase the size and level of engagement of our SNS user base.

The success of our business depends in part on our ability to grow our SNS user base and keep our users highly engaged. In order to attract and retain users, we must continue to innovate and introduce services and applications that our users find enjoyable. If we fail to anticipate and meet the needs of our users, the size and engagement level of our user base may decrease, as it has done in the last several years. Furthermore, because of the viral nature of social networking, users may switch to our competitors' services more quickly than in other online sectors, despite the fact that it would be time-consuming for them to restart the process of establishing connections with friends and post photos and other content via one of our competitor's services.

We suffered a significant drop in monthly unique log-in users in 2013, and then in average amount of time that unique log-in users spent on our platform in 2014. Our monthly unique log-in users decreased from approximately 46 million in December 2014 to approximately 41 million in December 2015 and then further to approximately 35 million in December 2016. The average amount of time that unique log-in users spent on our platform decreased from approximately 4.0 hours in 2014 to approximately 1.8 hours in 2015 and then further to approximately 1.4 hours in 2016. Decreases in the number of our users or the amount of time they spend on our platform render our services less attractive to users and may decrease our revenues, which may have a material and adverse effect on our business, financial condition and results of operations.

In addition, since a substantial number of users of our new services and products over the years had already been users of *renren.com* and Renren Mobile App, the two components of our SNS platform, we believe that the new services we may pursue will depend upon our ability to maintain and increase the user base for our SNS platform, the level of user engagement on our platform and the stickiness of our platform. If we are unable to maintain or increase the size and level of engagement of our user base for our SNS platform, the performance of our new services may be materially and adversely affected.

We may not be able to successfully expand and monetize our mobile internet services.

An important element of our strategy is to focus our efforts on our mobile internet services. We have made significant efforts in recent years to develop new mobile applications to serve the growing number of users that access social networking, internet finance and other internet services through smart phones and other mobile devices. Today, SNS is largely a mobile phenomenon. The mobile percentage of the monthly total user time spent on our SNS service was 87.9%, 68.6% and 92.6% in December 2014, 2015 and 2016, respectively. However, the number of monthly unique mobile users who accessed Renren SNS decreased from 20.5 million in December 2014 to 19.5 million in December 2015 and further to 17.8 million in December 2016. If we are unable to reverse this trend and attract and retain a substantial number of mobile device users, we may be unable to regain a significant share of the market for SNS services, which may have a material adverse effect on our business, financial condition and results of operations. In addition, we must continue to develop and implement monetization strategies for our mobile internet services in order to benefit from our user base. The market for mobile internet services in China is continually changing and evolving, and if we are unable to keep up with market trends and users' expectations and successfully implement new and improved monetization strategies for our mobile users, our revenue and financial results may be negatively affected.

The business opportunities for social networking, internet finance and other internet services in China are continually evolving and may not grow as quickly as expected, in ways that are consistent with other markets, or at all.

Our business and prospects depend on the continual development of emerging internet business models in China, including those for social networking and internet finance. Our main internet services have distinct business models which may differ from models for these businesses in other markets, such as the United States, and that are in varying stages of development and monetization. We cannot assure you that the industries in which we operate in China will continue to grow as rapidly as they have in the past, in ways that are consistent with other markets, or at all. With the development of technology, new internet services may emerge which may render our existing service offerings less attractive to users. The growth and development of the social networking and internet finance industries is affected by numerous factors, such as the macroeconomic environment, regulatory changes, technological innovations, development of internet and internet-based services, users' general online experience, cultural influences and changes in tastes and preferences. If these internet industries do not grow as quickly as expected or at all, or if we fail to benefit from such growth by successfully implementing our business strategies, our business and prospects may be adversely affected.

If we fail to keep up with the technological developments and users' changing requirements, our business and prospects may be materially and adversely affected.

The social networking and internet finance industries are subject to rapid and continual changes in technology, user preferences, such as the movement of our user base from personal computers to mobile devices, the nature of services offered and business models. Our success will depend on our ability to keep up with the changes in technology and user behavior resulting from technological developments. If we do not adapt our services to such changes in an effective and timely manner, we may suffer from decreased user traffic. In addition, if we adopt new technologies which turn out to be less proven, and user experience suffers as a result, our users may use our platform less often. Furthermore, changes in technologies may require substantial capital expenditures in product development as well as in modification of products, services or infrastructure. We may not successfully execute our business strategies due to a variety of reasons such as technical hurdles, misunderstanding or erroneous prediction of market demand or lack of necessary resources. Failure to keep up with technological developments may result in our platform being less attractive, which in turn may materially and adversely affect our business and prospects.

The laws and regulations governing peer-to-peer lending in China are evolving and subject to changes. If our practices are deemed to violate any PRC laws or regulations, our business, financial conditions and results of operations would be materially and adversely affected.

Due to the relatively short history of peer-to-peer lending in China, the regulatory framework governing the industry is still under development. In July 2015, the People’s Bank of China together with nine other PRC regulatory agencies jointly issued a series of policy measures applicable to the online peer-to-peer lending service industry titled the Guidelines on Promoting the Healthy Development of Internet Finance, or the Guidelines. The Guidelines introduced formally for the first time a regulatory framework and basic principles for administering the peer-to-peer lending service industry in China.

The Guidelines specify that the China Banking Regulatory Commission, or the CBRC, will have primary regulatory responsibility for the online peer-to-peer lending service industry in China and state that online peer-to-peer lending service providers should operate as information intermediaries and are prohibited from engaging in illegal fund-raising and providing “credit enhancement services”. The Guidelines also provide additional requirements for China’s internet finance industry, including the use of custody accounts with qualified banks to hold customer funds as well as information disclosure requirements, among others.

In August 2016, the CBRC, the Ministry of Industry and Information Technology, or the MIIT, the Ministry of Public Security and the Cyber Administration of China jointly released the Interim Measures on the Administration of Business Activities of Peer-to-Peer Lending Information Intermediaries, which we refer to as the Interim Measures. The Interim Measures comprise the first comprehensive legal framework specifically regulating peer-to-peer lending activities in China, with detailed rules implementing the general principles listed in the Guidelines. The Interim Measures define peer-to-peer lending as direct lending and borrowing between individuals, corporate entities or other bodies through an internet platform. The nature of internet lending is clarified to be "private lending," which is, in short, the arrangement of financing between individuals or legal entities other than financial institutions. Pursuant to the Interim Measures, a peer-to-peer lending platform is an internet lending information intermediary which provides services including information collection, publication and exchange, credit evaluation and transaction matching. The Interim Measures require peer-to-peer lending platforms to making a filing with the relevant local financial supervisory authorities. Peer-to-peer lending platforms are prohibited from engaging in 13 categories of activities, including taking deposits from members of the public or creating asset pools, conducting offline promotion of financing projects, providing guarantees for borrowers (unless facilitated through a third party), selling wealth management products and transferring debts by issuing asset-backed securities. Further, the Interim Measures require peer-to-peer lending platforms to separate their own funds and the funds of lenders and borrowers, engage a qualified financial institution as a third-party banking custodian and sign a funds custodian agreement with each borrower, lender, guarantor and banking custodian. See "Regulation—Regulations Relating to Online Peer-to-Peer Lending."

In accordance with the Guidelines and the Interim Measures, the relevant authorities are in the process of making detailed implementation rules regarding, among other things, filing procedures, assessment standards and classification rules for online lending information intermediaries, and specific rules and procedures regarding, among other things, application for appropriate telecommunication business license and change of business scope by existing online lending information intermediaries have yet to be formulated and issued. According to the Circular of the General Office of the State Council on Issuing the Implementation Plan for Special Rectification on Risks in Internet Financial promulgated in April 2016, competent authorities are in the process of evaluating existing practices of online lending information intermediaries in the market and requesting rectification of those that have been identified during the evaluation as in conflict with the Guidelines and the Interim Measures.

In addition to the Guidelines and the Interim Measures, there are certain other rules, laws and regulations relevant or applicable to the online peer-to-peer lending service industry, including the PRC Contract Law, the General Principles of the Civil Law of the PRC, and related judicial interpretations promulgated by the Supreme People's Court. See "Regulation— Regulations on Internet Finance Services and Peer-to-Peer Lending Services." Due to the lack of detailed rules and the fact that the rules, laws and regulations are expected to continue to evolve in this newly emerging industry, we cannot be certain if any of our existing practices would be deemed to be within the scope of such rules, laws and regulations relevant or applicable to the online peer-to-peer lending service industry and, as such, would not be deemed to violate any existing or future rules, laws and regulations.

Our peer-to-peer lending platform, Renren Licai, has received a rectification notice from local authorities indicating that its business practices may not be in compliance with certain governmental regulations. Revising our business practices to conform to such regulations may limit our ability to use Renren Licai to fund our internet finance

business, which could have a material negative effect on our cost of financing, results of operations and growth prospects.

On March 31, 2017, the Beijing Leading Group Office of Special Rectification of Internet Financial Risks, or the Financial Risk Office, issued the Circular on Declaration of Beijing-Incorporated Peer-to-Peer Lending Platforms. The Financial Risk Office has also carried out on-site inspections and issued rectification notices on verification of violations of peer-to-peer lending platforms to certain operators of peer-to-peer platforms. We received a rectification notice with regard to our peer-to-peer lending platform, Renren Licai, on April 10, 2017. According to the rectification notice, Renren Licai is required to rectify a number of issues, including:

- it did not disclose sufficient information about related parties as fund providers to users on the platform;

- it offered wealth management products and provided expected investment return rates for certain products;

- it did not engage qualified banking institutions as third-party banking custodians for the funds collected from the investors, instead, the funds were directly deposited in the investors' accounts on the platform;

- it did not set the maximum balance for the loan provided by the investors on the platform;

- it did not provide prominent risk disclosures to the users and assess risk tolerance levels of the users; and

- it did not regularly test and update the platform’s technology infrastructure.

Renren Licai is required to submit a rectification plan to the Financial Risk Office and to submit updates on its progress every 15 days on the online system designated by the Financial Risk Office. According to the Interim Measures, such issues must be rectified within 12 months.

We cannot assure you that our rectification measures and results will be satisfactory to the relevant authorities, or that our rectification measures will not materially interfere with our ability to operate Renren Licai and fund our internet finance business. We cannot assure you that we will be able to successfully make filings, obtain and maintain requisite licenses and meet other regulatory requirements set forth in applicable laws, rules and regulations. To the extent that we fail to conduct our business in a manner required by the relevant authorities, or take rectification measures when required by the relevant authorities, or obtain and maintain any requisite approvals, licenses or permits or meet other requirements applicable to our business, such failure could materially and adversely affect our business and impede our ability to continue our operations.

The laws and regulations governing internet finance in China are evolving and subject to change. If our practices are deemed to violate any PRC laws or regulations, our business, financial conditions and results of operations would be materially and adversely affected.

The Guidelines encourage innovation in internet finance platforms, products and services, provided they are compliant with the law. The Guidelines allocate regulatory oversight and responsibilities among the relevant authorities, among which internet payment services will be under the administration of the People’s Bank of China while online lending (including peer to peer lending) and internet consumer finance will be under the administration of the China Banking Regulatory Commission. The Guidelines set forth legal parameters for internet finance platforms, which will serve as a basis for more detailed regulatory rules to be enacted in the future. Among these, the Guidelines state that any enterprise or individual that provides internet financial services must complete financial regulatory procedures, as well as website record-filing procedures with the telecommunications authorities. Internet finance operators are required to

fully disclose their business model, financial status, and transaction models to users. Internet finance operators are also required to implement effective technical safety measures. They are required to store and protect client and transaction information, and are prohibited from selling or divulging a client's personal information. Internet finance operators are required to protect the confidentiality of client information, falling which they would be subject to legal liability. Internet finance operators are required to implement effective measures to identify clients, proactively monitor and report suspicious transactions, and comply with anti-money laundering laws. This means that internet finance platforms are "specific non-financial institutions that shall abide by anti-money laundering laws" as set forth in China's Anti-Money Laundering Law.

The Guidelines only set out the basic principles for promoting and administering the internet finance service, and were not accompanied by any implementing rules. As the implementing rules of the Guidelines have not been published, there is uncertainty as to how the requirements in the Guidelines will be interpreted and implemented. Given the evolving regulatory environment in which we operate, we cannot rule out the possibility that the PRC government will institute a licensing regime covering our industry. If such a licensing regime were introduced, we cannot assure you that we would be able to obtain any newly required license in a timely manner, or at all, which could materially and adversely affect our business and impede our ability to continue our operations. Further, if our practice is deemed to violate any rules, laws or regulations, we may face injunctions, including orders to cease illegal activities, and may be exposed to other penalties as determined by the relevant government authorities as well. If such situations occur, our business, financial condition and prospects would be materially and adversely affected.

The size and level of Renren user engagement on mobile devices depend upon effective operation with mobile operating systems, networks, and standards that we do not control.

We are dependent on the interoperability of Renren with popular mobile operating systems that we do not control, such as iOS, Android and Windows, and any changes in such systems that degrade our products' functionality or give preferential treatment to competitive products could adversely affect Renren usage on mobile devices. Additionally, in order to deliver high quality mobile products, it is important that our products work well with a range of mobile technologies, systems, networks, and standards that we do not control. We may not be successful in developing relationships with key participants in the mobile industry or in developing products that operate effectively with these technologies, systems, networks, or standards. In the event that it is more difficult for our users to access and use Renren on their mobile devices, or if our users choose not to access or use Renren on their mobile devices or use mobile products that do not offer access to Renren, our user engagement could be harmed.

If we fail to maintain and enhance our Renren and other brands, or if we incur excessive expenses in this effort, our business, results of operations and prospects may be materially and adversely affected.

We believe that maintaining and enhancing our Renren and other brands is of significant importance to the success of our business. Well-recognized brands are critical to increasing the number and the level of engagement of our users. Since we operate in a highly competitive market, maintaining and enhancing our brands directly affects our ability to maintain our market position. We have conducted and may continue to conduct various marketing and brand promotion activities, both through cooperation with our business partners and through more traditional methods, such as television advertisements. We cannot assure you, however, that these activities will be successful or that we will be able to achieve the brand promotion effect we expect. In addition, any negative publicity in relation to our services or products, regardless of its veracity, could harm our brands and the perception of our brands in the market.

During the course of the audit of our consolidated financial statements, we and our independent registered public accounting firm identified a material weakness in our internal control over financial reporting. If we fail to re-establish and maintain an effective system of internal control over financial reporting, our ability to accurately and timely report our financial results or prevent fraud may be adversely affected, and investor confidence and the market price of our ADSs may be adversely impacted.

We are subject to reporting obligations under the U.S. securities laws. The Securities and Exchange Commission, or the SEC, adopted rules pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 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 our internal control over financial reporting.

During the process of preparing our consolidated financial statements for the year ended December 31, 2014, a significant deficiency was identified related to the monitoring of the formal documentation of the board's preapproval for certain long-term investments. Accordingly, we established a monitoring control in fiscal year 2015 to ensure that we properly conduct and document the formal board resolutions on preapproval for investments and we concluded that, as of December 31, 2015, this significant deficiency had been remediated.

We and our independent registered public accounting firm, in connection with the preparation and external audit of our consolidated financial statements for the year ended December 31, 2015, identified two material weaknesses, each as defined in the U.S. Public Company Accounting Oversight Board Auditing Standard No. 5, An Audit of Internal Control over Financial Reporting that is Integrated with an Audit of Financial Statements, or AS 5, in our internal control over financial reporting. As defined in AS 5, a "material weakness" is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. A significant deficiency is a deficiency, or combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. The material weaknesses identified were related to (i) lack of implementation of adequate supervisory review controls over the accounting and measurement of our properly approved complex investments, which we began to enter into in 2014, to ensure that these investments are accounted for in conformity with U.S. GAAP, due to which we identified a material adjustment that has been corrected during our preparation of the consolidated financial statements as of and for the year ended December 31, 2015; and (ii) lack of implementation of effective control activities over the newly launched internet finance business to ensure the timely communication of sufficient information to the financial reporting team for certain accounting matters. Accordingly, we hired additional staff with relevant accounting experience, skills and knowledge in the preparation of financial statements under the requirement of U.S. GAAP to internet finance business, and updated our internet finance accounting policies and procedures manual in accordance with U.S. GAAP in 2015.

We and our independent registered public accounting firm, in connection with the preparation and external audit of our consolidated financial statements for the year ended December 31, 2016, identified a material weakness related to inadequate controls designed over the accounting and measurement of investments and the proposed complex transactions relating to the disposition of investment assets, to ensure that these transactions are accounted for in conformity with accounting principles generally accepted in the United States of America. Following the identification of the material weakness, we plan to take measures to remedy them. See "Item 15. Controls and Procedures—Management's Annual Report on Internal Control over Financial Reporting". However, the implementation of these measures might not fully address the material weakness and other control deficiencies in our internal control over financial reporting, and we might not be able to conclude that they have been fully remedied. Failure to correct the material weakness and other control deficiencies or failure to discover and address any other control deficiencies could result in inaccuracies in our consolidated financial statements and could also impair our ability to comply with applicable financial reporting requirements and make related regulatory filings on a timely basis. As a result, our business, financial condition, results of operations and prospects, as well as the trading price of our ADSs, may be materially and adversely affected. Due to the material weakness in our internal control over financial reporting as described above, our management concluded that our internal control over financial reporting was not effective as of December 31, 2016. This could adversely affect the market price of our ADSs due to a loss of investor confidence in the reliability of our reporting processes.

The continuing and collaborative efforts of our senior management, key employees and highly skilled personnel are crucial to our success, and our business may be harmed if we were to lose their services.

Our success depends on the continuous effort and services of our experienced senior management team, in particular Mr. Joseph Chen, our founder, chairman and chief executive officer, and Mr. James Jian Liu, our executive director and chief operating officer. If one or more of our executive officers or other key personnel are unable or unwilling to continue to provide us with their services, we may not be able to replace them easily or at all. Our business may be severely disrupted, our financial condition and results of operations may be materially and adversely affected. Competition for management and key personnel is intense and the pool of qualified candidates is limited. We may not be able to retain the services of our executive officers or key personnel, or attract and retain experienced executive officers or key personnel in the future. If any of our executive officers or key employees join a competitor or forms a competing company, we may lose know-how and key professionals and staff members. Each of our executive officers and key employees has entered into an employment agreement with us, which contains non-competition provisions. However, if any dispute arises between us and our executive officers or key employees, these agreements may not be enforceable in China, where these executive officers and key employees reside, in light of uncertainties relating to China's laws and legal system. See "—Risks Related to Doing Business in China—Uncertainties with respect to the PRC legal system could adversely affect us."

Our performance and future success also depend on our ability to identify, hire, develop, motivate and retain highly skilled personnel for all areas of our organization. Competition in the SNS and internet finance industries for qualified employees, including technical personnel capable of designing innovative services and products, is intense, and if competition in these industries further 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 or if we must incur significantly greater expenses to recruit, train and retain personnel, we may be unable to grow effectively or at all.

Content posted or displayed on our websites may be found objectionable by PRC regulatory authorities and may subject us to penalties and other severe consequences.

The PRC government has adopted regulations governing internet access and the distribution of 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 the public interest, or is obscene, superstitious, fraudulent or defamatory. Furthermore, internet content providers are also prohibited from displaying content that may be deemed by relevant government authorities as "socially destabilizing" or leaking state secrets of the PRC. Failure to comply with these requirements may result in fines, the revocation of licenses to provide internet content and other licenses, the closure of the concerned websites and reputational harm. In April 2015, we were fined RMB 50,000 (US$7,719) after certain user uploaded content was deemed to be obscene. The website operator may also be held liable for such censored information displayed on or linked to their website. For a detailed discussion, see "Item 4.B—Business Overview—Regulation—Regulations on Value-Added Telecommunications Services," "Item 4.B—Business Overview—Regulation—Regulations on Internet Content Services" and "Item 4.B—Business Overview—Regulation—Regulations on Information Security."

Through our SNS platform, we allow users to upload content on our platform, including via message boards, blogs, email, chat rooms, or image-sharing webpages, and also allow users to share, link to and otherwise access audio, video and other content from other websites. In addition, we allow users to download, share and otherwise access games and other applications on and through our platform, including through our Renren Open Platform program. After a user registers and before each upload, we require the user to click a box to confirm that the user has read and agreed to be bound by our copyright agreement. Pursuant to the copyright agreement, the user warrants that the content to be uploaded does not violate any laws or regulations or any third-party rights. If we discover that any uploaded content is inappropriate, we can delete or revise the content, or terminate the user account. In addition, we remove user uploads when we are notified or made aware, by copyright owners or from other sources, of copyright infringements or other illegal uploads. For a description of how content can be accessed on or through our SNS platform, and what measures we take to lessen the likelihood that we will be held liable for the nature of such content, see and "—Risks Related to Our Business and Industry—We have been and may continue to be subject to intellectual property infringement claims or other allegations by third parties for services we provide or for information or content displayed on, retrieved from or linked to our websites, or distributed to our users, which may materially and adversely affect our business, financial condition and prospects."

Our live streaming services enable performers to broadcast their performances live over the internet. We have a team of employees who monitor the content of these performances to identify and shut down any performances that violate the applicable laws or regulations. If we fail to identify an illegal performance as it is occurring or fail to take appropriate action at that time, we may be held liable for it.

Failure to identify and prevent illegal or inappropriate content from being displayed on or through our websites for internet users or mobile users may subject us to liability or reduce our revenues. In addition, these laws and

regulations are subject to interpretation by the relevant authorities, and it may not be possible to determine in all cases the types of content that could result in our liability as a website operator. To the extent that PRC regulatory authorities find any content displayed on or through our websites objectionable, they may require us to limit or eliminate the dissemination or availability of such content on our websites in the form of take-down orders or otherwise. Such regulatory authorities may also impose penalties on us based on content displayed or made available through our websites in cases of material violations, including a revocation of our operating licenses or a suspension or shutdown of our online operations, which would materially and adversely affect our business, results of operations and reputation. Moreover, the costs of compliance with these regulations may continue to increase as a result of more content being uploaded or made available by an increasing number of users and third-party partners and developers.

Concerns about collection and use of personal data could damage our reputation and deter current and potential users from using our services.

As of December 31, 2016, our platform had accumulated a total of approximately 7.1 billion photos and 45.3 billion comments or reviews. Under our privacy policy, we will not provide any of our users' personal information to any unrelated third party without our users' prior consent. While we strive to comply with our privacy guidelines as well as all applicable data protection laws and regulations, any failure or perceived failure to comply may result in proceedings or actions against us by government entities or others, and could damage our reputation. User and regulatory attitudes towards privacy are evolving, and future regulatory or user concerns about the extent to which personal information can be shared may adversely affect our ability to share data. Concerns about the security of personal data could also lead to a decline in general internet usage, which could lead to lower user traffic on our platform. A significant reduction in user traffic could lead to lower IVAS revenues, which could have a material adverse effect on our business, financial condition and results of operations.

We could be liable for any breach of security relating to our payment platforms or the third-party online payment platforms we use, and concerns about the security of internet transactions could damage our reputation, deter current and potential users from using our platform and have other adverse consequences to our business.

Currently, we sell a substantial portion of our virtual currency and other paid services and applications to our users through third-party online payment platforms using the internet or mobile networks. In all these online payment transactions, secured transmission of confidential information over public networks is essential to maintain consumer confidence. In addition, we expect that an increasing amount of our sales will be conducted over the internet as a result of the growing use of online payment systems. As a result, associated online fraud will likely increase as well. Our current security measures and those of the third parties with whom we transact business may not be adequate. We must be prepared to increase and enhance our security measures and efforts so that our users have confidence in the reliability of the online payment systems that we use, which will impose additional costs and expenses and may still not guarantee complete safety. In addition, we do not have control over the security measures of our third-party online payment vendors. Although we have not in the past experienced material security breaches of the online payments that we use, such security breaches could expose us to litigation and possible liability for failing to secure confidential customer information and could, among other things, damage our reputation and the perceived security of the online payment systems that we use.

Spammers and malicious applications may make our services less user-friendly.

Spammers may use our platform and services to send targeted and untargeted spam messages to users, which may embarrass or annoy users and make usage of our services and networks more time-consuming and less user-friendly. As a result, our users may use our services less or stop using them altogether. As part of fraudulent spamming

activities, spammers typically create multiple user accounts, such as accounts being set-up for the purposes of sending spam messages. Although we have technologies and employees that attempt to identify and delete accounts created for spamming purposes, we may not be able to eliminate all spam messages from being sent on our platform.

Advertisements shown on our websites may subject us to penalties and other administrative actions.

Under PRC advertising laws and regulations, we are obligated to monitor the advertising content shown on our websites to ensure that such content is true and accurate and in full compliance with applicable laws and regulations. In addition, where a special government review is required for specific types of advertisements prior to website posting, such as advertisements relating to pharmaceuticals, medical instruments, agrochemicals and veterinary pharmaceuticals, we are obligated to confirm that such review has been performed and approval has been obtained. Violation of these laws and regulations may subject us to penalties, including fines, confiscation of our advertising income, orders to cease dissemination of the advertisements and orders to publish an announcement correcting the misleading information. In circumstances involving serious violations by us, PRC governmental authorities may force us to terminate our advertising operations or revoke our licenses.

While significant efforts have been made to ensure that the advertisements shown on our websites are in full compliance with applicable PRC laws and regulations, we cannot assure you that all the content contained in such advertisements or offers is true and accurate as required by the advertising laws and regulations, especially given the uncertainty in the interpretation of these PRC laws and regulations. If we are found to be in violation of applicable PRC advertising laws and regulations, we may be subject to penalties and our reputation may be harmed, which may have a material and adverse effect on our business, financial condition, results of operations and prospects.

Online communications among our users may lead to personal conflicts, which could damage our reputation, lead to government investigation and have a material and adverse effect on our business.

Our users engage in highly personalized exchanges over our platform. Users who have met online through our services may become involved in emotionally charged situations and could suffer adverse moral, emotional or physical consequences. Such occurrences could be highly publicized and have a significant negative impact on our reputation. Government authorities may require us to discontinue or restrict those services that would have led, or may lead, to such events. As a result, our business may suffer and our user base, revenues and profitability may be materially and adversely affected.

We rely on third parties to provide a number of important services in connection with our business, and any disruption to the provision of these services to us could materially and adversely affect our business and results of operations.

Our business is to a significant extent dependent upon services provided by third parties and business relationships with third parties.

In our internet finance business, we work with third parties who provide us data concerning creditworthiness, identification and other relevant information that we use to review and select qualified borrowers. If this information becomes more expensive to access or becomes unavailable, our costs would increase or we may need to find alternative sources. If this information is outdated, incomplete or inaccurate, we might incorrectly judge borrowers' actual creditworthiness, and we might approve unqualified borrowers or disapprove qualified borrowers. As a result, we may inaccurately price the loans that we facilitated and our control over our default rates would be adversely affected, which would harm our business.

To strengthen risk control, we also outsource some functions of our business to third parties. They verify the authenticity of the materials borrowers provide, perform due diligence on target companies, do examinations after providing loans, do asset supervision and collect late payments. These partners may not perform as expected under our agreements with them, and it is difficult for us to monitor and supervise their performance. If they increase the price they charge to work with us, our costs would increase or we would have to look for other partners. There is also a risk of unclear allocation of responsibilities, which could cause inefficiencies and delays. If we cannot maintain effective relationships with these third parties, our business will also be harmed.

If the third parties on whom we rely fail to provide their services effectively, terminate their service or license agreements or discontinue their relationships with us, we could suffer service interruptions, reduced revenues or increased costs, any of which may have a material adverse effect on our business, financial condition and results of

operations. Certain third-party service providers could be difficult and costly to replace, and any disruption to the provision of these services to us may have a material adverse effect on our business, financial condition and results of operations.

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

Almost all access to the internet in China is maintained through state-owned telecommunication operators under the administrative control and regulatory supervision of the MIIT. Moreover, we primarily rely on a limited number of telecommunication service providers to provide us with data communications capacity through local telecommunications lines and internet data centers to host our servers. We have limited access to alternative networks or services in the event of disruptions, failures or other problems with China's internet infrastructure or the fixed telecommunications networks provided by telecommunication service providers. With the expansion of our business, we may be required to upgrade our technology and infrastructure to keep up with the increasing traffic on our websites. We cannot assure you that the internet infrastructure and the fixed telecommunications networks in China will be able to support the demands associated with the continued growth in internet usage.

In addition, we have no control over the costs of the services provided by telecommunication service providers. If the prices we pay for telecommunications and internet services rise significantly, our results of operations may be materially and adversely affected. Furthermore, if internet access fees or other charges to internet users increase, our user traffic may decline and our business may be harmed.

Changes in the policies, guidelines or practice of mobile network operators or the PRC government with respect to mobile applications and other content may negatively affect our business operations for mobile applications.

We rely on PRC mobile network operators, directly and indirectly, to distribute our products to our users. The mobile telecommunication business in China is highly concentrated and major mobile network operators, such as China Mobile, may from time to time issue new policies or change their business practices, requesting or stating their preferences for certain actions to be taken by all mobile service providers using their networks. In addition, the PRC government may also implement new policies or change existing policies regulating the mobile telecommunication business. Such new policies or changes may negatively affect our business operations for mobile applications.

Problems with our network infrastructure or information technology systems could impair our ability to provide services.

Our ability to provide our users with a high quality online experience depends on the continuing operation and scalability of our network infrastructure and information technology systems. We face a number of risks in this area. For example, our systems are potentially vulnerable to damage or interruption as a result of natural disasters, power loss, telecommunications failures and similar events. We may also encounter problems when upgrading our systems or services and undetected programming errors could adversely affect the performance of the software we use to provide our services. In addition, we rely on servers, data centers and other network facilities provided by third parties, and the limited availability of third-party providers with sufficient capacity to house additional network facilities and broadband capacity in China may lead to higher costs or limit our ability to offer certain services or expand our business.

These and other events have led and may in the future lead to interruptions, decreases in connection speed, degradation of our services or the permanent loss of user data and uploaded content. If we experience frequent or persistent service disruptions, whether caused by failures of our own systems or those of third-party service providers, our reputation or relationships with our users may be damaged and our users may switch to our competitors, which may have a material adverse effect on our business, financial condition and results of operations.

Computer malware, viruses, hacking and phishing attacks, and spamming could harm our business and results of operations.

Computer malware, viruses, and computer hacking and phishing attacks have become more prevalent in our industry and may occur on our systems in the future. For example, in December 2011, through hacking a third-party CDN provider, a computer hacker was able to access the data of over six million internet users from a number of major

internet websites in China, including our website. We responded to this incident by notifying our users of the incident and advising them to change their log-in details. Because the techniques used by hackers to access or sabotage networks change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques. Any failure to maintain performance, reliability, security, and availability of our products and technical infrastructure to the satisfaction of our users may harm our reputation and our ability to retain existing users and attract new users. Our business could be subject to significant disruption and our results of operations may be affected.

In addition, spammers attempt to use our products to send targeted and untargeted spam messages to users, which may embarrass or annoy users and make our internet platform less user-friendly. We cannot be certain that the technologies and employees that we have to attempt to defeat spamming attacks will be able to eliminate all spam messages from being sent on our platform. As a result of spamming activities, our users may use our internet platform less or stop using our products altogether.

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

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 rights in internet-related industries, particularly in China, are uncertain and still evolving. As we face increasing competition and as litigation becomes more common in China in resolving commercial disputes, we face a higher risk of being the subject of intellectual property infringement claims. For example, in November 2014, a digital entertainment copyright agency company filed a complaint with Apple's Appstore claiming copyright infringement of their clients' musical works by *renren.com's* Renren Radio service. Pursuant to Apple's dispute resolution policy, our Renren Mobile App was temporarily removed from Apple's Appstore, and it was restored after our timely response to the claimant resolved the dispute.

Intellectual property claims and litigation are expensive and time-consuming to investigate and defend, and may divert resources and management attention from the operation of our business. Such claims, even if they do not result in liability, may harm our reputation. Any resulting liability or expenses, or changes required to our websites to reduce the risk of future liability, may have a material adverse effect on our business, financial condition and prospects.

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

Our technologies and business methods, including those relating to our SNS platform, may be subject to third-party claims or rights that limit or prevent their use. Certain U.S.-based companies have been granted patents in the United States relating to SNS platforms and similar business methods and related technologies. 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 SNS platform would not seek to enforce such patents against us in the United States or China. For example, we are aware that Facebook applied for a number of patents relating to its social networking system and methodologies, platform and other related technologies. In addition, many parties are actively developing and seeking protection for internet-related technologies, including seeking patent protection in China. There may be patents issued or pending that are held by others that relate to certain aspects of our technologies, products, business methods or services. Although we do not believe we infringe third-party patents, the application and interpretation of China's patent laws and the procedures and standards for granting patents in China are still evolving and involve uncertainty. Any patent infringement claims, regardless of their merits, could be time-consuming and costly to us. If we were sued for patent infringement claims with respect to our SNS platform and 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 SNS platform, which would have a material adverse effect on our results of operations and prospects.

Our own intellectual property rights may be infringed, which could materially and adversely affect our business and results of operations.

We rely on a combination of monitoring and enforcement of trademark, patent, copyright and trade secret protection laws in the PRC and other jurisdictions, as well as through confidentiality agreements and procedures, to protect our intellectual property rights. Despite our precautions, third parties may obtain and make unauthorized use of our intellectual property, which includes trademarks related to our brands, products and services, patent applications, registered domain names, copyrights in software and creative content, trade secrets and other intellectual property rights and licenses. Historically, the legal system and courts of the PRC have not protected intellectual property rights to the same extent as the legal system and courts of the United States, and companies operating in the PRC continue to face an increased risk of intellectual property infringement. Furthermore, the validity, application, enforceability and scope of protection of intellectual property rights for many internet-related activities, such as internet commercial methods patents, are uncertain and still evolving in China and abroad, which may make it more difficult for us to protect our intellectual property and could have a material adverse effect on our business, financial condition and results of operations.

We have granted, and may continue to grant, share options and restricted shares under our equity incentive plans, which may result in increased share-based compensation expenses.

We have adopted five equity incentive plans for Renren Inc. in 2006, 2008, 2009, 2011 and 2016. As of February 28, 2017, options to purchase a total of 159,053,357 ordinary shares of Renren Inc. were outstanding. For the years ended December 31, 2014, 2015 and 2016, we recorded US$23.6 million, US$28.2 million and US$23.5 million, respectively, in share-based compensation expenses. As of December 31, 2016, we had US$35.8 million of unrecognized share-based compensation expenses relating to share options, which are expected to be recognized over a weighted average vesting period of 2.39 years, and US$14.9 million of unrecognized share-based compensation expenses relating to non-vested restricted shares, which are expected to be recognized over a weighted average vesting period of 2.88 years. We believe the granting of share options and restricted shares is of significant importance to our ability to attract and retain key personnel and employees, and we will continue to grant share options and restricted shares to key personnel and employees in the future. As a result, our expenses associated with share-based compensation may increase, which may have an adverse effect on our results of operations.

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

Our quarterly revenues and operating results have fluctuated in the past and may continue to fluctuate depending upon a number of factors, many of which are out 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. Other factors that may affect our financial results include, among others:

- global economic conditions;
- our ability to enhance user experience and maintain and increase user traffic;
- the growth of the social networking industry in China;
- our ability to monetize the mobile versions of our applications and services;
- our ability to develop internet finance services;

- the growth of the internet finance industry in China;
- the growth of the used automobile industry in China;
- competition in our industries in China;
- changes in government policies or regulations, or their enforcement;
- geopolitical events or natural disasters such as war, threat of war, earthquake or epidemics;
- losses from or impairment of our equity method investments; and
- decreases in market value or impairment of our marketable securities.

Seasonal fluctuations and industry cyclicality have affected, and are likely to continue to affect, our internet finance business. See “Item 4. Information on the Company—Seasonality.” We expect that seasonal fluctuations and industry cyclicality will continue to cause our quarterly and annual operating results to fluctuate.

We have limited business insurance coverage.

Insurance companies in China currently do not offer as extensive an array of insurance products as insurance companies do in more developed economies. We do not have any business liability or disruption insurance to cover our operations. We have determined that the costs of insuring for these risks and the difficulties associated with acquiring such insurance on commercially reasonable terms make it impractical for us to have such insurance. Any uninsured occurrence of business disruption may result in our incurring substantial costs and the diversion of resources, which could have an adverse effect on our results of operations and financial condition.

Risks Related to Our Corporate Structure and the Regulation of our Business

If the PRC government finds that the agreements that establish the structure for operating our services in China do not comply with PRC governmental restrictions on foreign investment in internet businesses, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.

Current PRC laws and regulations place certain restrictions on foreign ownership of companies that engage in internet businesses, including the provision of social networking services. Specifically, foreign ownership of internet service providers or other value-added telecommunication service providers may not exceed 50%. In addition, according to the Several Opinions on the Introduction of Foreign Investment in the Cultural Industry promulgated by the Ministry of Culture, the State Administration of Radio, Film and Television, or the SARFT, the General Administration of Press and Publication, or the GAPP, the National Development and Reform Commission and the Ministry of Commerce in June 2005, foreign investors are prohibited from investing in or operating any internet cultural operating entities.

We conduct our operations in China principally through a set of contractual arrangements between our wholly owned PRC subsidiary, Qianxiang Shiji Technology Development (Beijing) Co., Ltd., or Qianxiang Shiji, and its consolidated affiliated entity, Beijing Qianxiang Tiancheng Technology Development Co., Ltd., or Qianxiang Tiancheng, and Qianxiang Tiancheng's shareholders. Qianxiang Tiancheng's wholly owned subsidiaries include Beijing Qianxiang Wangjing Technology Development Co., Ltd., or Qianxiang Wangjing, and Shanghai Qianxiang Changda Internet Information Technology Development Co., Ltd., or Qianxiang Changda. Qianxiang Wangjing is the operator of our *renren.com* website and holds the licenses and permits necessary to conduct our SNS and online advertising business in China. Qianxiang Changda and its wholly owned subsidiaries operate our internet finance business in the PRC.

We hold most of our minority equity investments in the PRC through another set of contractual arrangements between our wholly owned PRC subsidiary, Qianxiang Lianhe Technology Development (Beijing) Co., Ltd., or Qianxiang Lianhe, and its consolidated affiliated entity, Beijing Qianxiang Yixin Technology Development Co., Ltd., or Qianxiang Yixin, and Qianxiang Yixin's shareholders.

Our contractual arrangements with Qianxiang Tiancheng and its shareholders enable us to exercise effective control over Qianxiang Tiancheng and its subsidiaries, and hence we treat Qianxiang Tiancheng, Qianxiang Wangjing and Qianxiang Changda as our consolidated affiliated entities and consolidate their results. For a detailed discussion of these contractual arrangements, see "Item 4.C—Information on the Company—Organizational Structure—Contractual Arrangements with Our Consolidated Affiliated Entities."

Based on the advice of TransAsia Lawyers, our PRC legal counsel, the corporate structure of our consolidated affiliated entities and our subsidiaries in China comply with all existing PRC laws and regulations. However, as there are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, we cannot assure you that the PRC government would agree that our corporate structure or any of the above contractual 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. PRC laws and regulations governing the validity of these contractual arrangements are uncertain and the relevant government authorities have broad discretion in interpreting these laws and regulations. If the PRC government determines that we do not comply with applicable laws and regulations, it could:

- revoke the business and operating licenses of our subsidiaries, our consolidated affiliated entities and their subsidiaries;
- discontinue or restrict any related-party transactions between our subsidiaries, our consolidated affiliated entities and their subsidiaries;
- impose fines on us or impose additional conditions or requirements on us with which we may not be able to comply;
- require us to revise our ownership structure or restructure our operations; and

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- restrict or prohibit our use of the proceeds of any additional public offering to finance our business and operations in China.

The imposition of any of these penalties may result in a material and adverse effect on our ability to conduct our business. If any of these penalties results in our inability to direct the activities of our consolidated affiliated entities and the subsidiaries that most significantly impact their economic performance, or results in our failure to receive the economic benefits from our consolidated affiliated entities and their subsidiaries, we may not be able to consolidate the consolidated affiliated entities and their subsidiaries in our consolidated financial statements in accordance with U.S. GAAP. In the fiscal years ended December 31, 2014, 2015 and 2016, our consolidated affiliated entities and their subsidiaries contributed in the aggregate 98.6%, 94.9% and 97.8%, respectively, of our consolidated net revenues.

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

We have relied and expect to continue to rely on contractual arrangements with our affiliated entities to operate our businesses in China. For a description of these contractual arrangements, see “Item 4.C—Information on the Company—Organizational Structure—Contractual Arrangements with Our Consolidated Affiliated Entities.” These contractual arrangements may not be as effective in providing us with control over these affiliated entities as direct ownership. If we had direct ownership of our consolidated affiliated entities, we would be able to exercise our rights as a shareholder to effect changes in the board of directors of each of these entities, which in turn could effect changes, subject to any applicable fiduciary obligations, at the management level. However, under the current contractual arrangements, we rely on the performance by our consolidated affiliated entities and their respective shareholders of their obligations under their respective contracts to exercise control over our affiliated entities. Therefore, our contractual arrangements with our affiliated entities may not be as effective in ensuring our control over our China operations as direct ownership would be.

If our consolidated affiliated entities or their respective shareholders fail to perform their respective obligations under the contractual arrangements of which they are a party, we may have to incur substantial costs and resources to enforce our rights under the contracts, and rely on legal remedies under PRC law, including seeking specific performance or injunctive relief and claiming damages, which may not be effective. For example, if the shareholders of our consolidated affiliated entities were to refuse to transfer their equity interests in our consolidated affiliated entities to us or our designee when we exercise the call option pursuant to these contractual arrangements, or if they were otherwise to act in bad faith toward us, then we may have to take legal action to compel them to perform their respective contractual obligations.

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

Contractual arrangements our subsidiaries have entered into with our consolidated affiliated entities may be subject to scrutiny by the PRC tax authorities, and a finding that we or our consolidated affiliated entities owe additional taxes could substantially reduce our consolidated net income and the value of your investment.

Under PRC laws and regulations, arrangements and transactions between related parties may be subject to audit or challenge by the PRC tax authorities within ten years after the taxable year when the transactions are conducted. We could face material and adverse tax consequences if the PRC tax authorities determine that the contractual arrangements between our wholly owned subsidiaries in China and our consolidated affiliated entities in China do not represent arm's-length prices and consequently adjust our consolidated affiliated entities' income in the form of a transfer pricing adjustment. A transfer pricing adjustment could, among other things, result in a reduction of expense deductions recorded by our consolidated affiliated entities for PRC tax purposes, which could in turn increase their respective tax liabilities. In addition, the PRC tax authorities may impose late payment fees and other penalties on our consolidated affiliated entities for any unpaid taxes. Our consolidated net income may be materially and adversely affected if our affiliated entities' tax liabilities increase or if they are subject to late payment fees or other penalties.

The shareholders of our consolidated affiliated entities may have potential conflicts of interest with us, which may materially and adversely affect our business.

The shareholders of our consolidated affiliated entities include Ms. Jing Yang, Mr. James Jian Liu, Ms. Hui Huang, Mr. Thomas Jintao Ren and Ms. Rita Rui Yi. Ms. Jing Yang is a shareholder of Qianxiang Tiancheng and Qianxiang Yixin; Mr. James Jian Liu is a shareholder of Qianxiang Tiancheng, Qianxiang Yixin and Guangzhou Xiuxuan Brokers Co., Ltd., or Guangzhou Xiuxuan; Ms. Hui Huang is a shareholder of Guangzhou Xiuxuan and the sole shareholder of Renren Jinfu Investment Management Co., Ltd., or Renren Jinfu; Mr. Thomas Jintao Ren and Ms. Rita Rui Yi are the shareholders of Shanghai Jieying Automobile Sales Co., Ltd., or Shanghai Jieying, which was set up in 2017.

Ms. Jing Yang is the wife of Mr. Joseph Chen, our founder, chairman and chief executive officer; Mr. James Jian Liu is our executive director and chief operating officer; Ms. Hui Huang is our director; Mr. Thomas Jintao Ren is our chief financial officer; and Ms. Rita Rui Yi is our vice president in charge of human resources.

Conflicts of interest may arise between the dual role of Mr. James Jian Liu as a director and officer of our company and as shareholder of our consolidated affiliated entities Qianxiang Tiancheng, Qianxiang Yixin and Guangzhou Xiuxuan.

Conflicts of interest may also arise between the interests of Ms. Jing Yang as shareholder of Qianxiang Tiancheng and Qianxiang Yixin and as the wife of our founder and chief executive officer. Furthermore, if Ms. Jing Yang experiences domestic conflict with Mr. Joseph Chen, she may have little or no incentive to act in the interest of our company, and she may not perform her obligations under the contractual arrangements she has entered into with Qianxiang Shiji and Qianxiang Lianhe.

Conflicts of interest may arise between the dual role of Ms. Hui Huang as a director of our company and as a shareholder of our consolidated affiliated entity Guangzhou Xiuxuan and Renren Jinfu.

Conflicts of interest may arise between the dual role of both Mr. Thomas Jintao Ren and Ms. Rui Yi as officers of our company and as shareholders of our consolidated affiliated entity Shanghai Jieying.

Officers of our company owe a duty of loyalty and care to our company and to our shareholders as a whole under Cayman Islands law. We cannot assure you, however, that when conflicts arise, shareholders of our consolidated affiliated entities will act in the best interests of our company or that conflicts will be resolved in our favor. If we cannot resolve any conflicts of interest or disputes between us and these shareholders, we would have to rely on legal proceedings, which may be expensive, time-consuming and disruptive to our operations. There is also substantial uncertainty as to the outcome of any such legal proceedings.

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

The Ministry of Commerce published a discussion draft of the proposed Foreign Investment Law in January 2015 aiming to, upon its enactment, replace the trio of existing laws regulating foreign investment in China, namely, the Sino-foreign Equity Joint Venture Enterprise Law, the Sino-foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-invested Enterprise Law, together with their implementation rules and ancillary regulations. The draft Foreign Investment Law embodies an expected PRC regulatory trend to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments. The Ministry of Commerce solicited comments on this draft in 2015, but no timetable has been published as to when it will be enacted. As such, substantial uncertainties exist with respect to its enactment timetable, final scope, interpretation and implementation. The draft Foreign Investment Law, if enacted as proposed, may materially impact the viability of our current corporate structure, corporate governance and business operations in many aspects.

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

The "variable interest entity" structure, or VIE structure, has been adopted by many PRC-based companies, including us, to obtain necessary licenses and permits in the industries that are currently subject to foreign investment restrictions in China. See "—If the PRC government finds that the agreements that establish the structure for operating our services in China do not comply with PRC governmental restrictions on foreign investment in internet businesses, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations." and "Item 4.C—Information on the Company—Organizational Structure." Under the draft Foreign Investment Law, variable interest entities that are controlled via contractual arrangement would also be deemed as FIEs, if they are ultimately "controlled" by foreign investors. Therefore, for any companies with a VIE structure in an industry category that is on the "negative list," the VIE structure may be deemed legitimate only if the ultimate controlling person(s) is/are of PRC nationality (either PRC companies or PRC citizens). Conversely, if the actual controlling person(s) is/are of foreign nationalities, then the variable interest entities will be treated as FIEs and any operation in the industry category on the "negative list" without market entry clearance may be considered as illegal. There are uncertainties as to whether the Foreign Investment Law, once it is enacted, will have retrospective effect on existing VIE structures such as ours, or whether it will grant real and full grandfathering and grace periods for such existing VIE structures.

It is likely that we would not be considered as ultimately controlled by Chinese parties, as our U.S. record shareholders hold over 50% of our total voting power. The draft Foreign Investment Law has not taken a position on what actions will be taken with respect to the existing companies with a VIE structure, whether or not these companies are controlled by Chinese parties, while it is soliciting comments from the public on this point. Moreover, it is uncertain whether the internet industry, in which our variable interest entities operate, will be subject to the foreign investment restrictions or prohibitions set forth in the "negative list" to be issued. The value-added telecommunication services, which we conduct through our VIEs, is subject to foreign investment restrictions set forth in the Catalogue for the Guidance of Foreign Investment Industries issued by the National Development and Reform Commission and the Ministry of Commerce in March, 2015, or the Catalogue. It is unclear whether the new "negative list" will be different from the Catalogue. If the enacted version of the Foreign Investment Law and the final "negative

list" mandate further actions, such as Ministry of Commerce market entry clearance or certain restructuring of our corporate structure and operations, to be completed by companies with existing VIE structure like us, we face substantial uncertainties as to whether these actions can be timely completed, or at all, and our business and financial condition may be materially and adversely affected.

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

We may rely on dividends and other distributions on equity paid by our PRC subsidiaries to fund any cash and financing requirements we may have. Any limitation on the ability of our PRC subsidiaries to pay dividends to us could have a material adverse effect on our ability to conduct our business.

We are a holding company, and we may rely on dividends and other distributions on equity to be paid by our wholly owned PRC subsidiaries, particularly Qianxiang Shiji, for our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders and service any debt we may incur. If our wholly owned PRC subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other distributions to us.

Under PRC laws and regulations, wholly foreign-owned enterprises in the PRC such as Qianxiang Shiji may pay dividends only out of their accumulated profits as determined in accordance with PRC accounting standards and regulations. In addition, a wholly foreign-owned enterprise such as Qianxiang Shiji is required to set aside at least 10% of their accumulated after-tax profits each year, if any, to fund certain statutory reserve funds, until the aggregate amount of such a fund reaches 50% of their registered capital. At their discretion, they may allocate a portion of their after-tax profits based on PRC accounting standards to staff welfare and bonus funds. These reserve funds and staff welfare and bonus funds are not distributable as cash dividends.

Any limitation on the ability of our wholly owned PRC subsidiaries to pay dividends or make other distributions to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, or otherwise fund and conduct our business.

PRC regulation of loans to, and direct investment in, PRC entities by offshore holding companies and governmental control of currency conversion may restrict or prevent us from using funds that we hold offshore to make loans to our PRC subsidiaries and consolidated affiliated entities or to make additional capital contributions to our PRC subsidiaries, which may materially and adversely affect our liquidity and our ability to fund and expand our business.

We are an offshore holding company conducting our operations in China through our PRC subsidiaries and consolidated affiliated entities. We may make loans to our PRC subsidiaries and consolidated affiliated entities, or we may make additional capital contributions to our PRC subsidiaries.

Any loans by us to our PRC subsidiaries, which are treated as foreign-invested enterprises under PRC law, are subject to PRC regulations and foreign exchange loan registrations. For example, loans by us to our wholly owned PRC subsidiaries to finance their activities cannot exceed statutory limits and must be registered with the local counterpart of the State Administration of Foreign Exchange, or SAFE. If we decide to finance our wholly owned PRC subsidiaries by means of capital contributions, these capital contributions must be approved by the Ministry of Commerce or its local counterpart. Due to the restrictions imposed on loans in foreign currencies extended to any PRC domestic companies, we are not likely to make such loans to our consolidated affiliated entities, which are PRC domestic companies. Further, we are not likely to finance the activities of our consolidated affiliated entities by means of capital contributions due to regulatory restrictions relating to foreign investment in PRC domestic enterprises engaged in social networking services, online advertising and related businesses.

SAFE promulgated a circular in November 2010, known as Circular No. 59, which tightens the examination of the authenticity of settlement of net proceeds from our initial public offering and requires that the settlement of net proceeds shall be in accordance with the description in the prospectus included in our registration statement on Form F-1 (Registration No. 333-173548), which was filed with the SEC in connection with our initial public offering. In March 2015, SAFE issued the Circular on Reform of the Administrative Rules of the Payment and Settlement of Foreign Exchange Capital of Foreign-Invested Enterprises, or SAFE Circular 19, which became effective on June 1, 2015. Pursuant to SAFE Circular 19, foreign-invested enterprises may either continue to follow the current payment-based foreign currency settlement system or choose to follow the "conversion-at-will" system for foreign currency settlement. Where a foreign-invested enterprise follows the conversion-at-will system for foreign currency settlement, it may convert part or all of the amount of the foreign currency in its capital account into Renminbi at any time. The converted Renminbi will be kept in a designated account labeled as settled but pending payment, and if the foreign-invested enterprise needs to make payment from such designated account, it still needs to go through the review process with its bank and provide necessary supporting documents. SAFE Circular 19, therefore, has substantially lifted the restrictions on the usage by a foreign-invested enterprise of its Renminbi registered capital converted from foreign currencies. According to SAFE Circular 19, such Renminbi capital may be used at the discretion of the foreign-invested enterprise and SAFE will eliminate the prior approval requirement and only examine the authenticity of the declared usage afterwards. Nevertheless, foreign-invested enterprises like our PRC subsidiaries are still not allowed to extend intercompany loans to our VIEs. In addition, as SAFE Circular 19 was promulgated recently, there remain substantial uncertainties with respect to the interpretation and implementation of this circular by relevant authorities.

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

Changes in government policies or regulations may have material and adverse impact on our business, financial condition and results of operations.

Our social networking services are subject to strict government regulations in the PRC. Under the current PRC regulatory scheme, a number of regulatory agencies, including the MIIT, the Ministry of Culture, the State Administration for Press, Publication, Radio, Film and Television and the State Council Information Office jointly regulate all major aspects of the internet industry, including the SNS industry. Operators must obtain various government approvals and licenses prior to the commencement of SNS operations, including an internet content provider license, or ICP license, an online culture operating permit, and a value-added telecommunication services license.

We have obtained a value-added telecommunication service license, an ICP license, and an online culture operating permit for our SNS website. If the PRC government promulgates new laws and regulations that require additional licenses or imposes additional restrictions on the operation of SNS and/or other services we plan to launch, to the extent we may not be able to obtain these licenses, our results of operations may be materially and adversely affected. In addition, the PRC government may promulgate regulations restricting the types and content of advertisements that may be transmitted online, which could have a direct adverse impact on our business.

Compliance with the laws or regulations governing virtual currency may result in us having to obtain additional approvals or licenses or change our current business model.

In October 2007, we launched “Renren Beans,” a virtual currency that can be used to purchase any of our IVAS or other paid services and applications for users, and in March 2016, we also launched “Renren Points,” a virtual currency that can be used to purchase any of our mobile live streaming services. Due to the relatively short history of virtual currency in China, the regulatory framework governing the industry is still under development. Currently, the PRC government has not promulgated any specific rules, laws or regulations to directly regulate virtual currency, except for online game virtual currency. The Notice on the Strengthening of the Administration on Online Game Virtual Currency, jointly issued by the Ministry of Culture and the Ministry of Commerce in 2009, broadly defined virtual currency as a type of virtual exchange instrument issued by internet game operation enterprises, purchased directly or indirectly by the game users by exchanging legal currency at a certain exchange rate, saved outside the game programs, stored in servers provided by the internet game operation enterprises in electronic record format and represented by specific numeric units. Virtual currency is used to exchange internet game services provided by the issuing enterprise for a designated extent and time, and is represented by several forms, such as online prepaid game cards, prepaid amounts or internet game points, and does not include game props obtained from playing online games. In 2009, the Ministry of Culture further promulgated the Filing Guidelines on Online Game Virtual Currency Issuing Enterprises and Online Game Virtual Currency Trading Enterprises, which specifically defines “issuing enterprise” and “trading enterprise” and stipulates that a single enterprise may not operate both types of business. There are uncertainties as to how these online game virtual currency regulations would apply to Renren Beans as well as to Renren Points. Further, although we believe we do not offer online game virtual currency trading services, we cannot assure you that the PRC regulatory authorities will not take a view contrary to ours, in which case these regulations could have an adverse effect on our “Renren Beans” and “Renren Points” related revenues.

Substantial uncertainties exist with respect to the interpretation and implementation of the Cyber Security Law as well as any impact it may have on our business operations.

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

In November 2016, the Standing Committee of the National People's Congress issued the Cyber Security Law, which will come into effect on June 1, 2017. This is the first Chinese law that focuses exclusively on cyber security. The Cyber Security Law provides that network operators must set up internal security management systems that meet the requirements of a classified protection system for cybersecurity, including appointing dedicated cybersecurity personnel, taking technical measures to prevent computer viruses, network attacks and intrusions, taking technical measures to monitor and record network operation status and cybersecurity incidents, and taking data security measures such as data classification, backup and encryption. The Cybersecurity Law also imposes a relatively vague but broad obligation to provide technical support and assistance to the public and state security authorities in connection with criminal investigations or for reasons of national security. The Cybersecurity Law also requires network operators that provide network access or domain name registration services, landline or mobile phone network access, or that provide users with information publication or instant messaging services, to require users to provide a real identity when they sign up.

The Cyber Security Law sets high requirements for the operational security of facilities deemed to be part of the PRC's "key information infrastructure". These requirements include data localization, i.e., storing personal information and important business data in China, and national security review requirements for any network products or services that may have an impact on national security. Among other factors, "key information infrastructure" is defined as critical information infrastructure that will, in the event of destruction, loss of function or data leak, result in serious damage to national security, the national economy and people's livelihood, or the public interest. Specific reference is made to key sectors such as public communication and information services, energy, transportation, water-resources, finance, public service and e-government. A prior draft of the Cyber Security Law included reference to any networks with a large number of users, but this language was deleted in the final version of the law.

We do not believe that we are an operator of "key information infrastructure" as defined in the Cyber Security Law. However, there is no assurance that we may not be considered an operator of "key information infrastructure" in the future as the definition is not precise, and there are substantial uncertainties as to the law's ultimate interpretation and implementation. If we were considered an operator of "key information infrastructure" in the future, this could cause us to incur substantial costs or require us to change our business practices in a manner materially adverse to our business.

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If we are required to pay U.S. taxes, the value of your investment in our company could be substantially reduced.

If, pursuant to a plan or a series of related transactions, a non-United States corporation, such as our company, acquires substantially all of the assets of a United States corporation, and after the acquisition 80% or more of the stock, by vote or value, of the non-United States corporation, excluding stock issued in a public offering related to the acquisition, is owned by former shareholders of the United States corporation by reason of their ownership of the United States corporation, the non-United States corporation will be considered a United States corporation for United States federal income tax purposes. Based on our analysis of the facts related to our corporate restructuring in 2005 and 2006, we do not believe that we should be treated as a United States corporation for United States federal income tax purposes. However, as there is no direct authority on how the relevant rules of the Internal Revenue Code might apply to us, our company's conclusion is not free from doubt. Therefore, our conclusion may be challenged by the United States tax authorities and a finding that we owe additional United States taxes could substantially reduce the value of your investment in our company. You are urged to consult your tax advisor concerning the income tax consequences of purchasing, holding or disposing of ADSs or ordinary shares if we were to be treated as a United States domestic corporation for United States federal income tax purposes.

We might not be able to obtain an Audio/Video Program Transmission License for Woxiu and our mobile live streaming services.

In December 2014, a subsidiary of Sohu.com Inc. acquired 100% of the equity interest of Guangzhou Qianjun Internet Technology Co., Ltd, or Qianjun Technology, a wholly owned subsidiary of ours that possesses an Audio/Video Program Transmission License. We have started to apply for an Audio/Video Program Transmission License through Beijing Wole Shijie Information Technology Co., Ltd., or Wole Shijie, a wholly owned subsidiary of ours. As of the date of this annual report, this application has not been approved yet. If we fail to obtain an Audio/Video Program Transmission License, some audio/video content generated and shared by our users of *renren.com* and *woxiu.com* may not be allowed to be transmitted over the internet and our revenue and financial performance may be significantly impacted.

We rely on contractual obligations rather than government filings to ensure our continued title to vehicles managed under our vehicle leasing program.

Our loans to used automobile dealerships are structured on a sale-and-leaseback basis, whereby the entity lessor sells us the vehicle before leasing it back from us. However, upon completing the purchase of the subject vehicle, we do not formally transfer the registration of the vehicle into our name. We also do not file mortgage registrations relating to the lease of the vehicle. Instead, our contract with the lessor obligates them not to take any action that could undermine our title to the vehicle. In addition, we retain in our control all documents relating to the vehicle and title, and provide markings for the vehicle identifying it as owned by us. However, these steps would not prevent a

good-faith third-party buyer from taking legal title to the vehicle if the lessor attempted to sell the vehicle without our knowledge. In such event, we would face costs attempting to recover from the lessor our losses from the unauthorized sale of the vehicle, and we could be unsuccessful in recovering any such costs.

Risks Related to Doing Business in China

Changes in China's economic, political or social conditions or government policies could have a material adverse effect on our business and operations.

Substantially all of our assets and operations are located in China. Accordingly, our business, financial condition, results of operations and prospects may be influenced to a significant degree by political, economic and social conditions in China generally and by continued economic growth in China as a whole.

The Chinese economy differs from the economies of most developed countries in many respects, including the level of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. Although the PRC government has implemented measures since the late 1970s emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets, and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the PRC government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises significant control over China's economic growth through allocating resources, controlling payment of foreign currency-denominated obligations, setting monetary policy, and providing preferential treatment to particular industries or companies.

While the Chinese economy has experienced significant growth over the past decades, growth has been uneven, both geographically and among various sectors of the economy, and the rate of growth has been slowing. The PRC government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures may benefit the overall Chinese economy, but may 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. In addition, in the past few years, the PRC government has implemented certain measures, including interest rate increases, to control the pace of economic growth. These measures may cause decreased economic activity in China, which may adversely affect our business and operating results. For example, in the event of unanticipated adverse changes in the economy, the credit quality of the customer of our internet finance business may materially decreases, and our results of operations could be materially adversely affected

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

We conduct our business primarily through our PRC subsidiaries and consolidated affiliated entities in China. Our operations in China are governed by PRC laws and regulations. Our PRC subsidiaries are foreign-invested enterprises and are subject to laws and regulations applicable to foreign investment in China and, in particular, laws applicable to foreign-invested enterprises. The PRC legal system is a civil law system based on written statutes. Unlike the common law system, prior court decisions may be cited for reference but have limited precedential value.

In 1979, the PRC government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. The overall effect of legislation over the past three decades has significantly enhanced the protections afforded to various forms of foreign investments in China. However, China has not developed a fully integrated legal system, and recently enacted laws and regulations may not sufficiently cover all aspects of economic activities in China. In particular, the interpretation and enforcement of these laws and regulations involve uncertainties. Since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we enjoy. For example, China enacted an Anti-Monopoly Law in 2008. Because the Anti-Monopoly Law and related regulations have been in effect for only a few years, there have been very few court rulings or judicial or administrative interpretations on certain key concepts used in the law. As a result, there is uncertainty how the enforcement and interpretation of the new Anti-Monopoly Law may affect our business and operations.

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, which may have a retroactive effect. As a result, we may not be aware of our violation of any of these policies and rules until sometime after the violation. In addition, any administrative and court proceedings in China may be protracted, resulting in substantial costs and diversion of resources and management attention.

We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of internet business and companies.

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 internet content provision services. This may significantly disrupt our business, subject us to sanctions, compromise enforceability of related contractual arrangements, or have other harmful effects on us.

- There are uncertainties relating to the regulation of the internet industry in China, including evolving licensing practices. This means that permits, licenses or operations at some of our companies may be subject to challenge, or we have failed to obtain permits or licenses that applicable regulators may deem necessary for our operations or we may not be able to obtain or renew certain permits or licenses to maintain their validity. The major permits and licenses that could be involved include the ICP license, the online culture operating permit, the value-added telecommunication services operation permit and the internet publishing license.

- New laws and regulations may be promulgated that will regulate internet activities, including social networking services and online advertising businesses. If these new laws and regulations are promulgated, additional licenses may be required for our operations. If our operations do not comply with these new regulations at the time they become effective, or if we fail to obtain any licenses required under these new laws and regulations, we could be subject to penalties.

In 2006, the MIIT, the predecessor of which is the Ministry of Information Industry, issued the Notice of the Ministry of Information Industry on Intensifying the Administration of Foreign Investment in Value-added Telecommunications Services. This 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 this notice, either the holder of a value-added telecommunication services operation permit 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 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. Currently, our PRC consolidated affiliated entities own the related domain names and trademarks and hold the ICP licenses necessary to conduct our operations for websites in China.

The interpretation and application of existing PRC laws, regulations and policies and possible new laws, regulations or policies relating to the internet industry have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, internet businesses in China, including our business. We cannot assure you that we have obtained all the permits or licenses required for conducting our business in China or will be able to maintain our existing licenses or obtain any new licenses if required by any new laws or regulations. There are also risks that we may be found to violate the existing or future laws and regulations given the uncertainty and complexity of China's regulation of the internet industry.

Fluctuations in exchange rates could have a material adverse effect on our results of operations and the value of your investment.

Substantially all of our revenues and costs are denominated in RMB. The value of the RMB against the U.S. dollar and other currencies is affected by changes in China's political and economic conditions and by China's foreign exchange policies, among other things. In July 2005, the PRC government changed its decades-old policy of pegging the value of the RMB to the U.S. dollar, and the RMB appreciated more than 20% against the U.S. dollar over the following three years. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the RMB and the U.S. dollar remained within a narrow band. Since June 2010, the RMB has fluctuated against the U.S. dollar, at times significantly and unpredictably. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the U.S. dollar in the future.

To the extent that we need to convert U.S. dollars into RMB for capital expenditures and working capital and other business purposes, appreciation of the RMB against the U.S. dollar would have an adverse effect on the RMB amount we would receive from the conversion. Conversely, if we decide to convert RMB into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs, strategic acquisitions or investments or other business purposes, appreciation of the U.S. dollar against the RMB would have a negative effect on the U.S. dollar amount available to us.

Very limited hedging options are available in China to reduce our exposure to exchange rate fluctuations. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited and we may not be able to adequately hedge our exposure or at all. In addition, our currency exchange losses may be magnified by PRC exchange control regulations that restrict our ability to convert RMB into foreign currency. As a result, fluctuations in exchange rates may have a material adverse effect on your investment.

Governmental control of currency conversion may limit our ability to utilize our revenues effectively and affect the value of your investment.

The PRC government imposes controls on the convertibility of the 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 existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior SAFE approval by complying with certain procedural requirements. Therefore, Qianxiang Shiji is able to pay dividends in foreign currencies to us without prior approval from SAFE. However, approval from or registration with 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 loans denominated in foreign currencies. The PRC government may also at its discretion restrict access to foreign currencies for current account transactions in the future. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our shareholders, including holders of our ADSs.

Certain regulations in the PRC may make it more difficult for us to pursue growth through acquisitions.

The Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors, which became effective in 2006 and was amended in 2009, established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex. The M&A Rule established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex. These rules require, among other things, that the Ministry of Commerce be notified in advance of any change-of-control transaction in which a foreign investor will take control of a PRC domestic enterprise or a foreign company with substantial PRC operations, if certain thresholds under the Provisions on Thresholds for Prior Notification of Concentrations of Undertakings issued by the State Council in 2008 are triggered. These rules also prohibit any transactions attempting to bypass such security review, including by controlling entities through contractual arrangements. We believe that our business is not in an industry related to national security. However, we cannot assure you that the Ministry of Culture or other government agencies will not publish interpretations contrary to our understanding or broaden the scope of such security review in the future.

We may grow our business in part by directly acquiring complementary businesses in China. Complying with the requirements of these regulations to complete such transactions could be time-consuming, and any required approval processes, including obtaining approval from the Ministry of Commerce, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

PRC regulations relating to the establishment of offshore holding companies by PRC residents may subject our PRC resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to inject capital into our PRC subsidiaries, limit our PRC subsidiaries' ability to increase their registered capital or distribute profits to us, or may otherwise adversely affect us.

SAFE has promulgated several regulations, including the Notice on Relevant Issues Concerning Foreign Exchange Control of Domestic Residents' Overseas Investment and Financing and Roundtrip Investment through Offshore Special Purpose Vehicles, or SAFE Circular 37, issued in 2014, which replaced the former Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Inbound Investment via Overseas Special Purpose Vehicles (generally known as SAFE Circular 75) promulgated by SAFE in October 2005. SAFE Circular 37 requires PRC residents to register with local branches of SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, which is referred to in SAFE Circular 37 as a "special purpose vehicle." SAFE Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as an increase or decrease of capital contributed by PRC residents, share transfer or exchange, merger, division or other material events. In the event that a PRC resident holding interests in a special purpose vehicle fails to complete the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiaries. Furthermore, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls.

Mr. Joseph Chen, our founder, chairman and chief executive officer, is not a PRC citizen, but resides in China and has established and maintains a major shareholding in our company. Based on our oral inquiry with the relevant local branch of SAFE, neither the requirements for registration under SAFE Circular 75 nor the requirements for registration under SAFE Circular 37 are applicable to Mr. Chen.

Mr. James Jian Liu, our executive director and chief operating officer, and a few other senior management personnel of our company, all of whom are PRC residents, became shareholders of our company as a result of the exercise of employee share options. Based on our inquiry with the relevant local branch of SAFE, any application to such local SAFE branch with respect to the registration of Mr. Liu and the other PRC resident shareholders' holdings of shares in our offshore holding company under SAFE Circular 75 or SAFE Circular 37 and related rules will not be officially accepted or examined because they became shareholders of our offshore holding company as a result of their exercise of employee share options.

However, we cannot conclude that SAFE or its local branch responsible for our PRC subsidiary's foreign exchange registrations will not later alter their position on and interpretation of the applicability of these foreign exchange regulations to Mr. Chen, Mr. Liu or the other PRC resident shareholders of our company. In the event that the registration procedures set forth in these foreign exchange regulations becomes applicable to Mr. Chen, Mr. Liu or any of the PRC resident shareholders of our company, we will urge these individuals to file necessary registrations and amendments as required under SAFE Circular 37 and related rules. However, we cannot assure you that all of these individuals can successfully file or update any applicable registration or obtain the necessary approval required by these foreign exchange regulations. We can provide no assurance that we will in the future continue to be informed of the identities of all PRC residents holding direct or indirect interests in our company. The failure or inability of such individuals to comply with the registration procedures set forth in these regulations may subject us to fines or legal sanctions, restrictions on our cross-border investment activities or our PRC subsidiary's ability to distribute dividends to, or obtain foreign-exchange-dominated loans from, our company, or prevent us from making distributions or paying dividends. As a result, our business operations and our ability to make distributions to you could be materially and adversely affected.

Furthermore, as these foreign exchange regulations are still relatively new and their interpretation and implementation has been constantly evolving, it is unclear how these regulations, and any future regulation concerning offshore or cross-border transactions, will be interpreted, amended and implemented by the relevant government authorities. We cannot predict how these regulations will affect our business operations or future strategy. 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 foreign exchange regulations. This may restrict our ability to implement our acquisition strategy and could adversely affect our business and prospects.

Failure to comply with PRC regulations regarding the registration requirements for employee share ownership plans or share option plans may subject the PRC plan participants or us to fines and other legal or administrative sanctions.

In 2006, the People's Bank of China promulgated the Administrative Measures of Foreign Exchange Matters for Individuals, which set forth the respective requirements for foreign exchange transactions by individuals (both PRC or non-PRC citizens) under either the current account or the capital account. In 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 share ownership plans or share option plans of an overseas publicly listed company. In 2007, also SAFE promulgated the Application Procedures of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Ownership Plan or Stock Option Plan of Overseas-Listed Company, or the Stock Option Rules.

In February 2012, SAFE promulgated the Notice on the Administration of Foreign Exchange Matters for Domestic Individuals Participating in the Stock Incentive Plans of Overseas Listed Companies, or the Stock Option Notice. This Stock Option Notice replaced the previous Stock Option Rules. The Stock Option Notice simplifies the requirements and procedures for the registration of stock incentive plan participants, especially in respect of the required application documents and the absence of strict requirements on offshore and onshore custodian banks, as were stipulated in the earlier Stock Option Rules. Under these rules, for PRC resident individuals who participate in stock incentive plans of overseas publicly listed companies, which includes employee stock ownership plans, stock option plans and other incentive plans permitted by relevant laws and regulations, a PRC domestic qualified agent or the PRC subsidiary of such overseas listed company must, among other things, file, on behalf of such resident, an application with SAFE or its local counterpart to obtain approval for an annual allowance with respect to the purchase of foreign exchange in connection with the stock holding or share option exercises as PRC residents may not directly use oversea funds to purchase shares or exercise share options. In addition, within three months after any substantial changes to any such stock incentive plan, including for example any changes due to merger or acquisition or changes to the domestic or overseas custodian agent, the domestic agent must update the registration with SAFE.

As our company became listed on the New York Stock Exchange, or the NYSE, in May 2011, we and our PRC citizen employees who participate in an employee share ownership plan or a share option plan are subject to these regulations. If we or our PRC optionholders fail to comply with these regulations, we or our PRC optionholders may be subject to fines and other legal or administrative sanctions. See “Item 4.B—Business Overview—Regulation—Regulations on Employee Stock Options Plans.”

We face uncertainties with respect to indirect transfers of equity interests in PRC resident enterprises by their non-PRC holding companies.

Pursuant to the Notice on Strengthening Administration of Enterprise Income Tax for Share Transfers by Non-PRC Resident Enterprises, or SAT Circular 698, issued by the State Administration of Taxation in 2009 with retroactive effect from January 1, 2008, if a non-resident enterprise transfers the equity interests of a PRC resident enterprise indirectly by disposing of the equity interests of an overseas holding company without a reasonable commercial purpose then it may be subject to PRC withholding tax at a rate of up to 10% from gains derived from this indirect transfer.

Although the SAT issued the Notice on Several Issues on the Administration of Enterprise Income Tax of Non-PRC Resident Enterprises in 2011, or SAT Circular 24, to provide further clarification on how SAT Circular 698 and its relevant provisions should be implemented, there remain uncertainties as to how “reasonable commercial purpose” is defined or determined or whether transactions conducted as part of an internal restructuring may be immune to re-characterization. In February 2015, the State Administration of Taxation issued SAT Notice on the Collection of Corporate Income Tax by Indirect Transfer of Assets by Non-Resident Companies, or SAT Circular 7, which attempts to clarify the meaning of “reasonable commercial purpose” and abolishes certain clauses of both Circular 698 and Circular 24. SAT Circular 7 also expands the concept of indirect transfer from equity interests to movable and

immovable property in China and provides safe harbor rules for the public trading of shares in a listed company holding taxable China assets and for indirect transfers resulting from a corporate restructuring. Further, SAT Notice 7 replaces the compulsory reporting requirement set forth in SAT Circular 698 with a voluntary reporting regime. SAT Circular 7 provides that, where an indirect transfer occurs, both parties to the indirect transfer must submit the relevant documents to the competent tax authority for tax filing purposes, and enterprise income tax will be payable after the share transfer agreement comes into effect and the registration of the share transfers is completed. Indirect transfers occurring before SAT Circular 7 but for which tax matters have not been resolved will be governed by SAT Circular 7.

There are still uncertainties as to the interpretation and implementation of SAT Notice 7. The PRC tax authorities have discretions under SAT Circular 698 and SAT Notice 7 to make adjustments to the taxable capital gains based on the difference between the fair value of the equity interests transferred and the cost of investments. We may pursue acquisitions in the future that may involve complex corporate structures. If we are considered a non-resident enterprise under the PRC Enterprise Income Tax Law and if the PRC tax authorities make adjustments to the taxable income of these transactions under Circular 698 and SAT Notice 7, our income tax expenses associated with such potential acquisitions will increase, which may adversely affect our financial condition and results of operations.

Imposition of any additional taxes could adversely affect our financial condition and results of operations.

Under the Enterprise Income Tax Law and its implementation rules, both of which became effective on January 1, 2008, 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 enterprise income tax at the rate of 25% on its global 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." The State Administration of Taxation issued the Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or SAT Circular 82, in 2009. SAT Circular 82 provides certain specific criteria for determining whether the "de facto management body" of a Chinese-controlled offshore-incorporated enterprise is located in China. See "Item 5—Operating and Financial Review and Prospects—Taxation—PRC." Although SAT Circular 82 only applies to offshore enterprises controlled by PRC enterprises, not those controlled by PRC individuals, the determining criteria set forth in Circular 82 may reflect the State Administration of Taxation's general position on how the "de facto management body" test should be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises or individuals. Although we do not believe that our legal entities organized outside of the PRC constitute PRC resident enterprises, it is possible that the PRC tax authorities could reach a different conclusion. In such case, we may be considered a resident enterprise and may therefore be subject to enterprise income tax at a rate of 25% on our global income. If we are considered a resident enterprise and earn income other than dividends from our PRC subsidiaries, a 25% enterprise income tax on our global income could significantly increase our tax burden and materially and adversely affect our cash flow and profitability.

Pursuant to the Enterprise Income Tax Law and its implementation rules, dividends generated after January 1, 2008 and payable by a foreign-invested enterprise in China to its foreign investors, which are non-PRC tax resident enterprises without an establishment in China, or whose income has no connection with their institutions and establishments inside China, are subject to withholding tax at a rate of 10%, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. We are a Cayman Islands holding company and we conduct substantially all of our operations in China through contractual arrangements between our wholly owned PRC subsidiaries and our consolidated affiliated entities. As long as our offshore holding companies are considered non-PRC resident enterprises, dividends that they respectively receive from our PRC subsidiaries may be subject to withholding tax at a rate of 10%. See "Item 5—Operating and Financial Review and Prospects—Taxation—PRC."

As uncertainties remain regarding the interpretation and implementation of the Enterprise Income Tax Law and its implementation rules, we cannot assure you that if we are regarded as a PRC resident enterprise, any dividends to be distributed by us to our non-PRC shareholders and ADS holders would not be subject to any PRC withholding tax at a rate of up to 10%. Similarly, any gain recognized by such non-PRC shareholders or ADS holders on the sale of shares or ADSs, as applicable, may also be subject to PRC withholding tax. If we are required under the Enterprise Income Tax Law to withhold PRC income tax on our dividends payable to our non-PRC enterprise shareholders and ADS holders, or on gain recognized by such non-PRC shareholders or ADS holders, such investors' investment in our ordinary shares or ADSs may be materially and adversely affected.

The audit report included in this annual report is prepared by an auditor that is not inspected by the Public Company Accounting Oversight Board, and, as such, you are deprived of the benefits of such inspection.

Our independent registered public accounting firm that issues the audit reports included in this annual report filed with the SEC, as auditors of companies that are traded publicly in the United States and a firm registered with the United States Public Company Accounting Oversight Board, or the PCAOB, is required by the laws of the United States to undergo regular inspections by the PCAOB to assess its compliance with the laws of the United States and professional standards. Because our auditors are located in the PRC, a jurisdiction where the PCAOB is currently unable to conduct inspections without the approval of the Chinese authorities, our auditors are not currently inspected by the PCAOB.

Inspections of other firms that the PCAOB has conducted outside China have identified deficiencies in those firms' audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. This lack of PCAOB inspections in China prevents the PCAOB from regularly evaluating our auditor's audits and its quality control procedures. As a result, investors may be deprived of the benefits of PCAOB inspections.

The inability of the PCAOB to conduct inspections of auditors in China makes it more difficult to evaluate the effectiveness of our auditor's audit procedures or quality control procedures as compared to auditors outside of China that are subject to PCAOB inspections. Investors may lose confidence in our reported financial information and procedures and the quality of our financial statements.

If additional remedial measures are imposed on the Big Four PRC-based accounting firms, including our independent registered public accounting firm, in administrative proceedings brought by the SEC alleging the firms' failure to meet specific criteria set by the SEC with respect to requests for the production of documents, we could be unable to timely file future financial statements in compliance with the requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act.

Starting in 2011 the Chinese affiliates of the "big four" accounting firms, including our independent registered public accounting firm, were affected by a conflict between U.S. and Chinese law. Specifically, for certain U.S.-listed companies operating and audited in mainland China, the SEC and the PCAOB sought to obtain from the Chinese firms access to their audit work papers and related documents. The firms were, however, advised and directed that under China law they could not respond directly to the U.S. regulators on those requests, and that requests by foreign regulators for access to such papers in China had to be channeled through the China Securities Regulatory Commission, or the CSRC.

In late 2012 this impasse led the SEC to commence administrative proceedings under Rule 102(e) of its Rules of Practice and also under the Sarbanes-Oxley Act of 2002 against the Chinese accounting firms, including our independent registered public accounting firm. A first instance trial of the proceedings in July 2013 in the SEC's internal administrative court resulted in an adverse judgment against the firms. The administrative law judge proposed penalties on the firms including a temporary suspension of their right to practice before the SEC, although that proposed penalty did not take effect pending review by the Commissioners of the SEC. On February 6, 2015, before a review by the Commissioners had taken place, the firms reached a settlement with the SEC. Under the settlement, the SEC accepts that future requests by the SEC for the production of documents will normally be made to the CSRC. The firms will receive matching Section 106 requests, and are required to abide by a detailed set of procedures with respect to such requests, which in substance require them to facilitate production via the CSRC. If they fail to meet specified criteria, the SEC retains authority to impose a variety of additional remedial measures on the firms depending on the nature of the failure. Remedies for any future noncompliance could include, as appropriate, an automatic six-month bar on a single firm's performance of certain audit work, commencement of a new proceeding against a firm, or in extreme cases the resumption of the current proceeding against all four firms.

In the event that the SEC restarts the administrative proceedings, depending upon the final outcome, listed companies in the United States with major PRC operations may find it difficult or impossible to retain auditors in respect of their operations in the PRC, which could result in financial statements being determined to not be in compliance with the requirements of the Exchange Act, including possible delisting. Moreover, any negative news about any such future proceedings against these audit firms may cause investor uncertainty regarding China-based, U.S.-listed companies

and the market price of our ADSs may be adversely affected.

If our independent registered public accounting firm were denied, even temporarily, the ability to practice before the SEC and we were unable to timely find another registered public accounting firm to audit and issue an opinion on our financial statements, our financial statements could be determined not to be in compliance with the requirements of the Exchange Act. Such a determination could ultimately lead to the delisting of our ADSs from the NYSE or deregistration from the SEC, or both, which would substantially reduce or effectively terminate the trading of our ADSs in the United States.

Risks Related to Our ADSs

Uncertainty involving certain proposed transactions that we have announced from time to time may adversely affect our business and the market price of our ADSs.

On June 10, 2015, our board of directors received a non-binding proposal letter from Mr. Joseph Chen, the chairman of our board of directors and our chief executive officer, and Mr. James Jian Liu, a member of our board of directors and our chief operating officer, proposing a "going-private" transaction. We have taken no formal action with respect to this non-binding proposal.

On September 30, 2016, we announced that we intended to spin off a newly formed subsidiary that would hold our Woxiu business and most of our investments in minority stakes in our investee companies. Our plan was to distribute rights to our shareholders on a pro rata basis that would be exercisable for shares in the entity that would hold these assets, and to distribute cash in lieu of fractional rights and cash to holders of rights who could not exercise or who chose not to exercise their rights.

On December 22, 2016, we announced that our board of directors had formed a special committee to review the terms of the proposed spin-off and that Mr. Tianruo Pu, Mr. Stephen Tappin and Ms. Hui Huang had been appointed by the board of directors to be the members of the special committee. We further announced that our board of directors had received a preliminary non-binding proposal from Mr. Chen, Mr. Liu and SoftBank Group Capital Limited to purchase shares of the entity that would hold the assets in the proposed spin-off. The preliminary non-binding proposal, which was received prior to our April 2017 disposition of a portion of our SoFi preferred shares, valued that entity at US$500 million, net of debt.

As of the date of this annual report, the special committee is currently considering a plan to dispose of Zhenzhong and most of our investments in minority stakes in our investee companies and to pay one or more special dividends from the proceeds. The special committee has broad power to negotiate the terms of a transaction for this purpose, whether involving Mr. Chen, Mr. Liu and SoftBank Group Capital Limited or any other party or parties, and the special committee will make the final determination as to whether our company will carry out any such transaction in whatever form. Although we plan to effect these transactions as soon as practicable, the terms of any transaction or transactions remain subject to the the approval of SoftBank Group Corp., the parent company of SB Pan Pacific Corporation, one of our largest shareholders, and the timing depends on other factors that are at least partially outside of our control. See "Item 10. Additional Information—B. Memorandum and Articles of Association—Voting Rights.

See "Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions."

These proposed transactions, whether or not any of them are consummated, may divert management focus, employee attention and resources from other strategic opportunities and from operational matters. In addition, if we dispose of assets and pay a special dividend, we expect the market price of our ADSs to fall significantly. Uncertainty about the future direction of our company may inhibit investors from buying our ADSs, which may reduce liquidity in the market for our ADSs. Also, any developments in the proposed transactions, such as our entering into or terminating any definitive agreement, may increase volatility of the trading price of our ADSs.

If the market price for our ADSs falls below US$1.00 for an extended period of time, or to US$0.16 at any time, our ADSs may be delisted from the NYSE.

If we dispose of Zhenzhong and most of our investments in minority stakes in our investee companies and pay a special dividend from the proceeds, as we plan to do, we expect the market price of our ADSs to fall significantly to reflect the value that will have been removed from our company and transferred to our shareholders as of the record date for the special dividend. See “Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions” for a description of the proposed transactions. Pursuant NYSE Rule 802.01C, a company will be considered to be below compliance standards if the average closing price of a security as reported on the consolidated tape is less than US$1.00 over a consecutive 30 trading-day period. Once notified, the company must bring its share price and average share price back above US$1.00 by six months following receipt of the notification. The company can regain compliance at any time during the six-month cure period if on the last trading day of any calendar month during the cure period the company has a closing share price of at least US$1.00 and an average closing share price of at least US$1.00 over the 30 trading-day period ending on the last trading day of that month. In the event that at the expiration of the six-month cure period, both a US$1.00 closing share price on the last trading day of the cure period and a US$1.00 average closing share price over the 30 trading-day period ending on the last trading day of the cure period are not attained, the NYSE will commence suspension and delisting procedures. In addition, we understand that the NYSE has a policy to suspend trading immediately and commence delisting procedures if the market price of securities falls to US$0.16 or less. While we believe that the value of our SNS business and our internet finance business together with the value of the cash that we will have on hand after the payment of any special dividend will exceed US$1.00 per ADS, we expect the market price of our ADSs to fall significantly to reflect the value that will have been removed from our company and transferred to our shareholders as of the record date for the special dividend, and we cannot assure you that our ADSs will remain in compliance with the NYSE listing rules. If our ADSs are delisted from the NYSE, the liquidity and value of an investment in our ADSs will be materially and adversely affected.

The market price for our ADSs has fluctuated and may continue to be volatile.

The market price for our ADSs has fluctuated significantly since we first listed our ADSs. Since our ADSs became listed on the NYSE on May 4, 2011, the closing prices of our ADSs have ranged from US$6.15 to US$90.05 per ADS, including retrospective adjustments for the change in the number of ordinary shares represented by each ADS that occurred on February 6, 2017. The last reported trading price on May 12, 2017 was US$6.15 per ADS.

The market price for our ADSs may be highly volatile and subject to wide fluctuations in response to factors including the following:

- regulatory developments in our industry affecting us or our competitors;

- announcements of studies and reports relating to the quality of our services or those of our competitors;
- changes in the economic performance or market valuations of other companies that provide SNS or internet finance services, or other internet companies;
- actual or anticipated fluctuations in our quarterly results of operations and changes or revisions of our expected results;
- changes in financial estimates by securities research analysts;
- conditions in the SNS industry or the internet industry in general;
- changes in the internet finance industry or in the used automobile industry;
- announcements by us or our competitors of new services, acquisitions, strategic relationships, joint ventures or capital commitments;
- additions to or departures of our senior management;
- fluctuations of exchange rates between the RMB and the U.S. dollar;
- sales or perceived potential sales of additional ordinary shares or ADSs;
- the payment of a special dividend.

In addition, the stock market in general, and the market prices for internet-related companies and companies with operations in China in particular, have experienced volatility that often has been unrelated to the operating performance of such companies. The securities of some China-based companies that have listed their securities in the United States have experienced significant volatility since their initial public offerings, including, in some cases, substantial price declines in the trading prices of their securities. The trading performances of these Chinese companies' securities after their offerings may affect the attitudes of investors toward Chinese companies listed in the United States, which consequently may impact the trading performance of our ADSs, regardless of our actual operating performance. In addition, any negative news or perceptions about inadequate corporate governance practices or fraudulent accounting, corporate structure or other matters of other Chinese companies may also negatively affect the attitudes of investors towards Chinese companies in general, including us, regardless of whether we have conducted any inappropriate activities. Broad market and industry fluctuations may adversely affect our operating performance. Volatility or a lack of positive performance in our ADS price may also adversely affect our ability to

retain key employees, most of whom have been granted options or other equity incentives.

Our dual-class voting structure allows our two largest shareholders to significantly influence our actions over important corporate matters, will limit your ability to influence corporate matters and could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial.

We have a dual-class voting structure which consists of Class A ordinary shares and Class B ordinary shares. Subject to certain exceptions, in respect of matters requiring the votes of shareholders, holders of Class A ordinary shares are entitled to one vote per share, while holders of Class B ordinary shares are entitled to ten votes per share. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while 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.

We issued Class A ordinary shares represented by our ADSs in our initial public offering in May 2011. Mr. Joseph Chen, who is our founder, chairman and chief executive officer, and SB Pan Pacific Corporation are our only shareholders who hold Class B ordinary shares. As of February 28, 2017, Mr. Joseph Chen, our founder, chairman and chief executive officer, beneficially owns approximately 20.9% of our outstanding Class A ordinary shares and approximately 55.8% of our outstanding Class B ordinary shares, representing in aggregate 48.6% of our total voting power, and SB Pan Pacific Corporation beneficially owns approximately 37.4% of our outstanding Class A ordinary shares and approximately 44.2% of our outstanding Class B ordinary shares, representing in aggregate 42.9% of our total voting power.

Due in large part to the disparate voting powers attached to the two classes of ordinary shares, Mr. Chen and SB Pan Pacific Corporation have controlling power over matters requiring shareholder approval, subject to certain exceptions. As between Mr. Chen and SB Pan Pacific Corporation, the approvals of SB Pan Pacific Corporation are required for certain important matters relating to our company. See “Item 10. Additional Information—B. Memorandum and Articles of Association—Ordinary Shares—Voting Rights.” This concentration of ownership and voting power in the hands of Mr. Chen and SB Pan Pacific Corporation may also discourage, delay or prevent a change in control of our company, which could have the dual effect of depriving our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company and reducing the price of our ADSs. These actions may be taken even if they are opposed by our other shareholders, including those who purchase ADSs. In addition, these persons could divert business opportunities away from us to themselves or others.

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

Sales of our ADSs or ordinary shares in the public market, or the perception that these sales could occur, could cause the market price of our ADSs to decline. As of February 28, 2017, not including options, we have 1,027,051,878 ordinary shares outstanding comprised of (i) 433,643,538 Class A ordinary shares represented by ADSs, which ADSs are freely transferable without restriction or additional registration under the Securities Act, (ii) 288,019,890 Class A ordinary shares not represented by ADSs, which are available for sale subject to volume and other restrictions as applicable under Rules 144 and 701 under the Securities Act, and (iii) 305,388,450 Class B ordinary shares which, following conversion to Class A ordinary shares by the holder of the Class B ordinary shares, are available for sale subject to volume and other restrictions as applicable under Rules 144 and 701 under the Securities Act.

Certain holders of our ordinary shares have the right to cause us to register under the Securities Act the sale of their shares. Registration of these shares under the Securities Act would result in ADSs representing these shares becoming freely tradable without restriction under the Securities Act immediately upon the effectiveness of the registration. Sales of these registered shares in the form of ADSs in the public market could cause the price of our ADSs to decline.

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, dated as of May 4, 2011, and amendment No. 1 to the deposit agreement, dated as of February 6, 2017, by and among our company, Citibank, N.A., as depositary, and the holders and beneficial owners of American depositary shares, holders of our ADSs will not be able to exercise voting rights attaching to the Class A ordinary shares represented 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 Class A ordinary shares represented by the ADSs. Upon receipt of your voting instructions, the depositary will vote the underlying Class A ordinary shares in accordance with these instructions.

Pursuant to our amended and restated memorandum and articles of association, we may convene a shareholders' meeting upon seven calendar days' notice. If we give timely notice to the depositary under the terms of the deposit agreement, which is 30 days' notice, the depositary will notify you of the upcoming vote and arrange to deliver our voting materials to you. We cannot assure you that you will receive the voting materials in time to instruct the depositary to vote the Class A ordinary shares underlying your ADSs, 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. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. This means that you may not be able to exercise your right to vote and there may be nothing you can do if the Class A ordinary shares underlying your ADSs are not voted as you requested. In addition, although you may directly exercise your right to vote by withdrawing the Class A ordinary shares underlying your ADSs, you may not receive sufficient advance notice of an upcoming shareholders' meeting to withdraw the Class A ordinary shares underlying your ADSs to allow you to vote with respect to any specific matter.

Your right to participate in any future rights offerings may be limited, which may cause dilution to your holdings, and you may not receive cash dividends if it is impractical to make them available to you.

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. However, we cannot make rights available to you in the United States unless we register both the rights and the securities to which the rights relate under the Securities Act or an exemption from the registration requirements is available. Under the deposit agreement, the depositary will not make rights available to you 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. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective and we may not be able to establish a necessary exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

The depositary of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on our ordinary shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of ordinary shares your ADSs represent. However, the depositary may, at its discretion, decide that it is inequitable or impractical to make a distribution available to any holders of ADSs. For example, the depositary may determine that it is not practicable to distribute certain property through the mail, or that the value of certain distributions may be less than the cost of mailing them. In these cases, the depositary may decide not to distribute such property to you.

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

Your ADSs are transferable on the books of the depositary. However, the depositary 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 depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary 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 in accordance with the terms of the deposit agreement.

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, we conduct substantially all of our operations in China and substantially all of our directors and officers reside outside the United States.

We are incorporated in the Cayman Islands and conduct substantially all of our operations in China through our PRC subsidiaries and consolidated affiliated entities. Most of our directors and officers reside outside the United States and a substantial portion of the assets of such directors and officers are located outside of the United States. As a result, it may be difficult or impossible for you to effect service of process within the United States upon us or these persons, or 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 enforcement in the Cayman Islands of judgments obtained in the federal or state courts of the United States (and the Cayman Islands are not a party to any treaties for the reciprocal enforcement or recognition of such judgments), a judgment obtained in such jurisdiction will be recognized and enforced in the courts of the Cayman Islands at common law, without any re-examination of the merits of the underlying dispute, by an action commenced on the foreign judgment debt in the Grand Court of the Cayman Islands, provided such judgment (a) is given by a foreign court of competent jurisdiction, (b) imposes on the judgment debtor a liability to pay a liquidated sum for which the judgment has been given, (c) is final, (d) is not in respect of taxes, a fine or a penalty, and (e) was not obtained in a manner and is not of a kind the enforcement of which is contrary to natural justice or the public policy of the Cayman Islands. However, the Cayman Islands courts are unlikely to enforce a judgment obtained from the U.S. courts under civil liability provisions of the U.S. federal securities law if such judgment is determined by the courts of the Cayman Islands to give rise to obligations to make payments that are penal or punitive in nature. Because such a determination has not yet been made by a court of the Cayman Islands, it is uncertain whether such civil liability judgments from U.S. courts would be enforceable in the Cayman Islands.

Our corporate affairs are governed by our amended and restated memorandum and articles of association, as amended and restated from time to time, and by the Companies Law (2016 Revision) and common law of the Cayman Islands. The rights of shareholders to take legal action against us and our directors, actions by minority shareholders and the fiduciary responsibilities of our directors 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 provides persuasive, but not binding, authority. 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 than 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 in U.S. federal courts.

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

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

Our amended and restated memorandum and articles of association contain certain provisions that could limit the ability of others to acquire control of our company, including a provision that grants authority to our board directors to establish from time to time one or more series of preferred shares without action by our shareholders and to determine, with respect to any series of preferred shares, the terms and rights of that series. The provisions could have the effect of depriving 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.

We may be a passive foreign investment company for United States federal income tax purposes, which could subject United States investors in the ADSs or ordinary shares to significant adverse United States income tax consequences.

Depending upon the value of our ordinary shares and ADSs and the nature of our assets and income over time, we could be a PFIC for United States federal income tax purposes. A non-United States corporation will be treated as a PFIC for any taxable year if either (i) 75% or more of its gross income for such year consists of certain types of "passive" income, or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly average) during such year is attributable to assets that produce passive income or are held for the production of passive income. Passive income is any income that would be foreign personal holding company income under the Internal Revenue Code of 1986, as amended, including, without limitation, dividends, interest, royalties, rents, annuities, net gains from the sale or exchange of property producing such income, net gains from commodity transactions, net foreign currency gains and income from notional principal contracts.

We believe we were classified as a PFIC for each of the past six taxable years ending on December 31. Although our PFIC status for the current taxable year will not be determinable until after the close of the year, we expect, but cannot guarantee, that we will be treated as a PFIC for the current taxable year due to our ownership of and income from significant assets treated as passive under the PFIC rules. Our PFIC classification for any particular year will depend on the value of our ordinary shares and ADSs, the nature of our assets and income over time, and the nature of our business. There can be no assurance that we will not be a PFIC for any future taxable year, even if we hold fewer passive investment assets as a result of planned disposition of assets.

If we are a PFIC for any taxable year in which you hold our ADSs or ordinary shares and you are a U.S. Holder (as defined in "Item 10.E—Additional Information—Taxation—United States Federal Income Tax Considerations—General"), yo generally will become subject to increased U.S. federal income tax liabilities and special U.S. federal income tax reporting requirements, unless you make a timely "mark-to-market" election to mitigate some of the applicable consequences. For more information on the U.S. federal income tax consequences to you that would result from our classification as a PFIC, see "Item 10.E Additional Information—Taxation—United States Federal Income Tax Considerations—Passive Foreign Investment Company Rules."

Item 4. Information on the Company

A. History and Development of the Company

We began our operations in China in 2002 through Beijing Qianxiang Tiancheng Technology Development Co., Ltd., or Qianxiang Tiancheng, which has subsequently become one of our consolidated affiliated entities through the contractual arrangements described below. CIAC/ChinaInterActiveCorp, or CIAC, was incorporated in August 2005 in the Cayman Islands. CIAC wholly owns Qianxiang Shiji Technology Development (Beijing) Co., Ltd., or

Qianxiang Shiji, a company established in Beijing and one of the subsidiaries through which we operate our business in China in reliance on a series of contractual arrangements.

Our current holding company, Renren Inc., was incorporated in February 2006 in the Cayman Islands under our prior name, Oak Pacific Interactive. Through a corporate restructuring in March 2006, CIAC's shareholders exchanged all of their outstanding ordinary and preferred shares of CIAC for ordinary and preferred shares of Oak Pacific Interactive on a pro rata basis. As a result, Oak Pacific Interactive acquired all of the equity interests in CIAC and CIAC became a wholly owned subsidiary of Oak Pacific Interactive. In December 2010, we changed our corporate name from Oak Pacific Interactive to Renren Inc.

On March 25, 2011, we implemented a ten-for-one share split. Except as otherwise indicated, all information in this annual report concerning share and per share data gives retroactive effect to the ten-for-one share split.

In May 2011, we completed our initial public offering, wherein we issued and sold 50,863,711 ADSs, and certain selling shareholders sold 10,201,289 ADSs, at an initial offering price of US$14.00 per ADS (without giving retroactive effect to the change in the number of ordinary shares represented by each ADS from three to fifteen that became effective on February 6, 2017). On May 4, 2011, our ADSs began trading on the NYSE under the symbol "RENN." In addition, concurrently with our initial public offering, we sold an aggregate of 23,571,426 Class A ordinary shares to certain unrelated third-party investors in a private placement, at a price of US$4.67 per Class A ordinary share.

In October 2011, we completed the acquisition of 100% of the equity interest in Wole Inc., a Cayman Islands limited liability company. Wole Inc. operated 56.com, a leading user generated content online video sharing website in China, through a set of contractual arrangements between Wole Inc.'s PRC subsidiary, Beijing Woxiu Information Technology Development Co., Ltd., and Qianjun Technology.

In March 2013, we completed a corporate restructuring wherein we moved our online games business to Shanghai Renren Games Technology Development Co., Ltd., or Renren Games, a PRC company incorporated in November 2012.

In October 2013, Baidu Holdings Limited, a subsidiary of Baidu, Inc., acquired approximately 59% of the equity interest of Nuomi Holdings Inc., or Nuomi, a wholly owned subsidiary of ours and a leading provider of group-buying services in China. In January 2014, Baidu Holdings Limited entered into a share purchase agreement with us and Nuomi to acquire all of our remaining equity interest in Nuomi. This transaction was completed on February 28, 2014.

In October 2014, Tianjin Jinhu Culture Development Co., Ltd, a subsidiary of Sohu.com Inc., acquired 100% of the equity interest of Qianjun Technology, a wholly owned subsidiary of ours and operator of the 56.com website. This transaction was completed on December 1, 2014.

In November 2015, our board of directors approved the disposition of our online game business. The disposition was subsequently completed in March 2016.

On February 6, 2017, we changed the number of ordinary shares represented by each ADS from three to fifteen. Except as otherwise indicated, all ADS and per ADS data in this annual report give retroactive effect to this change.

Our principal executive offices are located at 5/F, North Wing, 18 Jiuxianqiao Middle Road, Chaoyang District, Beijing, 100016, the People's Republic of China. Our telephone number at this address is +86 (10) 8448-1818. Our registered office in the Cayman Islands is located at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Our telephone number at this address is +1 345-949-8066. We also have offices in 37 cities in China, including Shanghai, Guangzhou and Wuhan.

Proposed Transactions

On June 10, 2015, our board of directors received a non-binding proposal letter from Mr. Joseph Chen, the chairman of our board of directors and our chief executive officer, and Mr. James Jian Liu, a member of our board of directors and our chief operating officer, proposing a "going-private" transaction. We have taken no formal action with respect to this non-binding proposal.

On September 30, 2016, we announced that we intended to spin off a newly formed subsidiary that would hold our Woxiu business and most of our investments in minority stakes in our investee companies. Our plan was to distribute rights to our shareholders on a pro rata basis that would be exercisable for shares in the entity that would hold these assets, and to distribute cash in lieu of fractional rights and cash to holders of rights who could not exercise or who chose not to exercise their rights.

On December 22, 2016, we announced that our board of directors had formed a special committee to review the terms of the proposed spin-off and that Mr. Tianruo Pu, Mr. Stephen Tappin and Ms. Hui Huang had been appointed by the board of directors to be the members of the special committee. We further announced that our board of directors had received a preliminary non-binding proposal from Mr. Chen, Mr. Liu and SoftBank Group Capital Limited to purchase shares of the entity that would hold the assets in the proposed spin-off. The preliminary non-binding proposal, which was received prior to our April 2017 disposition of a portion of our SoFi preferred shares, valued that entity at US$500 million, net of debt.

As of December 31, 2016, our balance sheet included US$695.3 million in long-term investments in some 58 unconsolidated subsidiaries and investment funds. We believe that it is necessary for us to reduce the number and aggregate size of these investments in order to mitigate the risk of being deemed to be an investment company within the meaning of the Investment Company Act.

As of the date of this annual report, the special committee is considering a revised plan to dispose of Zhenzhong, rather than our Woxiu business as previously announced together with most of our investments in minority stakes in our investee companies. We do not intend to effect this disposition through the distribution of rights to acquire shares in our wholly owned subsidiary that we formed to hold these assets to all our shareholders (as previously announced). Instead, as more fully described below, the plan would include the payment of one or more special cash dividends to all our shareholders paid from cash on hand, including some or all of the $91.9 million in net cash proceeds received in April 2017 from our sale of approximately 14.1% of our SoFi preferred share holdings and the proceeds from additional sales of investments for cash. The payment of one or more special cash dividends would represent an exception to, and not a change to, our dividend policy. See “Item 8. Financial Information—Dividend Policy.”

Excluding the assets of Zhenzhong, the assets that we are planning on disposing of have an aggregate book value in excess of US$600 million and include our investments in the following companies:

Equity method investments:

- Eall (Tianjin) Network Technology Co., Ltd.
- Golden Axe Inc. and Shenzhen Golden Axe Co., Ltd.
- Rise Companies Corp.
- Social Finance, Inc.

Cost method investments:

- Credit Shop Inc.
- Eunke Technology Ltd.
- GoGo Tech Holdings Limited
- LendingHome Corporation
- Motif Investing Inc.
- StoreDot Ltd.

Available-for-sale investments:

- Eall Technology Limited
- Omni Prime Inc.
- Snowball Finance Inc.

For more information on these investments see footnote 9 of the consolidated financial statements in this annual report. The four equity method investments listed above had an aggregate carrying value (which primarily reflects

historical investment costs and is not intended to estimate or reflect the fair value of those investments) of US$280.7 million as of December 31, 2016 (of which US$232.0 million in carrying value was attributable to our SoFi preferred shares, some of which have been sold since that time). The six cost method investments listed above have an aggregate fair value of US$174.7 million as of December 31, 2016. The fair values as of December 31, 2016, of the three available-for-sale investments listed above are US$2.9 million for Eall Technology Limited, US$27.1 million for Omni Prime Inc. and US$36.3 million for Snowball Finance Inc.

As of December 31, 2016, the carrying value of the assets and liabilities associated with Zhenzhong are US$5.7 million and US$2.2 million, respectively.

The timing and amount of any special dividend or dividends would depend in part on the manner in which we dispose of these assets. Given the number and variety of the assets in question, we hope to dispose of most of the assets in a single transaction, such as in one or more private placements of an entity holding these assets, rather than individually. However, we may dispose of certain of the assets individually, as we have done already with some of our shares in Social Finance, Inc., if we believe that this will facilitate the disposal of all of the assets on the most favorable terms available to us. We may dispose of assets to existing shareholders or to unrelated investors. To the extent that we dispose of assets to our existing shareholders, we may accept a waiver by those shareholders of all or part of their pro rata share of a contemporaneous cash dividend payable to all our shareholders as payment for those assets, in lieu of simultaneously distributing cash to them as a dividend and receiving the same amount of cash from them as a payment. We are still considering the preliminary non-binding proposal that we received from Mr. Chen, Mr. Liu and SoftBank Group Capital Limited, as mentioned above, but we have not agreed to terms with these shareholders at this time.

The special committee has broad power to negotiate the terms of a transaction or transactions for the purpose of disposing of these assets, whether involving Mr. Chen, Mr. Liu and SoftBank Group Capital Limited or any other party or parties, and the special committee will make the final determination as to whether our company will carry out any such transaction in whatever form. Although we plan to dispose of Zhenzhong and most of our investments in minority stakes in our investee companies as soon as practicable, the terms of any transaction or transactions remain subject to the approval of SoftBank Group Corp., the parent company of SB Pan Pacific Corporation, one of our largest shareholders, and in accordance with our articles of association, the timing depends on other factors that are at least partially outside of our control.

As noted above, we may complete the disposition of these assets through one or more private placements of an entity formed to hold them. It is possible that any such entity could be significantly owned or even controlled by our existing large shareholders, particularly if, as described above, these shareholders pay for their ownership interest by waiving all or a portion of any contemporaneous cash dividend payable by us to all our shareholders. Given their knowledge of the assets, it is also possible that certain of our current directors and officers who are directly involved in investing in or managing these assets at our company, including Mr. Chen and Mr. Liu, will be involved in the governance and management of any such entity and its assets. We do not believe that the potential for competition between our company and any such new entity is very high. Other than the Zhenzhong advertising agency business, any such new entity would only hold passive assets, and we do not intend to operate an advertising agency business after the Zhenzhong disposition. Similarly, at this time, we would not anticipate that the involvement of any of our current directors and officers with any such new entity would preclude them from effectively performing their other responsibilities for our company. In any event, to address possible conflicts of interest and to protect the interests of our company after the disposition, we intend to rely on non-compete, conflict of interest and other contractual provisions.

We are not disposing of our SNS or internet finance businesses, and we plan to remain listed on the NYSE after the completion of the proposed transactions. We believe that the value of our SNS and internet finance businesses, together with the value of the other assets that will remain in our company after the proposed transactions, will be more than sufficient to meet the continued listing requirements of the NYSE. However, if the market price of our ADSs falls further than we expect after we have paid one or more special cash dividends, it is possible that we may be unable to maintain our listing. See “Item 3.D—Key Information—Risk Factors—Risks Related to Our Business and Industry—the market price for our ADSs falls below US$1.00 for an extended period of time, or to US$0.16 at any time, our ADSs may be delisted from the NYSE.”

B. Business Overview

Overview

Renren operates a social networking internet platform and a rapidly growing internet finance business in China. Our social networking internet platform enables users to connect and communicate with each other, share photos and enjoy a wide range of other features and services, and we have employed a variety of strategies over the years to monetize this platform. Our internet finance business began with loans to college students in China to help them purchase consumer goods and currently focuses on providing financing to used automobile dealerships in China.

Our business model has been evolving continuously in response to changes in internet culture and competitive pressures in China, particularly in recent years. We disposed of Nuomi, our group-buy e-commerce business, in two stages in October 2013 and February 2014. We disposed of 56.com, our on-line video business, in December 2014. In November 2015, our board of directors approved the disposition of our online games business and we disposed of our entire online games business in March 2016. At the same time, we have also been branching out into new areas of business, primarily in the area of internet finance.

Currently, our primary services are:

- *Renren SNS*, which includes our main social networking website and mobile services and our social video platform *woxiu.com*; and

- *Internet Finance Business*, which includes used automobile financing, our business where we provide credit financing to used automobile dealers, and Renren Licai, a financing platform.

We are considering a plan to dispose of Zhenzhong. See “A. History and Development of the Company—Proposed Transactions.”

Renren SNS

Renren, our main social networking website plus mobile service, was historically the foundation of our service offerings. *Renren.com* and Renren Mobile App enable users to communicate and stay connected with their friends, classmates, family members and co-workers. We began at university campuses, and we believe our users include a significant portion of current college students and recent college graduates in China. Our social networking community has diversified over the years to include white-collar professionals, university-bound high school students and other demographics. Since December 2013, partly due to increased competition for the white collar demographic and their migration to social messaging services, we have begun re-focusing on the younger demographic such as university students. With more than 90% of our traffic now coming from our mobile services, we have transformed from a PC-based social networking company to a mobile-oriented social networking services provider.

As of December 31, 2014, 2015 and 2016, the cumulative total of our activated users was approximately 223 million, 228 million and 240 million, respectively. However, our monthly unique log-in users decreased from approximately 46 million in December 2014 to approximately 41 million in December 2015 and then further to approximately 35 million in December 2016. Furthermore, the average amount of time that unique log-in users spent on our platform decreased from approximately 4.0 hours in 2014 to approximately 1.8 hours in 2015 and then further to approximately 1.4 hours in 2016. The decrease in users' average time spent on our platform is primarily due to intense competition in the mobile internet environment, where there are numerous mobile applications dedicated to meet the specific needs of different users that have affected their stickiness to our platform.

Our SNS platform is accessible from internet-enabled devices, including mobile devices and personal computers, so that users can access our platform anytime from anywhere they are connected to the internet. We offer versions of our sites and client applications that have been optimized for a range of mobile device operating systems, including for iOS, Android and Windows. The mobile percentage of our monthly total user time spent on *renren.com* was 87.9%, 68.6% and 92.6% in December 2014, December 2015 and December 2016, respectively.

By providing content and applications that are attractive to Chinese internet users, we seek to strengthen our user base and increase user engagement and retention. With mobile devices having become the preferred method for Chinese internet users to access social networking services and other internet services, we have focused our research and development resources on mobile services and applications. Since 2015, we have continued to improve our Renren Mobile App's communication features. We opened our social graph from a friend-based network to a follow-based social network. In addition, multi-likes and mobile live streaming have been added to the app and are rapidly becoming popular features. The new features are compatible with our app strategy shift to an "online celebrity" type of format.

Historically, one of the primary approaches for us to monetize our user base was through online advertising services. We still offer a broad range of advertising formats and solutions, such as social ads, display ads, top promoted news feeds, sponsored online events, campaigns and virtual items on both web and mobile platforms of *renren.com*. For social ads, display ads, and top promoted news feed items, we have the capability to target and reach users meeting certain geographic and demographic criteria, such as educational background, life stage (for example, students or white collar workers), user interests and geographic location. We have developed mobile advertisement solutions which offer similar targeting capabilities, including location based recommendations. As of December 31, 2016, we had 61 sales representatives and supporting personnel in Zhenzhong for online advertising services. We are considering a plan to dispose of Zhenzhong. See "A. History and Development of the Company—Proposed Transactions."

Currently, we monetize our user base primarily through virtual items and VIP memberships. The majority of our revenue from virtual items is related to our live streaming services. Woxiu, which means "a show of your own" in Chinese, is a PC-based social video platform for users to stream their performances live to viewers. We launched Renren mobile live streaming in the second quarter of 2016 to serve as the mobile counterpart to Woxiu. With our social networking features, users can chat with the performer and other audience members and purchase virtual items

from us such as flowers, jewelry or sports cars to show their support and appreciation for the performers. The performers receive a portion of the purchase price for the virtual items that are gifted to them. Virtual items, such as cartoon images, flashes, birthday cards and gift cards containing our virtual currency, may also be sent by users to friends. Some virtual items are free and others need to be purchased. VIP memberships provide our SNS users with additional features and benefits such as larger size limits on photo albums and email inboxes.

Our Internet Finance Business

We launched our internet finance business in the fourth quarter of 2014 with Renren Fenqi, a financial service platform providing credit financing to college students in China for making purchases on e-commerce platforms on an installment payment basis. In the first quarter of 2015, we launched a used automobile financing service which provides credit financing to used automobile dealers in China. In the second quarter of 2015, we launched Renren Licai, a financing platform, as one source of funds for the credit financing that we extend in our internet finance business. In the second quarter of 2016, we stopped making loans through Renren Fenqi, and we are now only collecting the remaining installment payments as they come due. The last of these installment payments will be due in the second quarter of 2018. At the moment, the principal element of our internet finance business is our used automobile financing service.

As of December 31, 2016, we had extended credit in an aggregate of RMB 5,567.5 million (US$838.5 million) to a total of 797 used automobile dealers in 60 cities mainly concentrated in Shandong, Henan, Jiangsu, Xinjiang , Zhejiang and Sichuan provinces. This financing makes it possible for used automobile dealers to acquire and maintain inventory for their businesses. According to the China Automobile Dealers Association, sales of used automobiles in China totaled approximately 10.4 million units in 2016, as compared with 9.4 million units in 2015 and 9.2 million units in 2014.

We have 331 employees in 52 cities across China who visit both existing and potential borrowers on a regular basis. When they identify a potential borrower, they evaluate the business, inspect the inventory and gather financial information.

We have 41 employees on our credit control team in Shanghai who conduct a background check on the borrowers, confirm that they have a proper business license, and evaluate their creditworthiness on the basis of their financial records and information in third-party online databases. The term of our loans to used automobile dealerships are from three months to six months, and we reevaluate when we deem it neccessary.

We have 58 employees in our offices in Beijing who maintain a database of all the information that we gather and generate in the process of making loans, including records on the dealerships and their owners, the results of the background checks, financial data on the loans that have been made and the loans that remain outstanding, payment histories, the registration numbers of the vehicles and their engine serial numbers and other information.

Our loans to used automobile dealerships are structured on a sale-and-leaseback basis, whereby the dealership sells us the vehicle before leasing it back from us. We do not formally transfer the registration of the vehicle into our name or file mortgage registrations relating to the lease of the vehicle, but our contract with the lessor obligates them not to take any action that could undermine our title to the vehicle, and we retain in our control all documents relating to the vehicle and title and provide markings for the vehicle identifying it as owned by us. Our employees inspect the cars that are sold and leased back under these arrangements and visit the borrowers periodically to ensure that cars recorded as still in inventory have not been sold and that cars that have been sold are replaced by new inventory that becomes part of the security for the loans.

Funds for our internet finance business are provided by our issuance of asset-backed securities collateralized by that credit financing, other peer-to-peer platforms and Renren Licai, our financing platform. In January 2016, we originated China’s first asset-backed security product collateralized by finance leasing of used automobiles with an issuance in the amount of RMB 299.8 million (US$45.2 million) and a term of 12 months. This product trades on the Shanghai Stock Exchange. In September 2016, we originated a second, similar asset-backed security product, also collateralized by finance leasing of used automobiles and also listed on the Shanghai Stock Exchange, in the amount of RMB 510.6 million (US$76.9 million) and a term of 21 months. These asset-backed securities are reflected as

liabilities on our balance sheet and the corresponding collateral, which is constantly renewed over the life of the securities, as assets. The financing that is provided by other peer-to-peer platforms and Renren Licai is primarily short-term, with a term of one to three months.

We are developing a lead generation and customer relationship management (CRM) solution for real estate professionals in the United States under the brand name Chime. Chime is being designed to help real estate professionals launch marketing campaigns, track leads' activities, build customer relationships, and seamlessly manage teams across multiple devices. Our Chime research and development team is based in Beijing and Wuhan and our Chime sales team is based in Utah. This business is still in an early stage.

We are also taking steps to develop an online wealth management platform in China by providing advisor services to institutional investors. This business is still in an early stage.

Strategic Investments

In launching our new internet finance business and in developing new business lines for our social networking and internet finance businesses, one of our principal business activities was evaluating and making a series of long-term investments in privately held companies that we believe offer us synergies or access to resources and know-how. The majority of these investments by value is concentrated in the fields of internet finance, social finance, and real estate investment and management, and our new internet finance business was made possible through the use of experience and know-how that we have acquired through our investments in companies in related areas.

The number and aggregate size of our long-term investments is significant. As of December 31, 2016, we had US$695.3 million of long-term investments, including US$357.7 million in equity method investments, US$194.4 million in cost method investments, and US$143.2 million in available-for-sale investments. Our single largest long-term investment as of December 31, 2016 was a 21.06% interest in SoFi with a book value of US$232.0 million, which accounted for 33.4% of our total long-term investments as of that date. Notes 9 and 24 to our financial statements included in this annual report gives detailed disclosure on our long-term investments.

We typically invested in early-stage companies where we could offer advice and guidance in shaping the company's development. While we have primarily invested through the acquisition of non-controlling interests, we normally obtain a board seat as a condition of making an investment of significant size. In order to prevent our ownership interest from being diluted, we have invested in multiple rounds of financing in certain companies.

Our strategy of acquiring non-controlling interests allowed us to invest in more companies than would have been the case if we were to only acquire controlling interests. Furthermore, our strategy of acquiring non-controlling interests greatly expanded the selection of companies that we could invest in, as founders of early-stage companies are often unwilling to sell a controlling interest. We believe that our connections with companies with related businesses helps us achieve our strategic goals for our social networking and internet finance businesses even in the absence of control.

Due to the risk of being deemed to be an investment company, we are no longer seeking to make significant additional long-term investments in minority interests in privately held companies, and we are seeking to dispose of most of the interests that we previously acquired. See "Item 3.D—Key Information—Risk Factors—Risks Related to Our Business and Industry—If we are deemed an 'investment company' under the Investment Company Act of 1940, it would adversely affect the price of our ADSs and ordinary shares and could have a material adverse effect on our business."

Our long-term investments in early-stage companies did not significantly impact our results of operations before the year 2016. However, we had impairment of long-term investments of US$102.3 million in the year ended December 31, 2016. Of this, US$50.8 million was due to impairment of our investment in 268V Limited and US$32.3 million was due to impairment of our investment in Motif Investing Inc. Impairment of long-term investments has significantly increased our net losses for the year ended December 31, 2016.

In addition to our long-term investments in early-stage companies, we made a number of long-term investments in investment partnerships and short-term investments in financial instruments. These investments were made for cash management purposes. Notes 8 and 9 to our financial statements included in this annual report give detailed disclosure on these investments. Certain of these investments were a major factor affecting our results of operations and financial condition prior to 2016. See "Item 3.D—Key Information—Risk Factors—Risks Related to Our Business and Industry—If we fail to manage our cash prudently, we may suffer material losses or material fluctuation in the value of our assets or be unable to carry out our business strategies."

Payment Methods and Systems

We have two forms of virtual currency that we make available to our users: “Renren Beans” and “Renren Points.” Renren Beans can be used to purchase any of our IVAS or other paid services and applications for users. Renren Points are for use specifically with our mobile live streaming services. We launched Renren Beans in October 2007 and Renren Points concurrently with our launch of mobile live streaming in March 2016.

Users can acquire Renren Beans either online or offline and acquire Renren Points online:

- Online—Users can purchase the virtual currency directly on our Renren platform through third-party online payment systems using bank cards and mobile and SMS payments, among other methods. In cooperation with third-party payment service providers, such as Alipay, 99 Bills, Yeepay and Jcard, we provide a wide selection of payment services to users.

- Offline—Users can purchase online prepaid cards redeemable for our virtual currency from retail points across China, which primarily consist of newsstands, convenience stores and internet cafés.

Our internet finance business uses third-party payment service providers such as Alipay, Yeepay and 99 Bills to transfer funds to and from users.

Sales and Marketing

Internet Finance Sales

We have established a team of sales and marketing personnel dedicated to our internet finance business. As of December 31, 2016, we had 331 sales and marketing personnel focusing on our growing internet finance business. Most of these personnel visit used automobile dealerships to persuade dealers to take out or renew loans from us. We also have sales and marketing personnel based in Utah who are responsible for growing our incipient Chime business.

Advertising Sales

As is customary in China, we sell our online advertising services and solutions primarily through third-party advertising agencies that represent end-advertisers. As of December 31, 2016, we had 61 sales representatives and supporting personnel for online advertising services. Our sales force for online advertising services is organized by industry and provides a broad range of services and solutions.

Marketing and Brand Promotion

We believe that brand recognition is important to our ability to attract users. We have engaged in both online and offline marketing activities to promote our Renren brand. To date, user recognition of our Renren brand has primarily grown virally, and we have built our Renren brand with modest marketing and brand promotion expenditures. From 2014 to 2016, we launched a series of online and offline branding campaigns to solidify our brand among the young generation. Although we may have to expand on our promotions from time to time, especially when we launch new services or products, our marketing expenses for these promotions are relatively small when compared to those of our principal competitors.

To encourage such viral growth, we focus on continuously improving the quality of our services, as we believe satisfied users and their friends are more likely to recommend our services to others. We also work with other operators and platforms for cross-marketing and co-branding projects to further leverage our existing brand value.

We have a marketing team that initiates various marketing activities. For example, we market our services through media partnerships, co-branding campaigns with other brands, initiatives with hit movies and sponsorship of cultural events such as music festivals. From 2014 to 2016, we organized a marketing think tank alliance "Young People Matter" with leading consumer brands, major advertising agencies and a variety of other organizations in China. We hosted a series of events for the alliance members to conduct direct conversations with college students, particularly the thought leaders and active users on *renren.com*. We believe that this alliance and its events further strengthened Renren's reputation as an SNS platform for the young population in China and we expect to continue to actively participate in it.

Seasonality

Seasonal fluctuations and industry cyclicality have affected our online advertising services and internet finance business in the past. Our Renren SNS business is indirectly affected during the summer and winter vacations because many students do not broadcast when they are away from school. Our internet finance business is indirectly affected by seasonality in used automobile sales, which tends to affect dealers' need for financing for new inventory. Used automobile sales tend to be lower in the first quarter of each year than in the other three quarters due to the effect of the Chinese New Year holiday. As our internet finance business is still growing rapidly, seasonality may be less evident than it otherwise would be, and as our internet finance business continues to evolve, the nature of our seasonality may change.

Competition

The internet industry in China is rapidly evolving and highly competitive. We face significant competition in almost every aspect of our business. In our social networking business, we compete with companies and services such as Tencent's WeChat, QQ Mobile and Q-zone, SINA's Weibo, Momo, YY, Huajiao and Douyu. We may also face potential competition from global social networking service providers that seek to enter the China market. In our internet finance business, we primarily compete with Limiku.com and DYCD.com in automobile financing services. We expect the competition in the industry finance industry in China will continue to intensify as the industry develops in the near future.

We compete for users and user engagement primarily on the basis of helping users communicate, share and have fun on our platform as a result of quality and innovation in our user-facing products, as well as brand name and recognition and quality of user-generated content. We believe the mobile market competitive landscape will continue to intensify in the near future.

We compete for internet finance business primarily on our risk management and data management capabilities, our brand reputation, our sales capability, our stable partner relationships, our technical strength and our process management.

Regulation

This section summarizes the principal current PRC laws and regulations relevant to our business and operations.

Regulations on Value-Added Telecommunications Services

In 2000, the State Council promulgated the Telecommunications Regulations which draw a distinction between "basic telecommunication services" and "value-added telecommunication services." The Telecommunications Regulations were subsequently revised in 2014 and again in 2016. In December 2015, the MIIT published the Classification Catalogue of Telecommunications Services, or the 2015 Catalogue, which took effect on March 1, 2016. The first catalogue was published in September 2000 and was subsequently amended in 2001 and 2003, respectively. Under the 2015 Catalogue, "value-added telecommunication services" was further classified into two sub-categories and 10 items. Internet content provision services, or ICP services, is under the second subcategory of value-added telecommunications businesses. Under the Telecommunications Regulations, commercial operators of value-added

telecommunications services must first obtain an operating license from the MIIT or its provincial level counterparts.

In 2000, the State Council issued the Administrative Measures on Internet Information Services, or the Internet Measures, which were subsequently revised in 2011. 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 2009, the MIIT promulgated the Administrative Measures on Telecommunications Business Operating License, 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.

In 2004, the MIIT issued a notice stating that mobile network carriers can only provide mobile network access to those mobile internet service providers that have obtained licenses from the MIIT before conducting operations, and that such carriers must terminate mobile network access for those providers who have not secured the required licenses.

To comply with these laws and regulations, our information services operator, Qianxiang Tiancheng, holds a value-added telecommunications business operating license and an ICP license, and our ICP operators Qianxiang Wangjing and Wole Shijie both hold ICP licenses.

Restrictions on Foreign Ownership in Value-Added Telecommunications Services

According to the Provisions on Administration of Foreign Invested Telecommunications Enterprises, or the FITE Provisions, promulgated by the State Council in December 2001 and amended in September 2008, the ultimate foreign equity ownership in a value-added telecommunications service provider must not exceed 50%. Moreover, for a foreign investor to acquire any equity interest in a value-added telecommunication business in China, it must demonstrate a good track record and experience in operating value-added telecommunications services. Foreign investors that meet these requirements must obtain approvals from the MIIT and the Ministry of Commerce or its authorized local branches, and the relevant approval application process usually takes six to nine months.

In 2006, the MIIT issued the Notice of the MIIT on Intensifying the Administration of Foreign Investment in Value-added Telecommunications Services. This 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 this notice, either the holder of a value-added telecommunication business operating license or its shareholders must legally own the domain names and trademarks used by such license holders in their provision of value-added telecommunication services. The 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 addition, all value-added telecommunications service providers are required to maintain network and internet security in accordance with the standards set forth in relevant PRC regulations. If a license holder fails to comply with the requirements in the notice and cure such non-compliance, the MIIT or its local counterparts have the discretion to take measures against such license holders, including revoking their value-added telecommunications business operating licenses.

To comply with these regulations, we operate our websites through our PRC domestic companies, i.e., Qianxiang Tiancheng, Qianxiang Wangjing and Wole Shijie, each holds relevant licenses and permits.

Regulations on Internet Content Services

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 with respect to maintaining the security of internet operations and internet content. According to these laws, as well as the Administrative Measures on Internet Information Services, violators may be subject to penalties, including criminal sanctions, for internet content that:

- opposes the fundamental principles stated in the PRC constitution;

- 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 superstition;
- 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 service operators are required to monitor their websites. 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, order them to suspend their operations, or revoke their ICP licenses.

In February 2015, the China Internet Network Information Center promulgated the Administrative Provisions on Account Names of Internet Users, which became effective as of March 1, 2015. These provisions require all internet information service users to authenticate their real identity information for the registration of accounts and to comply with seven basic requirements, including observing the laws and regulations, upholding the socialist regime, protecting state interests and, among other requirements, ensuring the authenticity of any information they provide. Relevant internet information service providers are responsible for the protection of users' privacy, the consistency of user information, such as account names, avatars, and the requirements contemplated in the provisions, making reports to the competent authorities regarding any violation of the provisions, and taking appropriate measures to stop any such violations, such as notifying the user to make corrections within a specified time and suspending or closing accounts in the event of continue non-compliance.

To comply with these laws and regulations, we have adopted internal procedures to monitor content displayed on our websites, including a team of employees dedicated to screening and monitoring content uploaded on our websites and removing inappropriate or infringing content.

Regulations on Internet Publishing

The Administrative Provisions on Online Publishing Services, or the Online Publishing Provisions, was jointly issued by the MIIT and the State General Administration of Press, Publication, Radio, Film and Television in 2016, and came into effect on March 10, 2016. The Online Publishing Provisions define "online publishing services" as providing online publications to the public through information networks. Any online publishing services provided in the territory of the PRC are subject to these provisions. The Online Publishing Provisions requires any internet publishing services provider to obtain an online publishing service license to engage in online publishing services. Under the Online Publishing Provisions, online publications refers to digital works which have publishing features such as digital work that have been edited, produced or processed and which are made available to the public through information networks, including written works, pictures, maps, games, cartoons, audio/video reading materials and other methods. Any online game shall obtain approval from SAPPRFT before it is launched online. Furthermore, Sino-foreign equity joint ventures, Sino-foreign cooperative joint ventures and wholly foreign-owned enterprises cannot engage in providing web publishing services.

Regulations on Information Security

The Ministry of Public Security promulgated measures in 1997 that prohibit the use of the internet in ways which, among other things, result in a leakage of state secrets or the distribution of socially destabilizing content. Socially destabilizing content includes any content that incites defiance or violations of PRC laws or regulations or subversion of the PRC government or its political system, spreads socially disruptive rumors or involves cult activities, superstition, obscenities, pornography, gambling or violence. State secrets are defined broadly to include information

concerning PRC national defense, state affairs and other matters as determined by the PRC authorities. 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.

In 2005, the Ministry of Public Security promulgated Provisions on Technological Measures for Internet Security Protection, which require all ICP operators to keep records of certain information about their 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. The ICP operators must regularly update information security systems for their websites with local public security authorities, and must also report any public dissemination of prohibited content. If an ICP operator violates these measures, the PRC government may revoke its ICP license and shut down its websites.

In November 2016, the Standing Committee of the National People's Congress issued the Cyber Security Law, which will come into effect on June 1, 2017. This is the first Chinese law that focuses exclusively on cyber security. The Cyber Security Law provides that network operators must set up internal security management systems that meet the requirements of a classified protection system for cybersecurity, including appointing dedicated cybersecurity personnel, taking technical measures to prevent computer viruses, network attacks and intrusions, taking technical measures to monitor and record network operation status and cybersecurity incidents, and taking data security measures such as data classification, backup and encryption. The Cybersecurity Law also imposes a relatively vague but broad obligation to provide technical support and assistance to the public and state security authorities in connection with criminal investigations or for reasons of national security. The Cybersecurity Law also requires network operators that provide network access or domain name registration services, landline or mobile phone network access, or that provide users with information publication or instant messaging services, to require users to provide a real identity when they sign up. The Cyber Security Law sets high requirements for the operational security of facilities deemed to be part of the PRC's "key information infrastructure". These requirements include data localization, i.e., storing personal information and important business data in China, and national security review requirements for any network products or services that may have an impact on national security. Among other factors, "key information infrastructure" is defined as critical information infrastructure that will, in the event of destruction, loss of function or data leak, result in serious damage to national security, the national economy and people's livelihood, or the public interest. Specific reference is made to key sectors such as public communication and information services, energy, transportation, water-resources, finance, public service and e-government. A prior draft of the Cyber Security Law included reference to any networks with a large number of users, but this language was deleted in the final version of the law.

Our PRC companies which are ICP operators have completed the mandatory security filing procedures with the respective local public security authorities, regularly update their information security and content-filtering systems with newly issued content restrictions, and maintain records of users' information as required by the relevant laws and regulations. They have also taken measures to delete or remove links to content that to their knowledge contains information violating PRC laws and regulations. Substantially all of the content published on our websites is manually screened by employees who are dedicated to screening and monitoring content published on our website and removing prohibited content. All of the other content, primarily consisting of comments posted by users, is first screened by our filtering systems and content containing prohibited words or images is manually screened by our employees. We believe that with these measures in place, no prohibited content under PRC information security laws and regulations should have been publicly disseminated through our website in the past. However, due to the significant amount of content published on our website by our users on a daily basis, if any prohibited content is publicly disseminated in the future and we become aware of it, we will report it to the relevant governmental authority. We believe these measures are generally in compliance with the relevant laws and regulations.

Regulations on Internet Privacy

In recent years, PRC government authorities have enacted legislation on internet use to protect personal information from any unauthorized disclosure. The PRC law does not prohibit ICP operators from collecting and analyzing personal information from their users. However, the Administrative Measures on Internet Information Services

prohibit an ICP operator from insulting or slandering a third party or infringing the lawful rights and interests of a third party. Pursuant to Administrative Measures on Internet Electronic Messaging Services, 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. In December 2011, the MIIT promulgated the Several Provisions on Regulating the Market Order of Internet Information Services, which became effective in March 2012. Without obtaining the consent from the users, telecommunication business operators and ICP operators may not collect or use the users' personal information. The personal information collected or used in the course of provision of services by the telecommunication business operators or ICP operators must be kept in strict confidence, and may not be divulged, tampered with or damaged, and may not be sold or illegally provided to others. The ICP operators are required to take certain measures to prevent any divulge, damage, tamper or loss of users' personal information.

In December 2012, the Standing Committee of the National People's Congress of the PRC issued the Decision on Strengthening the Protection of Online Information. Under this decision, ICP operators are required to take such technical and other measures necessary to safeguard information against inappropriate disclosure. To further implement this decision and relevant rules, MIIT issued the Regulation of Protection of Telecommunication and Internet User Information in 2013.

In November 2016, the Standing Committee of the National People's Congress issued the Cyber Security Law, which will come into effect on June 1, 2017. The Cybersecurity Law imposes certain data protection obligations on network operators, including that network operators may not disclose, tamper with, or damage users' personal information that they have collected, and that they are obligated to delete unlawfully collected information and to amend incorrect information. Moreover, internet operators may not provide users' personal information to others without consent. Exempted from these rules is information irreversibly processed to preclude identification of specific individuals. Also, the Cybersecurity Law imposes breach notification requirements that will apply to breaches involving personal information.

To comply with these laws and regulations, we require our users to accept a user term whereby they agree to provide certain personal information to us, and have established information security systems to protect users' privacy and have filed them with the MIIT or its local branch as required.

Regulations on Virtual Currency

The Notice on the Reinforcement of the Administration of Internet Cafes and Online Games, jointly issued by the Ministry of Culture, the People's Bank of China and other government authorities in 2007, directs the People's Bank of China to strengthen the administration of virtual currency in online games to avoid any adverse impact on the real economic and financial systems. This notice provides that the total amount of virtual currency issued by online game operators and the amount purchased by individual users should be strictly limited, with a strict and clear division between virtual transactions and real e-commerce transactions. This notice also provides that virtual currency should only be used to purchase virtual items.

The Notice on the Strengthening of Administration on Online Game Virtual Currency, jointly issued by the Ministry of Culture and the Ministry of Commerce in 2009, broadly defined virtual currency as a type of virtual exchange instrument issued by internet game operation enterprises, purchased directly or indirectly by the game user by exchanging legal currency at a certain exchange rate, saved outside the game programs, stored in servers provided by the internet game operation enterprises in electronic record format and represented by specific numeric units. Virtual currency is used to exchange internet game services provided by the issuing enterprise for a designated extent and time, and is represented by several forms, such as online prepaid game cards, prepaid amounts or internet game points, and does not include game props obtained from playing online games. In 2009, the Ministry of Culture further

promulgated the Filing Guidelines on Online Game Virtual Currency Issuing Enterprises and Online Game Virtual Currency Trading Enterprises, which specifically defines “issuing enterprise” and “trading enterprise” and stipulates that a single enterprise may not operate both types of business.

Qianxiang Wangjing possesses an Online Culture Operating Permit with a business scope encompassing the “issuance of virtual currency”.

Regulations on Advertisements

The PRC government regulates advertising, including online advertising, principally through the State Administration for Industry and Commerce. We conduct our advertising business (including our Zhenzhong business) through consolidated affiliated entities in China, namely Qianxiang Tiancheng and Qianxiang Wangjing.

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

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

In July 2016, the State Administration for Industry and Commerce issued the Interim Measures for the Administration of Internet Advertising, which became effective on September 1, 2016. These interim measures clarify that "internet advertisements" means commercial advertisements that promote commodities or services directly or indirectly via internet media such as websites, webpages and internet applications in the form of texts, pictures, audio, video or other forms. These interim measures also create a number of new requirements for internet advertisers. For example, these interim measures state that paid search advertisements should be clearly distinguished from ordinary search results. In addition, consistent with the Advertising Law, these interim measures require that advertisements published on internet pages in the form of pop-ups or other similar forms shall be clearly marked with a "close" button to ensure "one click to close". The measures also prohibit unfair competition in internet advertisement publishing, including (1) providing or using any programs or hardware to intercept or filter any legally operated advertisements of other persons; and (2) using network pathways, network equipment or applications to disrupt the normal data transmission of advertisements, alter or block legally operated advertisements of other persons or load advertisements without authorization. Violation of these regulations may result in fine of no more than RMB 30,000, with any punishments administrated by the Administrative Authority for Industry and Commerce in the place where the advertisement publisher is located.

Regulations on Broadcasting Audio/Video Programs through the Internet

In 2004, the SARFT promulgated the Rules for the Administration of Broadcasting of Audio/Video Programs through the Internet and Other Information Networks, or the A/V Broadcasting Rules. These rules apply to the launch, broadcasting, aggregation, transmission or download of audio/video programs via televisions, mobile phones and the internet and other information networks. 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.

In 2007, the SARFT and the MIIT jointly issued the Rules for the Administration of Internet Audio and Video Program Services, commonly known as Circular 56, which came into effect as of January 31, 2008. Circular 56 reiterates the requirement set forth in the A/V Broadcasting Rules that online audio/video service providers must obtain a license from the SARFT. Furthermore, Circular 56 requires all online audio/video service providers to be either wholly state-owned or state-controlled. According to relevant official answers to press questions published on the SARFT's website dated February 3, 2008, officials from the SARFT and the MIIT clarified that online audio/video

service providers that already had been operating lawfully prior to the issuance of Circular 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 Circular 56 was issued. Such policies have been reflected in the Application Procedure for Audio/Video Program Transmission License.

In 2009, the SARFT released a Notice on Strengthening the Administration of Online Audio/Video Content. This notice reiterated, among other things, that all movies and television shows released or published online must comply with relevant regulations on the administration of radio, film and television. In other words, these movies and television shows, whether produced in the PRC or overseas, must be pre-approved by SARFT, and the distributors of these movies and television shows must obtain an applicable permit before releasing any such movie or television show. In 2012, SARFT and the State Internet Information Office of the PRC issued a Notice on Improving the Administration of Online Audio/Video Content Including Internet Drama and Micro Films. In 2013, the State Administration for Press, Publication, Radio, Film and Television (formed when GAPP was combined with SARFT in March 2013) released a Supplemental Notice on Improving the Administration of Online Audio/Video Content Including Internet Drama and Micro Films. This notice stresses that entities producing online audio/video content, such as internet dramas and micro films, must obtain a permit for radio and television program production and operation, and also that online audio/video content service providers should not release any internet dramas or micro films that were produced with any entity lacking such permit. For internet dramas or micro films produced and uploaded by individual users, the online audio/video service providers transmitting such content will be deemed responsible as the producer. Further, under this notice, online audio/video service providers can only transmit content uploaded by individuals whose identity has been verified and which content complies with the relevant content management rules. This notice also requires that online audio/video content, include internet drama and micro films, be filed with the relevant authorities before release.

In September 2016, SARFT issued a Circular on Strengthening the Administration on Online Live Broadcast of Audio/Video Programs. The circular requires that providers of live online broadcasts of audio/video programs must obtain an audio/video program transmission license. The circular also prohibits any organization or person on the internet from calling themselves a “television” or “television station” without authorization.

In November 2016, the Cyberspace Administration of China issued Regulations for the Administration of Online Live Streaming Services, or the Online Live Steaming Service Regulations, which took effect on December 1, 2016. The Online Live Steaming Service Regulations require that all live streaming services providers and distributors obtain licenses for their services, including that: (i) live streaming services providers and distributors of online streaming news must obtain a permit for the provision of news information services over the internet and (ii) providers of live performance broadcasts or streaming and providers of live broadcasts of online audio/video programs must also obtain the corresponding permits. The Online Live Streaming Service Regulations also require service providers to censor content before releasing it, and to establish systems that allow them to block illegal live streams immediately. The Online Live Streaming Services Regulations introduce “know your performer” procedures for streaming services providers in respect of all performers on their platforms, including through ID checks and real-name verification, as many artists use pseudonyms or stage names. Streaming services providers are also required to verify through follow-up interviews or other means all data they collect in that regard. Access to streaming services is also supposed to be restricted, which means available only with registration. Further, if chat room functions or other interactive services are offered on such sites, then streaming services providers have the added obligation of reporting any illegal content posted by their users to the relevant authorities. However, there are no guidelines as yet as to what constitutes “illegal content.”

In December 2016, the Ministry of Culture released the Administrative Measures for Online Performance Business Activities. These measures target providers of online live performance broadcasts and streaming that derive a profit from such activities through advertising, sponsorship or by charging for access. These measures came into effect on January 1, 2017, and require streaming services providers to obtain a permit from the provincial cultural affairs bureau and to display their license number in a prominent place on the website, such as on the homepage or landing page.

Wole Shijie operates woxiu.com, a social video platform for users to stream performances live to viewers. In addition, we also opened our social graph from a friend-based network to a follow-based social network, and multi-likes and mobile live streaming have been added to the app and are rapidly becoming popular features. For such services we intend to apply for an Audio/Video Program Transmission License. See “Item 3.D—Key Information—Risk Factors—Risks Related to Our Business and Industry—We might not be able to obtain an Audio/Video Program Transmission License for Woxiu and our mobile live streaming services.”

Regulations on Internet Mapping Services

Under the Surveying and Mapping Law adopted by the National People's Congress, entities engaged in surveying and mapping services should obtain a surveying and mapping qualification certificate and comply with the state's surveying and mapping criteria. According to the amended Administrative Rules of Surveying Qualification Certificate and the amended Standard for Surveying Qualification Certificate issued by the National Administration of Surveying, Mapping and Geoinformation in August 2014 and July 2014, respectively, and the Notice on Further Strengthening the Administration of Internet Map Services Qualifications, issued in 2011, the provision of internet mapping services by any non-surveying and mapping enterprise is subject to the approval of the National Administration of Surveying, Mapping and Geoinformation and requires a surveying and mapping qualification certificate. According to these rules, certain conditions and requirements, such as a minimum number of technical and map security verification personnel, security facilities, and approval from relevant provincial or national governments of the service provider's security, qualification management and filing management systems, must be complied with by an enterprise applying for a Surveying and Mapping Qualification Certificate. The Internet Mapping Services License covers the following mapping services: (1) geographic location, (2) geographic information uploading and labeling, and (3) map database development. Qianxiang Wangjing holds a Surveying and Mapping Qualification Certificate for internet mapping.

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

Regulations on Illegal Fund-Raising

Raising funds by entities or individuals from the general public must be conducted in strict compliance with applicable PRC laws and regulations to avoid administrative and criminal liabilities. The Measures for the Banning of Illegal Financial Institutions and Illegal Financial Business Operations promulgated by the State Council in July 1998, and the Notice on Relevant Issues Concerning the Penalty on Illegal Fund-Raising issued by the General Office of the State Council in July 2007, explicitly prohibit illegal public fund-raising. The main features of illegal public fund-raising include: (i) illegally soliciting and raising funds from the general public by means of issuing stocks, bonds, lotteries or other securities without obtaining the approval of relevant authorities, (ii) promising a return of interest or profits or investment returns in cash, properties or other forms within a specified period of time, and (iii) using a legitimate form to disguise the unlawful purpose.

To further clarify the criminal charges and punishments relating to illegal public fund-raising, the Supreme People's Court promulgated the Judicial Interpretations to Issues Concerning Applications of Laws for Trial of Criminal Cases on Illegal Fund-Raising, or the Illegal Fund-Raising Judicial Interpretations, which came into force in January 2011. The Illegal Fund-Raising Judicial Interpretations provide that a public fund-raising will constitute a criminal offense related to "illegally soliciting deposits from the public" under the PRC Criminal Law, if it meets all the following four criteria: (i) the fund-raising has not been approved by the relevant authorities or is concealed under the guise of legitimate acts; (ii) the fund-raising employs general solicitation or advertising such as social media, promotion meetings, leafleting and SMS advertising; (iii) the fundraiser promises to repay, after a specified period of time, the capital and interests, or investment returns in cash, properties in kind and other forms; and (iv) the fund-raising targets at the general public as opposed to specific individuals. An illegal fund-raising activity will be fined or prosecuted in the event that it constitutes a criminal offense. Pursuant to the Illegal Fund-Raising Judicial Interpretations, an offender that is an entity will be subject to criminal liabilities, if it illegally solicits deposits from the general public or illegally solicits deposits in disguised form (i) with the amount of deposits involved exceeding RMB 1,000,000 (US$157,342), (ii) with over 150 fund-raising targets involved, or (iii) with the direct economic loss caused to fund-raising targets exceeding RMB 500,000 (US$78,671), or (iv) the illegal fund-raising activities have caused baneful influences to the public or have led to other severe consequences. An individual offender is also subject to criminal liabilities but with lower thresholds. In addition, an individual or an entity who has aided in illegal fund-raising from the general public and charges fees including but not limited to agent fees, rewards, rebates and

commission, constitute an accomplice of the crime of illegal fund-raising. In accordance with the Opinions of the Supreme People's Court, the Supreme People's Procurator and the Ministry of Public Security on Several Issues concerning the Application of Law in the Illegal Fund-Raising Criminal Cases, the administrative proceeding for determining the nature of illegal fund-raising activities is not a prerequisite procedure for the initiation of criminal proceeding concerning the crime of illegal fund-raising, and the administrative departments' failure in determining the nature of illegal fund-raising activities does not affect the investigation, prosecution and trial of cases concerning the crime of illegal fund-raising.

Regulations on Internet Finance Services and Peer-to-Peer Lending Services

In a press conference in April 2014, a senior officer of the CBRC emphasized that a peer-to-peer lending services provider must operate as a platform that serves as an information intermediary between borrowers and lenders, and must not form any pool of capital, or provide any guarantee, or illegally raise any funds from the general public. Furthermore, on a public forum held in September 2014, another senior officer of the CBRC mentioned several requirements that the CBRC is contemplating for future regulation of the peer-to-peer lending service industry, which include, among others, that (i) a peer-to-peer lending service provider is neither a credit intermediary bearing credit risk nor a transaction platform, but an information intermediary between lenders and borrowers; (ii) a peer-to-peer lending service provider should not hold investors' funds or set up any capital pool; (iii) a peer-to-peer lending service provider must not provide guarantees for lenders in relation to the principal or interests, or bear any system risk or liquidity risk; (iv) the borrowers and lenders using the peer-to-peer lending service providers are required to register their real identity information; (v) a peer-to-peer lending service provider must meet some qualification requirements, such as those with respect to the registered capital, management and corporate governance; (vi) the transfer of funds between borrowers and lenders must be handled by independent third-party payment companies; (vii) peer-to-peer lending service providers must improve information disclosure; (viii) the loans and investments made through the platform should be "micro-financing" that targets individuals and small enterprises; (ix) a peer-to-peer lending service provider should not unreasonably target high-interest financing projects; and (x) a peer-to-peer lending service provider should promote the promulgation and implementation of the rules for peer-to-peer lending service industry, and strengthen the function of self-regulations.

In July 2015, ten PRC regulatory agencies, including the PBOC, the MIIT and the CBRC, jointly issued the Guidelines on Promoting the Healthy Development of Internet Finance, or the Guidelines. The Guidelines define online peer-to-peer lending as direct loans between parties through an internet platform, which is under the supervision of CBRC, and governed by the PRC Contract Law, the General Principles of the Civil Law of the PRC, and related judicial interpretations promulgated by the Supreme People's Court. The Guidelines require that online peer-to-peer lending service providers must do the following:

(i) act as an intermediary platform to provide information exchange, matching, credit assessment and other intermediary services, and must not provide credit enhancement services and/or engage in illegal fund-raising;

(ii) complete registration with the relevant local counterpart of the MIIT in accordance with implementation regulations that may be promulgated by the MIIT or/and the Office for Cyberspace Affairs pursuant to the Guidelines;

(iii) set up a custody account with a qualified bank in order to deposit, manage and supervise borrower and investor funds, and separate borrower and investor funds from the funds of the online peer-to-peer lending service provider, with that custody account being subject to independent audits, the results of which must be disclosed to

investors and borrowers, all in accordance with implementation regulations that may be promulgated by the PBOC and other relevant regulatory agencies pursuant to the Guidelines;

(iv) fully disclose all relevant information to customers, including but not limited to the online peer-to-peer lending service provider's financial status, transaction model, the rights and obligations of customers, and provide customers with reminders of the risk of loss;

(v) not disseminate any untrue information and conduct any bundle sales;

(vi) protect the personal information of the online peer-to-peer lending service provider's customers from any unauthorized disclosure, and must not sell and/or disclose such information illegally; and

(vii) establish a customer identification program, monitor and report suspicious transactions, preserve customer information and transaction records, and provide assistance to the public security department and judicial authorities in investigations and proceedings in relation to anti-money laundering matters.

The Guidelines only set out the basic principles for promoting and administering the online peer-to-peer lending service industry, and new detailed rules and regulations will be adopted by the relevant regulatory agencies to implement and enforce the principles set out in the Guidelines. As the implementing rules of the Guidelines have not been published, there is uncertainty as to how the requirements in the Guidelines will be interpreted and implemented.

In August 2016, the CBRC, the MIIT, the Ministry of Public Security and the Cyber Administration of China jointly released the Interim Measures on the Administration of Business Activities of Peer-to-Peer Lending Information Intermediaries, which we refer to as the Interim Measures. The Interim Measures comprise the first comprehensive legal framework specifically regulating peer-to-peer lending activities in China, with detailed rules implementing the general principles listed in the Guidelines. The Interim Measures define peer-to-peer lending as direct lending and borrowing between individuals, corporate entities or other bodies through an internet platform. The nature of internet lending is clarified to be "private lending," which is, in short, the arrangement of financing between individuals or legal entities other than financial institutions. Pursuant to the Interim Measures, a peer-to-peer lending platform is an internet lending information intermediary which provides services including information collection, publication and exchange, credit evaluation and transaction matching. The Interim Measures require peer-to-peer lending platforms to making a filing with the relevant local financial supervisory authorities. Peer-to-peer lending platforms are prohibited from engaging in 13 categories of activities, including taking deposits from members of the public or creating asset pools, conducting offline promotion of financing projects, providing guarantees for borrowers (unless facilitated through a third party), selling wealth management products and transferring debts by issuing asset-backed securities. Further, the Interim Measures require peer-to-peer lending platforms to separate their own funds and the funds of lenders and borrowers, engage a qualified financial institution as a third-party banking custodian and sign a funds custodian agreement with each borrower, lender, guarantor and banking custodian.

There are also certain rules, laws and regulations relevant or applicable to the online peer-to-peer lending service industry, including the PRC Contract Law, the General Principles of the Civil Law of the PRC, and related judicial interpretations promulgated by the Supreme People's Court.

Due to the relatively short history of peer-to-peer lending in China, the regulatory framework governing the industry is still under development and the PRC government authority may promulgate new laws and regulations regulating peer-to-peer lending services in the future, we cannot assure you that our practice would not be deemed to violate any PRC laws or regulations, especially relating to illegal fund-raising, credit enhancement services and/or information disclosure. See "Item 3.D—Key Information—Risk Factors—Risks Related to Our Business and Industry—The laws and regulations governing peer-to-peer lending in China are evolving and subject to changes. If our practices are deemed to violate any PRC laws or regulations, our business, financial conditions and results of operations would be materially and adversely affected."

Regulations on Consumer Finance Companies

Pursuant to the Administrative Measures for Pilot Consumer Finance Companies issued by the CBRC in November 2013, establishing a consumer finance service company is subject to approval from the CBRC, and the company should also satisfy certain requirements such as having qualified contributors, with registered capital no less than minimum amount specified, and having eligible directors and senior managements and qualified practitioners familiar with consumer finance business, among other requirements. Pursuant to these measures, consumer finance companies are defined as non-banking financial institutions incorporated within the territory of China upon the approval of the CBRC, providing PRC domestic residents with loans for consumption purposes, but excluding real estate loans and motor loans.

Both domestic and foreign financial institutions and other contributors recognized by the CBRC are allowed to invest in consumer finance companies. The major investor of a consumer finance company, by which is meant an investor who contributes 30 percent or more of the consumer finance company's registered capital, must meet a set of stringent requirements, including that the investor have at least five years' experience in the consumer finance sector, that its total assets at the end of the most recent fiscal year be no less than RMB 60 billion (US$8.6 billion) or its equivalent foreign currency, and that it be in a sound financial situation and have been profitable for the most recent two fiscal years.

Anti-money Laundering Regulations

The PRC Anti-money Laundering Law, which became effective in January 2007, sets forth the principal anti-money laundering requirements applicable to financial institutions as well as non-financial institutions with anti-money laundering obligations, including the adoption of precautionary and supervisory measures, establishment of various systems for client identification, retention of clients' identification information and transactions records, and reports on large transactions and suspicious transactions. According to the PRC Anti-money Laundering Law, financial institutions subject to the PRC Anti-money Laundering Law include banks, credit unions, trust investment companies, stock brokerage companies, futures brokerage companies, insurance companies and other financial institutions as listed and published by the State Council, while the list of the non-financial institutions with anti-money laundering obligations will be published by the State Council. The PBOC and other governmental authorities issued a series of administrative rules and regulations to specify the anti-money laundering obligations of financial institutions and certain non-financial institutions, such as payment institutions. However, the State Council has not promulgated the list of the non-financial institutions with anti-money laundering obligations.

The Guidelines jointly released by ten PRC regulatory agencies in July 2015, purport, among other things, to require internet finance service providers, including online peer-to-peer lending platforms, to comply with certain anti-money laundering requirements, including the establishment of a customer identification program, the monitoring and reporting of suspicious transactions, the preservation of customer information and transaction records, and the provision of assistance to the public security department and judicial authority in investigations and proceedings in relation to anti-money laundering matters. The PBOC will formulate implementing rules to further specify the anti-money laundering obligations of internet finance service providers.

Regulations on Foreign Investment in the Leasing Industry

In October 2015, the Ministry of Commerce enacted the Measures for the Administration of Foreign Investment in the Leasing Industry, or the Foreign Investment in the Leasing Industry Measures, effective as of October 28, 2015. Under the Measures, foreign invested enterprises in the form of Sino-foreign equity joint ventures, Sino-foreign cooperative joint ventures and wholly foreign-owned enterprises in the PRC are allowed to engage in the leasing business or financial leasing business as well as to carry out relevant business activities upon the approval of the Ministry of Commerce. Foreign-invested financial leasing companies may conduct the following businesses: (i) financial leasing business; (ii) leasing business; (iii) purchase of leased property inside and outside of PRC; (iv) maintenance of assets underlying the leases and disposal of the residual value of assets underlying the leases; (v) lease transaction consultancy and security services; and (vi) other businesses approved by the Ministry of Commerce. The leased objects include transportation equipment, such as airplanes, automobiles, ships and other personal properties.

Regulations on Vehicle Leasing Programs Operating on a Sale-and-Leaseback Basis

On November 7, 2013, the Ministry of Commerce published an Announcement on Strengthening and Improving the Approval and Administration of Foreign-Funded Finance Leasing Companies, which states that no foreign-funded finance leasing company shall engage in activities such as taking deposits, offering loans or being entrusted to grant loans. Further, without approval from relevant authorities, such an enterprise shall not conduct an inter-bank lending business or an equity investment business. On November 18, 2013, the Ministry of Commerce issued Administrative Measures for the Supervision of Financial Leasing Enterprises which require, in part, that financial leasing enterprises have assets and risk management abilities sufficient for their proposed business activities. These measures also require that foreign investors applying for the establishment of a financial leasing enterprise must comply with relevant provisions on foreign investment. On October 28, 2015, the Ministry of Commerce released the Measures for the Administration of the Foreign-Financial Leasing, which allow foreign-capital enterprises to operate a financial leasing business in the form of a limited liability company or a joint-stock limited company, while requiring that foreign-capital financial leasing companies submit an audited business operations report and financial statement to the Ministry of Commerce each year.

Foreign-invested financial leasing companies may conduct the following businesses: (i) financial leasing business; (ii) leasing business; (iii) purchase of leased property inside and outside the PRC; (iv) maintenance of assets underlying the leases and disposal of the residual value of assets underlying the leases; (v) lease transaction consultancy and security services; and (vi) other businesses approved by the Ministry of Commerce. The leased objects include transportation equipment, such as airplanes, automobiles, ships and other personal properties.

The Stipulation on Motor Vehicle Registration issued on May 27, 2008 and amended on September 12, 2012 by the Ministry of Public Security states that the new owner of a vehicle must submit an application for registration of transfer to the local vehicle administration office within 30 days after the delivery of the vehicle. Also, under the Property Law effective as of October 1, 2007, the transfer of movable property is effective upon delivery, but if the transfer of the property right of a vehicle has not been officially registered, it will not be valid against a good faith third-party transferee. In connection with this requirement, the Interpretation of the Supreme People's Court on Issues Concerning the Application of Law in Cases of Finance Lease Contract Disputes came into force on March 1, 2014, providing guidelines on resolving finance lease contract disputes. This interpretation states that if a lessor authorizes a lessee to mortgage a leased item (a vehicle) to the lessor and to legally complete the mortgage registration with the registration authority, this arrangement could be valid as against a title claim made by a good faith third party, even if the transfer of the property right of the vehicle has not been officially registered.

Our loans to used automobile dealerships are structured on a sale-and-leaseback basis. However, we do not update the vehicle registrations to reflect our purchase of leased vehicles nor file mortgage registrations for the leased vehicles. Consequently, we lack unambiguous legal basis to prevent a good-faith third-party buyer from taking legal title to a vehicle if the lessor attempts to sell the vehicle without our knowledge. See "Item 3.D—Key Information—Risk Factors—Risks Related to Our Business and Industry—We rely on contractual obligations rather than government filings to ensure our continued title to vehicles managed under our vehicle leasing program."

Regulations on Intellectual Property Rights

China has adopted legislation governing intellectual property rights, including trademarks, patents and copyrights. China is a signatory to the major 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 World Trade Organization in December 2001.

Patent. The National People's Congress adopted the Patent Law in 1984. To be patentable, invention or utility models must meet three conditions: novelty, inventiveness and practical applicability. 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. We have obtained four patent granted by the State Intellectual Property Office.

Copyright. The National People's Congress adopted the Copyright Law in 1990. The Copyright Law extends copyright protection to internet activities, products disseminated over the internet and software products. In addition, there is a voluntary registration system administered by the China Copyright Protection Center. The amended Copyright Law also requires registration of a copyright pledge.

Pursuant to the relevant PRC regulations, rules and interpretations, ICP operators will be jointly liable with the infringer if they (i) participate in, assist in or abet infringing activities committed by any other person through the internet, (ii) are or should be aware of the infringing activities committed by their website users through the internet, or (iii) fail to remove infringing content or take other action to eliminate infringing consequences after receiving a warning with evidence of such infringing activities from the copyright holder. The court will determine whether an internet service provider should have known of their internet users' infringing activities based on how obvious the infringing activities are by taking into consideration a number of factors, including (i) the information management capabilities that the provider should have based on the possibility that the services provided by it may trigger infringing acts, (ii) the degree of obviousness of the infringing content, (iii) whether it has taken the initiative to select, edit, modify or recommend the contents involved, (iv) whether it has taken positive and reasonable measures against infringing acts, and (v) whether it has set up convenient programs to receive notices of infringement and made timely and reasonable responses to the notices. Where an internet service provider has directly obtained economic benefits from any contents made available by an internet user, it shall have a higher duty of care with respect to the internet user's act of infringement of others' copyrights. Advertisements placed for or other benefits particularly connected with specific contents may be deemed as direct economic benefits from such contents, but general advertising fees or service fees charged by an internet service provider for its internet services will not be included. In addition, where an ICP operator is clearly aware of the infringement of certain content against another's copyright through the internet, or fails to take measures to remove relevant contents upon receipt of the copyright holder's notice, and as a result, it damages the public interest, the ICP operator could be ordered to stop the tortious act and be subject to other administrative penalties such as confiscation of illegal income and fines. 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.

An internet service provider may be exempted from liabilities for providing links to infringing or illegal content or providing other internet services which are used by its users to infringe others' copyright, if it does not know and does not have constructive knowledge 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 infringer, 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.

Software products. In 2000, the MIIT issued the Administrative Measures on Software Products, which provide a registration and filing system with respect to software products made in or imported into China. These software products may be registered with the competent local authorities in charge of software industry administration and enjoy preferential treatment status granted by relevant software industry regulations. Software products can be registered for five years, and the registration is renewable upon expiration. In 2012, the National Copyright Administration of the PRC issued the Computer Software Copyright Registration Procedures, which apply to software copyright registration, license contract registration and transfer contract registration. In compliance with, and in order to take advantage of, the above rules, we have registered 74 computer software copyrights.

Trademark. The PRC Trademark Law was adopted in 1982. The Trademark Office under the State Administration for Industry and Commerce handles trademark registrations and grants a term often years for registered trademarks. Trademark license agreements must be filed with the Trademark Office for record. " " and " " are registered trademarl China. We have also applied with the Trademark Office to register additional trademarks and logos, including " ", "

Domain Names. In 2002, the CNNIC issued the Implementing Rules for Domain Name Registration setting forth detailed rules for registration of domain names. In 2004, the MIIT promulgated the Measures for Administration of Domain Names for the Chinese Internet to regulate the registration of domain names, such as the first tier domain name ".cn". In 2006, the CNNIC issued the Measures on Domain Name Dispute Resolution and its implementing rules, pursuant to which the CNNIC can authorize a domain name dispute resolution institution to decide disputes. We have registered domain names including *renren.com, xiaonei.com, 51fenqi.com, chimeroi.com, sofund.com* and *mumiantv.com.* In December 2013, we entered into a Registry Agreement with ICANN, which grants us the right to use the generic top level domain name .ren.

Regulations on Foreign Exchange

Under the Foreign Currency Administration Rules, which were promulgated in 2008, if documents certifying the purposes of the conversion of RMB into foreign currency are submitted to the relevant foreign exchange conversion bank, the RMB will be convertible for current account items, including the distribution of dividends, interest and royalties payments, and trade and service-related foreign exchange transactions. Conversion of RMB for capital account items, such as direct investment, loans, securities investment and repatriation of investment, however, is subject to the approval of SAFE or its local counterpart.

Under the Administration Rules for the Settlement, Sale and Payment of Foreign Exchange, which were promulgated in 1996, foreign-invested enterprises may only buy, sell and/or remit foreign currencies at banks authorized to conduct foreign exchange business after providing valid commercial documents and, in the case of capital account item transactions, obtaining approval from SAFE or its local counterpart. Capital investments by PRC entities outside of China, after obtaining the required approvals of the relevant approval authorities, such as the Ministry of Commerce and the National Development and Reform Commission or their local counterparts, are also required to register with SAFE or its local counterpart.

In utilizing funds that we hold offshore, as an offshore holding company with PRC subsidiaries, we may (i) make additional capital contributions to our PRC subsidiaries, (ii) establish new PRC subsidiaries and make capital contributions to these new PRC subsidiaries, (iii) make loans to our PRC subsidiaries or consolidated affiliated entities, or (iv) acquire offshore entities with business operations in China in offshore transactions. However, most of these uses are subject to PRC regulations and approvals. For example:

- capital contributions to our PRC subsidiaries, whether existing or newly established ones, must be approved by the Ministry of Commerce or its local counterparts;
- loans by us to our PRC subsidiaries, each of which is a foreign-invested enterprise, to finance their activities cannot exceed statutory limits and must be registered with SAFE or its local branches; and
- loans by us to our consolidated affiliated entities, which are domestic PRC entities, must be approved by the National Development and Reform Commission and must also be registered with SAFE or its local branches.

In March 2015, SAFE issued the Circular on Reform of the Administrative Rules of the Payment and Settlement of Foreign Exchange Capital of Foreign-Invested Enterprises, or SAFE Circular 19, which became effective on June 1, 2015. Pursuant to SAFE Circular 19, foreign-invested enterprises may either continue to follow the current payment-based foreign currency settlement system or choose to follow the “conversion-at-will” system for foreign currency settlement. Where a foreign-invested enterprise follows the conversion-at-will system for foreign currency settlement, it may convert part or all of the amount of the foreign currency in its capital account into Renminbi at any time. The converted Renminbi will be kept in a designated account labeled as settled but pending payment, and if the foreign-invested enterprise needs to make payment from such designated account, it still needs to go through the review process with its bank and provide necessary supporting documents. SAFE Circular 19, therefore, has substantially lifted the restrictions on the usage by a foreign-invested enterprise of its Renminbi registered capital converted from foreign currencies. According to SAFE Circular 19, such Renminbi capital may be used at the discretion of the foreign-invested enterprise and SAFE will eliminate the prior approval requirement and only examine the authenticity of the declared usage afterwards. Nevertheless, foreign-invested enterprises like our PRC subsidiaries are still not allowed to extend intercompany loans to our VIEs. In addition, as SAFE Circular 19 was promulgated recently, there remain substantial uncertainties with respect to the interpretation and implementation of this circular by relevant authorities.

Regulations on Dividend Distribution

Wholly foreign-owned enterprises in the PRC may pay dividends only out of their accumulated profits as determined in accordance with PRC accounting standards and regulations. In addition, these wholly foreign-owned enterprises are required to set aside at least 10% of their respective accumulated profits each year, if any, to fund certain reserve funds, until the aggregate amount of such fund reaches 50% of its registered capital. At the discretion of these wholly foreign-owned enterprises, they may allocate a portion of their after-tax profits based on PRC accounting standards to staff welfare and bonus funds. These reserve funds and staff welfare and bonus funds are not distributable as cash dividends.

As of December 31, 2016, the registered capital of our wholly foreign-owned subsidiary Qianxiang Shiji was US$180.0 million with paid-in capital of US$171.0 million, Qianxiang Shiji has not made any profits to date, and thus are not subject to the statutory reserve fund requirement. Qianxiang Shiji has not and will not be able to pay dividends to our offshore entities until they generate accumulated profits and meet the requirements for statutory reserve funds. As of December 31, 2016, our PRC subsidiary Qianxiang Shiji had an accumulated deficit of approximately US$56.5 million in accordance with PRC accounting standards and regulations.

Regulations on Offshore Investment by PRC Residents

In July 2014, SAFE promulgated the Notice on Relevant Issues Concerning Foreign Exchange Control of Domestic Residents' Overseas Investment and Financing and Roundtrip Investment through Offshore Special Purpose Vehicles, or SAFE Circular 37, which replaced the former Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Inbound Investment via Overseas Special Purpose Vehicles, or SAFE Circular 75, promulgated by SAFE in 2005.

SAFE Circular 37 requires PRC residents to register with local branches of SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, which is referred to in SAFE Circular 37 as a "special purpose vehicle." SAFE Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as an increase or decrease of capital contributed by PRC residents, share transfer or exchange, merger, division or other material events. In the event that a PRC resident holding interests in a special purpose vehicle fails to complete the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiaries. Furthermore, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls.

We have made due inquiries with the competent local branch of SAFE regarding the applicability of the above foreign exchange registration requirements to our founder and our PRC resident shareholders.

Regulations on Employee Stock Options Plans

In 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 employee stock ownership plans or share option plans of an overseas publicly listed company. In 2012, SAFE promulgated the Notice on the Administration of Foreign Exchange Matters for Domestic Individuals Participating in the Stock Incentive Plans of Overseas Listed Companies, or the Stock Option Notice, which simplifies the requirements and procedures for the registration of stock incentive plan participants, especially in respect of the required application documents and the absence of strict requirements on offshore and onshore custodian banks.

Under these rules, for PRC resident individuals who participate in stock incentive plans of overseas publicly listed companies, which includes employee stock ownership plans, stock option plans and other incentive plans permitted by relevant laws and regulations, a PRC domestic qualified agent or the PRC subsidiary of such overseas listed company must, among other things, file on behalf of such resident an application with SAFE or its local counterpart to obtain approval for an annual allowance with respect to the purchase of foreign exchange in connection with the stock holding or share option exercises, as PRC residents may not directly use oversea funds to purchase shares or exercise share options. In addition, within three months after any substantial changes to any such stock incentive plan, including example any changes due to a merger or acquisition or changes to the domestic or overseas custodian agent, the domestic agent must update the registration with SAFE.

Under the Foreign Currency Administration Rules, as amended in 2008, the foreign exchange proceeds of domestic entities and individuals can be remitted into China or deposited abroad, subject to the terms and conditions to be issued by SAFE. However, the implementing rules in respect of depositing the foreign exchange proceeds abroad have not been issued by SAFE. The foreign exchange proceeds from the sales of shares can be converted into RMB or transferred to such individuals' foreign exchange savings account after the proceeds have been remitted back to the special foreign exchange account opened at the PRC domestic bank. If share options are exercised in a cashless exercise, the PRC domestic individuals are required to remit the proceeds to special foreign exchange accounts.

In addition, the State Administration of Taxation has issued circulars concerning employee share options. Under these circulars, our employees working in China who exercise share options will be subject to PRC individual income tax. Our PRC subsidiaries have obligations to file documents related to employee share options with relevant tax authorities and withhold the individual income taxes of employees who exercise their share options.

Labor Laws and Social Insurance

Pursuant to the PRC Labor Law and the PRC Labor Contract Law, employers must execute written labor contracts with full-time employees. All employers must compensate their employees with wages equal to at least the local minimum wage standards. All employers are required to establish a system for labor safety and sanitation, strictly abide by state rules and standards and provide employees with workplace safety training. In addition, employers in China are obliged to provide employees with welfare schemes covering pension insurance, unemployment insurance, maternity insurance, work-related injury insurance, medical insurance and housing funds. Violations of the PRC Labor Contract Law and the PRC Labor Law may result in the imposition of fines and other administrative liabilities. Criminal liability may arise for serious violations. To comply with these laws and regulations, we have caused all of our full-time employees to enter into labor contracts and provide our employees with the proper welfare and employment benefits.

Regulations on Concentration in Merger and Acquisition Transactions

In August 2006, six PRC regulatory agencies jointly adopted the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rule. The M&A Rule established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex. These rules require, among other things, that the Ministry of Commerce be notified in advance of any change-of-control transaction in which a foreign investor will take control of a PRC domestic enterprise or a foreign company with substantial PRC operations, if certain thresholds under the Provisions on Thresholds for Prior Notification of Concentrations of Undertakings issued by the State Council in 2008 are triggered.

C. Organizational Structure

The following diagram illustrates our principal subsidiaries and consolidated affiliated entities as of the date of this annual report:

(1) Qianxiang Tiancheng is 99% owned by Ms. Jing Yang, who is the wife of Mr. Joseph Chen, our founder, chairman and chief executive officer, and 1% owned by Mr. James Jian Liu, our director and chief operating officer. We effectively control Qianxiang Tiancheng as well as its subsidiaries through contractual arrangements. See “Item 4.C Organizational Structure—Contractual Arrangements with Our Consolidated Affiliated Entities” for more information.

(2) Qianxiang Yixin is 99% owned by Ms. Jing Yang, who is the wife of Mr. Joseph Chen, our founder, chairman and chief executive officer, and 1% owned by Mr. James Jian Liu, our director and chief operating officer. We effectively control Qianxiang Yixin as well as its subsidiaries through contractual arrangements. See “Item 4.C Organizational Structure—Contractual Arrangements with Our Consolidated Affiliated Entities” for more information.

Contractual Arrangements with Our Consolidated Affiliated Entities

Applicable PRC laws and regulations currently restrict foreign ownership of companies that provide value-added telecommunications services in China. To comply with these foreign ownership restrictions, our wholly owned subsidiary Qianxiang Shiji has entered into series of contractual arrangements with Qianxiang Tiancheng and its shareholders, which enable us to:

- exercise effective control over Qianxiang Tiancheng and its subsidiaries through powers of attorney and a business operations agreement;
- receive substantially all of the economic benefits of Qianxiang Tiancheng and its subsidiaries in the form of service and license fees in consideration for the technical services provided, and the intellectual property rights licensed, by Qianxiang Shiji; and
- have an exclusive option to purchase all of the equity interests in Qianxiang Tiancheng when and to the extent permitted under PRC laws, regulations and legal procedures.

We have been, and are expected to continue to be, dependent on our contractual arrangements with Qianxiang Tiancheng and its shareholders to operate substantially all of our business in China as long as PRC law does not allow us to directly operate such business in China. We rely on our consolidated affiliated entities, namely Qianxiang Tiancheng and its subsidiaries, to maintain or renew their respective qualifications, licenses or permits necessary for our business in China. We believe that under our contractual arrangements, we have substantial control over our consolidated affiliated entities and their respective shareholders to renew, revise or enter into new contractual arrangements prior to the expiration of the current arrangements on terms that would enable us to continue to operate our business in China after the expiration of the current arrangements, or pursuant to certain amendments and changes of the current applicable PRC laws, regulations and rules on terms that would enable us to continue to operate our business in China legally. For a detailed description of the regulatory environment that necessitates the adoption of our corporate structure, see “Item 4.B—Business Overview—Regulation.” For a detailed description of the risks associated with our corporate structure and the contractual arrangements that support our corporate structure, see “Item 3.D—Key Information—Risk Factors—Risks Related to Our Corporate Structure and the Regulation of our Business.”

The business operation of Qianxiang Shiji is within the approved business scope as set forth in its business license, which includes research and development of computer software, communication software and system integration; sale of self-produced products; provision of after-sale technical consulting and services. Qianxiang Tiancheng is a limited liability companies established in China. Its approved business scope includes the provision of internet information, internet advertising and advertising agency services, and it holds an internet content provision license, or ICP license. Qianxiang Tiancheng is 99% owned by Ms. Jing Yang, who is the wife of Mr. Joseph Chen, our founder, chairman and chief executive officer, and 1% owned by Mr. James Jian Liu, our executive director and chief operating officer. Both Ms. Yang and Mr. Liu are PRC citizens.

Qianxiang Wangjing is a wholly owned subsidiary of Qianxiang Tiancheng. Qianxiang Wangjing is the operator of our *renren.com* website and holds the licenses and permits necessary to conduct our social networking services and online advertising business in China.

Qianxiang Changda is a wholly owned subsidiary of Qianxiang Tiancheng. Qianxiang Changda is the operator and holding entity for our internet finance businesses. Qianxiang Changda and its subsidiaries hold or are in the process of applying for the licenses and permits necessary to conduct our internet finance businesses in China.

Qianxiang Shiji also entered into a series of contractual arrangements with Renren Jinfu Investment Management Co., Ltd., or Renren Jinfu, and its shareholder similar to the arrangements mentioned above. Renren Jinfu has not carried out any significant business activities to date.

One of our wholly owned subsidiaries, Qianxiang Lianhe Technology Development (Beijing) Co., Ltd., or Qianxiang Lianhe, has entered into a series of contractual arrangements with Beijing Qianxiang Yixin Technology Development Co., Ltd., or Qianxiang Yixin, and its shareholders similar to the arrangements mentioned above. Qianxiang Yixin acts as the holding entity for most of our minority investments in PRC registered businesses.

Qianxiang Lianhe has also entered into a series of contractual arrangements with Guangzhou Xiuxuan Brokers Co., Ltd., or Guangzhou Xiuxuan, and its shareholders similar to the arrangements mentioned above. Guangzhou Xiuxuan has not carried out any significant business activities to date.

One of our wholly owned subsidiaries, Beijing Jiexun Shiji Technology Development Co., Ltd., or Jiexun Shiji, has entered into a series of contractual arrangements with Shanghai Jieying Automobile Sales Co., Ltd., or Shanghai Jieying, and its shareholders similar to the arrangements mentioned above. Shanghai Jieying has not carried out any significant business activities to date.

The following is a summary of the currently effective contracts between our subsidiary Qianxiang Shiji, our consolidated affiliated entity Qianxiang Tiancheng, and the shareholders of Qianxiang Tiancheng. These contracts provide us with the power to direct the activities that most significantly affect the economic performance of our consolidated affiliated entities and enable us to receive substantially all the economic benefits from them.

Business Operations Agreements. Pursuant to a business operations agreement between Qianxiang Shiji, Qianxiang Tiancheng and its shareholders, Qianxiang Tiancheng shall appoint the candidates designated by Qianxiang Shiji as the executive director or directors, general manager, chief financial officer and any other senior officers of Qianxiang Tiancheng. Qianxiang Tiancheng agrees to follow the proposal provided by Qianxiang Shiji from time to time relating to employment, daily operation and financial management. Without Qianxiang Shiji's prior written consent, Qianxiang Tiancheng shall not conduct any transaction that may materially affect its assets, obligations, rights or operations, including but not limited to, (i) incurrence or assumption of any indebtedness, (ii) sale or purchase of any assets or rights, (iii) incurrence of any encumbrance on any of its assets or intellectual property rights in favor of a third party, or (iv) transfer of any rights or obligations under this agreements to a third party. The term of this agreement is ten years and will be extended automatically for another ten years unless Qianxiang Shiji provides a written notice requesting not to extend the term three months prior to the expiration date, which is December 22, 2020. Qianxiang Shiji may terminate the agreement at any time by providing a 30-day advance written notice to Qianxiang Tiancheng and to each of its shareholders. Neither Qianxiang Tiancheng nor any of its shareholders may terminate this agreement during the term or the extension of the term, if applicable.

Powers of Attorney. Pursuant to powers of attorney, the shareholders of Qianxiang Tiancheng each irrevocably appointed our executive director and chief operating officer, Mr. James Jian Liu (the person designated by Qianxiang Shiji) as their attorney-in-fact to vote on their behalf on all matters of Qianxiang Tiancheng that requires shareholder

approval under PRC laws and regulations as well as Qianxiang Tiancheng's articles of association. The appointment of Mr. Liu is conditional upon his being the employee and the designated person of Qianxiang Shiji. Each power of attorney will remain in effect from December 23, 2010 to December 22, 2020, unless and until the earlier of the following events: (i) Mr. Liu loses his position in Qianxiang Shiji or Qianxiang Shiji issues a written notice to dismiss or replace Mr. Liu; and (ii) the business operations agreement between Qianxiang Shiji, Qianxiang Tiancheng and its shareholders terminates or expires.

Spousal Consent Letters. Pursuant to spousal consent letters, the spouse of each of the shareholders of Qianxiang Tiancheng acknowledged that certain equity interests of Qianxiang Tiancheng held by and registered in the name of his/her spouse will be disposed of pursuant to the equity option agreements. These spouses understand that such equity interests are held by their respective spouse on behalf of Qianxiang Shiji, and they will not take any action to interfere with the disposition of such equity interests, including, without limitation, claiming that such equity interests constitute communal property of marriage.

Equity Option Agreements. Pursuant to equity option agreements between Qianxiang Shiji and each of the shareholders of Qianxiang Tiancheng, Qianxiang Tiancheng's shareholders granted Qianxiang Shiji or its designated representative(s) an exclusive option to purchase, to the extent permitted under PRC law, all or part of their equity interests in Qianxiang Tiancheng in consideration of the loans extended to Qianxiang Tiancheng's shareholders under the loan agreements mentioned below. In addition, Qianxiang Shiji has the option to acquire the equity interests of Qianxiang Tiancheng at the lowest price then permitted by PRC law in consideration of the cancellation of all or part of the loans extended to the shareholders of Qianxiang Tiancheng under the loan agreements. Qianxiang Shiji or its designated representative(s) have sole discretion as to when to exercise such options, either in part or in full. Qianxiang Shiji or its designated representative(s) is entitled to exercise the options for unlimited times until all of the equity interests of Qianxiang Tiancheng have been acquired, and can be freely transferred, in whole or in part, to any third party. Without Qianxiang Shiji's consent, Qianxiang Tiancheng's shareholders shall not transfer, donate, pledge, or otherwise dispose their equity shareholdings in Qianxiang Tiancheng in any way. The equity option agreement will remain in full force and effect until the earlier of: (i) the date on which all of the equity interests in Qianxiang Tiancheng have been acquired by Qianxiang Shiji or its designated representative(s); or (ii) the receipt of the 30-day advance written termination notice issued by Qianxiang Shiji to the shareholders of Qianxiang Tiancheng. The key factors for our decision to exercise the option are whether the current regulatory restrictions on foreign investment in the internet business and advertising business will be relaxed in the future, which is rather unpredictable at the moment. If such restrictions are relaxed, we will, through Qianxiang Shiji, exercise the option and purchase all or part of the equity interests in Qianxiang Tiancheng.

Exclusive Technical Service Agreements. Pursuant to an exclusive technical service agreement between Qianxiang Shiji and Qianxiang Tiancheng, Qianxiang Shiji has the exclusive right to provide certain technical services, including maintenance of servers, development, updating and upgrading of web user application software, e-commerce technical services, to Qianxiang Tiancheng. Without Qianxiang Shiji's prior written consent, Qianxiang Tiancheng shall not engage any third party to provide any of the technical services under this agreement. In addition, Qianxiang Shiji exclusively owns all intellectual property rights resulting from the performance of this agreement. Qianxiang Tiancheng agrees to pay a service fee to Qianxiang Shiji at a specific fee rate proposed by Qianxiang Shiji. Qianxiang Shiji shall have the right to adjust at any time the fee rate based on the quantity, difficulty and urgency of the services it provides to Qianxiang Tiancheng and other factors. The term of this agreement is ten years and will be extended automatically for another ten years unless terminated by Qianxiang Shiji's written notice three months prior to the expiration of the term, which is December 22, 2020. Qianxiang Shiji can terminate the agreement at any time by providing a 30-day prior written notice. Qianxiang Tiancheng is not permitted to terminate this agreement prior to the expiration of the term, unless Qianxiang Shiji fails to comply with any of its obligations under this agreement and such breach makes Qianxiang Shiji unable to continue to perform this agreement.

Intellectual Property Right License Agreements. Pursuant to an intellectual property right license agreement between Qianxiang Shiji and Qianxiang Tiancheng, Qianxiang Shiji grants a non-exclusive and non-transferable license, without sublicense rights, to Qianxiang Tiancheng to use certain of the domain names, registered trademarks and non-patent technology (software) owned by Qianxiang Shiji. Qianxiang Tiancheng may only use the intellectual property rights in its own business operations. The amount, payment method and classification of the license fees under this agreement shall be determined based on the precondition that they facilitate Qianxiang Shiji's securing of all preferential treatments under the PRC tax policies and shall be agreed by both Qianxiang Shiji and Qianxiang Tiancheng considering, among others, the following factors: (i) the number of users purchasing Qianxiang Tiancheng's products or receiving Qianxiang Tiancheng's services; and (ii) the types and quantity of the intellectual property rights, which are specified under this agreement, actually used by Qianxiang Tiancheng for selling products or providing services to its users. On December 1, 2015, Qianxiang Shiji and Qianxiang Tiancheng entered into a supplementary agreement to extend the terms of this agreement for ten years, pursuant to which the current term expires on December 1, 2025. Qianxiang Shiji may terminate this agreement at any time by providing a 30-day prior written notice. Any party may terminate this agreement immediately with written notice to the other party if the other party materially breaches the relevant agreement and fails to cure its breach within 30 days from the date it receives the written notice specifying its breach from the non-breaching party. The parties will review this agreement every three months and determine if any amendment is needed.

Equity Interest Pledge Agreements. Pursuant to equity interest pledge agreements between Qianxiang Shiji and each of the shareholders of Qianxiang Tiancheng, the shareholders of Qianxiang Tiancheng pledge all of their equity interests in Qianxiang Tiancheng to Qianxiang Shiji, to guarantee Qianxiang Tiancheng and its shareholders' performance of their obligations under, where applicable, (i) the loan agreements, (ii) the exclusive technical service agreement, (iii) the intellectual property right license agreement and (iv) the equity option agreements. If Qianxiang Tiancheng and/or any of its shareholders breach their contractual obligations under the aforesaid agreements, Qianxiang Shiji, as the pledgee, will be entitled to certain rights and entitlements, including the priority in receiving payments by the evaluation or proceeds from the auction or sale of whole or part of the pledged equity interests of Qianxiang Tiancheng in accordance with legal procedures. Without Qianxiang Shiji's prior written consent, shareholders of Qianxiang Tiancheng shall not transfer or assign the pledged equity interests, or incur or allow any

encumbrance that would jeopardize Qianxiang Shiji's interests. During the term of this agreement, Qianxiang Shiji is entitled to collect all of the dividends or other distributions, if any, derived from the pledged equity interests. The equity interest pledge has become effective and will expire on the earlier of: (i) the date on which Qianxiang Tiancheng and its shareholders have fully performed their obligations under the loan agreements, the exclusive technical service agreement, the intellectual property right license agreement and the equity option agreements; (ii) the enforcement of the pledge by Qianxiang Shiji pursuant to the terms and conditions under this agreement to fully satisfy its rights under such agreements; or (iii) the completion of the transfer of all equity interests of Qianxiang Tiancheng by the shareholders of Qianxiang Tiancheng to another individual or legal entity designated by Qianxiang Shiji pursuant to the equity option agreement and no equity interest of Qianxiang Tiancheng is held by such shareholders. The equity interest pledge agreements have been registered with the relevant authorities.

Loan Agreements. Under loan agreements between Qianxiang Shiji and each of the shareholders of Qianxiang Tiancheng, Qianxiang Shiji made interest-free loans in an aggregate amount of RMB 10.0 million to the shareholders of Qianxiang Tiancheng exclusively for the purpose of the initial capitalization and the subsequent financial needs of Qianxiang Tiancheng. The loans can only be repaid with the proceeds derived from the sale of all of the equity interests in Qianxiang Tiancheng to Qianxiang Shiji or its designated representatives pursuant to the equity option agreements. The term of the loans is ten years from the actual drawing down of such loans by the shareholders of Qianxiang Tiancheng, and will be automatically extended for another ten years unless a written notice to the contrary is given by Qianxiang Shiji to the shareholders of Qianxiang Tiancheng three months prior to the expiration of the loan agreements.

D. Property, Plants and Equipment

Our principal executive offices are located at 5/F, North Wing, 18 Jiuxianqiao Middle Road, Chaoyang District, Beijing, 100016, People's Republic of China, where we lease approximately 7,085 square meters of office space as of March 31, 2017. We also lease an additional 6,330 square meters of office space in 40 cities across China, primarily for our sales and marketing team servicing our used automobile dealership customers but also including office space for the majority of our research and development team in Beijing, our Woxiu business in Guangzhou, the majority of our internet content monitoring team in Wuhan and our the majority of our credit control team in Shanghai. We lease our premises from unrelated third parties under non-cancelable operating lease agreements. The majority of our leases are due to expire during 2017, while the lease of our principal executive offices is due to expire in November 2020.

Some of the lessors of our leased premises in China do not have valid title to such premises or proper authorization from the title owner to sublease such premises. For further details, see "Item 3.D—Risk Factors—Risks Related to Our Business and Industry—The leasehold interests of some of our consolidated affiliated entities might not be fully protected by the terms of the relevant lease agreements due to defects in or the landlord's failure to provide certain title documents with respect to some of our leased properties."

We also lease 749 square meters of office space in Salt Lake City, Utah for our Chime business team.

Our servers are primarily hosted at internet data centers owned by major domestic internet data center providers. The hosting services agreements typically have terms of one year. We believe that we will be able to obtain adequate facilities, principally through leasing, to accommodate our future expansion plans.

Item 4A. Unresolved Staff Comments

As of the date 180 days before the end of the fiscal year to which this annual report relates, there were no unresolved comments from the staff of the SEC regarding our periodic reports under the Exchange Act. However, we did receive a letter from the Division of Investment Management dated December 18, 2015, which asked us to provide a detailed written response analyzing whether we are an investment company under the Investment Company Act, and further, if we determined that we were an investment company, to explain why we are not required to register as an investment company or else what action we plan to take either to fall outside of that definition or to register as an investment company. We responded to this letter with an analysis that explained why we believe that we are not an investment company under the Investment Company Act. After further discussion with the staff of the Division of Investment Management, we undertook to dispose of enough of our assets that might be deemed to be investment securities under the Investment Company Act so as to ensure that any such remaining assets would not constitute more than 40% of our total remaining assets by value, as the relevant percentage would be calculated for purposes of the Investment Company Act. We have been making efforts to dispose of such assets but have not yet completed this process. See "Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions."

Item 5. Operating and Financial Review and Prospects

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the consolidated financial statements and the related notes included elsewhere in this annual report on Form 20-F. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under " Item 3.D. Key Information—Risk Factors" and elsewhere in this annual report on Form 20-F.

A. Operating Results

Overview

We had two reportable segments in 2014, namely Renren and games. We disposed of Qianjun Technology, the operator of 56.com within the Renren segment, in 2014, and therefore we have classified the financial results from 56.com under discontinued operations.

In 2015, we classified our game business as held for sale and the financial results of our game business under discontinued operations. As our internet finance business increased, we reevaluated our reportable segments and concluded that we have two reportable segments, namely Renren and internet finance. We retrospectively adjusted our segment information for all periods presented to reflect these changes in our segment reporting. These adjustments are also reflected in the following discussion of our segment operating results for comparison to prior year results.

We currently generate revenues from our Renren segment and internet finance segment. Our Renren segment had net revenues from both IVAS and online advertising. Our IVAS revenues include revenues from virtual items, VIP memberships and other paid applications on *renren.com* and *woxiu.com*. Our online advertising revenues are derived from a wide range of advertising formats and solutions. We currently plan to dispose of Zhenzhong, which operates an advertising agency business. Our internet finance business includes our used automobile financing business, where we provide credit financing to used automobile dealers, Renren Fenqi, an online platform which provides credit financing to college students in China through the form of payment by installments, and Renren Licai, a financing platform. We charge fees for financing services, and for monthly services covering cash processing services, collection services and SMS services. In the second quarter of 2016, we stopped offering loans through the Renren Fenqi platform and we are now only collecting the remaining installment payments as they come due.

Our total net revenues decreased from US$46.7 million in 2014 to US$41.1 million in 2015 and increased to US$63.4 million in 2016. We had an income from continuing operations of US$29.8 million in 2014 and losses from continuing operations of US$223.2 million in 2015 and US$194.1 million in 2016.

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

Net Revenues

We derive all of our revenues from our Renren and internet finance segments. Our Renren segment includes online advertising and IVAS service lines. As is customary in the advertising industry in China, we offer rebates to third-party advertising agencies and recognize online advertising revenues net of these rebates. We recognize our revenues net of business taxes or value added tax, as applicable.

The following table sets forth the principal components of our net revenues, both as absolute amounts and as percentages of our total net revenues from our continuing operations, for the periods presented.

	Years ended December 31,					
	2014		2015		2016	
	(in thousands of US$, except for percentages)					
	US$	%	US$	%	US$	%
Net revenues:						
Renren segment:						
Online advertising	$26,894	57.6 %	$9,720	23.6 %	1,653	2.6 %
IVAS	19,747	42.3 %	22,787	55.4 %	32,394	51.1 %
Renren segment total	46,641	99.9 %	32,507	79.0 %	34,047	53.7 %
Internet finance segment	27	0.1 %	8,604	21.0 %	29,317	46.3 %
Total net revenues	$46,668	100.0%	$41,111	100.0%	$63,364	100.0%

Our Renren segment

Our Renren segment has net revenues from both IVAS and online advertising.

IVAS. Our Renren segment's IVAS revenues include virtual items, VIP memberships and other paid applications on *renren.com* and *woxiu.com*. Revenues generated from applications developed by third parties are subject to revenue-sharing agreements with the third-party developers.

As our Renren segment's IVAS business is comprised of several business models, and each business model has its own revenue sources, quantitative price analysis for our Renren segment's IVAS business as a whole is not practical or meaningful. Consequently, we are generally not able to use conventional average sale price analysis in evaluating the financial performance of our Renren segment's IVAS businesses.

The most significant factors that directly or indirectly affect our Renren segment's IVAS revenues include the following:

- our ability to maintain and improve revenue-sharing arrangements with third-party application developers; and
- our ability to continue to offer new VIP features on our Renren SNS platform and
- our ability to continue to offer new features on our mobile live-streaming and Woxiu that are attractive to users.

We launched Renren mobile live streaming in the second quarter of 2016. Our mobile live streaming business accounted for US$4.9 million in total revenue in 2016 and accounting for 15.1% of our IVAS revenue for that year.

Online advertising. We offer a wide range of online advertising formats and solutions, including social ads, display ads, promoted news feed items, fan and brand pages, self-service advertising solutions targeted at small- and medium-sized enterprises, and other formats such as sponsored online events and branded virtual items. We also started offering mobile advertising solutions through our Renren mobile app towards the end of 2013, including banners, newsfeeds and sponsored stories. In 2014, 2015 and 2016, approximately 94.7%, 89.0% and 80.0%, respectively, of our online advertising revenues were derived from pay-for-time arrangements, whereby advertisers place their orders based on the period of time an advertisement is displayed in a specific format on a specific web page or through our mobile advertising formats. In addition to pay-for-time arrangements, advertisers can pay for our PC advertising solutions based on the number of ad impressions delivered or the number of clicks on their advertisement. An “ad impression” is delivered when an advertisement appears on a page and the page is viewed by a user.

Historically, advertisers looked at the size and demographics of our user base and the traffic on our SNS platform to gauge how effectively our SNS platform could be used to reach their target customers. The number of our activated users increased from approximately 223 million as of December 31, 2014 to approximately 228 million as of December 31, 2015 and further to approximately 240 million as of December 31, 2016. However, we suffered a significant drop in monthly unique log-in users in 2013 and in average amount of time that unique log-in users spent on our platform in 2014. Our monthly unique log-in users decreased from approximately 46 million in December 2014 to approximately 41 million as of December 2015 and 35 million as of December 31, 2016. The average amount of time that unique log-in users spent on our platform decreased from approximately 4.0 hours in 2014 to approximately 1.8 hours in 2015 and 1.4 hours in 2016. These decreases in usage are primarily due to intense competition in the mobile internet environment, where there are numerous mobile applications dedicated to meet the specific needs of different users.

Meanwhile, the migration of our user traffic from PC to mobile made it more difficult for us to monetize our user traffic. The mobile percentage of the monthly total user time spent on our SNS service was 87.9%, 68.6% and 92.6% in December 2014, 2015 and 2016, respectively. To date, advertisers have spent considerably less money advertising on mobile devices as compared to advertising on personal computers, due to the limited screen size of mobile devices and the under-developed measurement and tracking services for mobile advertising, and we did not begin monetizing through advertising until towards the end of the 2013. As a consequence, the number of our brand advertisers and annual spending by our brand advertisers have both decreased in recent years. The number of our brand advertisers was 139, 72 and 14 in 2014, 2015 and 2016, respectively, while annual spending by our brand advertisers was approximately US$179,000, US$118,000 and US$87,326 in 2014, 2015 and 2016, respectively.

The most significant factors that directly or indirectly affect our online advertising revenues include the following:

- the number of users who visit the mobile and PC versions of our social networking internet platform, and the amount of time as well as the page views spent on the mobile and PC versions of our platform;
- acceptance by advertisers of online advertising in general and social networking services in particular as an effective marketing channel;
- the size of total online advertising budgets of advertisers for both mobile and PC solutions;
- our ability to retain existing advertisers and attract new advertisers;
- the level of competition among companies providing social networking, social messaging and social media services;
- our ability to continue providing innovative advertising solutions that enable advertisers to reach their target audiences;
- reports by third party internet traffic tracking service providers in China, such as iResearch;
- the state of the PRC and global economy; and
- government regulations or policies affecting the internet and the SNS and online advertising businesses.

Our internet finance segment

We extended credit in an aggregate of RMB 734.9 million and RMB 4,832.6 million (US$727.8 million) to used automobile dealers in 2015 and 2016, respectively. Our used automobile financing business accounted for US$2.8 million in total revenue in 2015 and 32.6% of our internet finance revenue for that year. In 2016, it accounted for US$17.9 million in total revenue and 61.2% of our internet finance revenue for that year. The rate at which we charge upfront fees and interest to used automobile dealerships is about 10.8% to 15.6%.

We previously made loans through Renren Fenqi, an online platform which provided credit financing to college students in China on an installment payment basis for the purchase of consumer goods. In the second quarter of 2016, we stopped making loans through this platform and we are now only collecting the remaining installment payments as they come due. The last of these installment payments will be due in the second quarter of 2018. Our revenue from Renren Fenqi includes interest and repayment processing fees.

For a detailed discussion of how revenues from internet finance segment are recognized in our financial statements, see "—Critical Accounting Policies—Revenue Recognition."

The most significant factors that directly or indirectly affect our internet finance segment's revenues include the following:

Our ability to offer attractive internet finance products to users. We launched our internet finance business with a service that targeted college students who wished to buy consumer goods on an installment plan. We no longer offer this service, and our internet finance business currently focuses on extending credit to used automobile dealerships. Internet finance is a new, rapidly growing and constantly evolving field and it is difficult to predict what kinds of products users will find attractive at any given time. User preferences continually change, so even successful products and services may not remain popular for long. Unlike in a business with more traditional products and services, our success in the internet finance business will depend in large part on our ability to anticipate trends and introduce new kinds of products into the marketplace.

Competition in China's internet finance market. China's internet finance market is still relatively small compared to its financial markets as a whole, and companies that are not traditional financial institutions have had an important role in shaping its growth. The growth of the field is already attracting large internet companies with deep pockets that previously specialized in other areas of online business, and the competitive landscape is changing rapidly. As China's internet finance market grows and matures, more traditional financial institutions may be attracted to the industry and the profile of our competition may change correspondingly. For example, we may face competition from larger financial institutions with much lower costs of capital in the future.

The growth of the used automobile industry in China. Our internet finance business currently focuses on extending credit to used automobile dealerships. Car ownership is a relatively recent phenomenon in China, and the purchase of used automobiles even more so. According to the China Automobile Dealers Association, sales of used automobiles in China totaled approximately 9.2 million units in 2014, 9.4 million units in 2015 and 10.4 million units in 2016. Continued growth should give us more opportunities. In addition, ownership of used automobile dealerships is highly fragmented, and dealerships are so small and numerous that we must devote significant resources to sales and marketing to grow our revenue. If the growth of the industry is accompanied by greater consolidation of ownership then we would benefit from greater efficiencies of scale in dealing with potential customers.

Government regulations or policies affecting internet finance businesses. Finance businesses and financial institutions are heavily regulated in most countries, including China. Internet finance has grown quickly in China and government regulation is still catching up with it. If the government decides to promulgate new regulations or increase existing regulations in any area where we are operating our internet finannce business, it may affect our ability to grow our business and increase our revenue.

We plan to dispose of Zhenzhong, which operates an advertising agency business. Zhenzhong accounted for US$10.0 million in total revenue in 2015 and US$5.0 million in total revenue in 2016, including both IVAS and advertising revenues. See “Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions.”

Cost of Revenues

The following table sets forth the principal components of our cost of revenues, both as absolute amounts and as percentages of our total net revenues from our continuing operations, for the periods presented.

	Years ended December 31,					
	2014		2015		2016	
	(in thousands of US$, except for percentages)					
	US$	%	US$	%	US$	%
Cost of revenues:						
Renren segment:						
Commission costs	$11,274	24.2%	$15,697	38.2%	$14,032	22.1%
Bandwidth and co-location costs	10,184	21.8%	6,754	16.4%	2,702	4.3 %
Direct advertisement costs	1,391	3.0 %	1,436	3.5 %	668	1.1 %
Salaries and benefits	2,557	5.5 %	526	1.3 %	11	0.0 %
Other expenses	9,157	19.6%	5,319	12.9%	8,467	13.4%
Sub-total	34,563	74.1%	29,732	72.3%	25,880	40.8%
Internet finance segment:						
Financing costs	$36	0.1 %	$2,573	6.3 %	$12,932	20.4%
Provision of financing receivable	—	—	3,632	8.8 %	12,437	19.6%
Salaries and benefits	29	0.1 %	422	1.0 %	179	0.3 %
Bandwidth and co-location costs	15	0.0 %	122	0.3 %	108	0.2 %
Other expenses	20	0.0 %	239	0.6 %	231	0.4 %
Sub-total	100	0.2 %	6,988	17.0%	25,887	40.9%
Total cost of revenues	$34,663	74.3%	$36,720	89.3%	51,767	81.7%

Our Renren segment

Cost of revenues for our Renren segment consists primarily of commission costs, depreciation and content costs, and bandwidth and co-location costs.

Commission costs. Commission costs primarily consist of commissions that were paid to mobile live streaming performers and Woxiu performers. Such commissions were calculated as a percentage of the revenues we generate from the sales of virtual items that fans of the performers have purchased.

Bandwidth and co-location costs. Bandwidth and co-location costs are the fees we pay to telecommunications carriers and other service providers for telecommunications services and for hosting our servers at their internet data centers. Bandwidth and co-location costs have fallen as our SNS platform usage declines.

Direct advertisement costs. Direct advertisement costs include design, development and certain other costs incurred by third parties with whom we have contracted to provide certain services relating to our online advertising services. For example, if an advertiser places an advertisement on our *renren.com* website and we contract with a third party to provide technical assistance and design support for placing the advertisement, the fees paid to this third party are classified as direct advertisement costs.

Salaries and benefits. Salaries and benefits primarily consist of salaries and welfare benefits for employees whose services are directly related to the generation of revenues.

Other expenses. Other expenses primarily include depreciation and content costs. Depreciation expenses primarily consist of the depreciation of servers and other equipment. We include depreciation expenses for servers and other equipment that are directly related to our business operations and technical support in our cost of revenues. Content costs consist of fees we pay to license content from copyright owners or content distributors.

Zhenzhong accounted for US$2.0 million of our cost of revenues in 2015 and US$1.7 million of our cost of revenues in 2016.

Our internet finance segment

Cost of revenues for our internet finance segment consists primarily of provision of financing receivable and interest expenses.

Financing costs. Financing costs primarily consist of interest expenses, including the expenses paid to investors on Renren Licai and other peer-to-peer platforms, issuing related expenses and interest expenses of asset-backed securities. Funds for our internet finance business are provided by Renren Licai, which is our financing platform, by our issuance of asset-backed securities collateralized by that credit financing, and by other peer-to-peer platforms. Our cost of funding is related to prevailing interest rates in China and other factors that affect the availability of credit, though the relationship is indirect because we rely on unconventional sources of funding. Interest rates paid to investors on peer-to-peer platforms tend to be somewhat higher than prevailing interest rates because peer-to-peer platforms are relatively novel and have not achieved wide acceptance. Our ability to source funding at affordable rates will have a significant impact on our ability to control costs.

Provision of financing receivable. The provision of financing receivable is accrued when we believe that the future collection of principal is unlikely. We consider the credit worthiness of the customers, aging of the outstanding receivable and other specific circumstances related to the receivable when determining the allowance for receivable losses. In the aggregate, these costs are related to our ability to maintain and improve our credit risk control system. We are not a financial institution and we do not have a long history of designing and operating credit risk control systems. Provision of financing receivable accounts for a significant proportion of the cost of revenues of our internet finance segment, comparable to our financing costs in 2016, so the accuracy and efficiency of our credit risk control systems will have a significant impact on our ability to control costs.

Salaries and benefits. Salaries and benefits of our internet finance segment primarily consist of expenses for employees whose services are directly related to the operation of our internet finance services.

Bandwidth and co-location costs. Bandwidth and co-location costs of our internet finance segment primarily consist of the fees we pay to telecommunications carriers for hosting of servers.

Other expenses. Other expenses of our internet finance segment mainly include rental expense and depreciation and amortization for servers and equipment that are directly related to the internet finance services.

Operating Expenses

Our operating expenses consist of selling and marketing expenses, research and development expenses, general and administrative expenses, impairment of intangible assets and impairment of goodwill. The following table sets forth our operating expenses for continuing operations, both as absolute amounts and as percentages of our total net revenues, for the periods indicated.

	Years ended December 31,					
	2014		2015		2016	
	(in thousands of US$, except for percentages)					
	US$	%	US$	%	US$	%
Operating Expenses:						
Selling and marketing	$34,593	74.1 %	$30,502	74.2 %	$21,276	33.6 %
Research and development	42,697	91.5 %	32,392	78.8 %	20,750	32.7 %
General and administrative	48,764	104.5%	46,803	113.8%	42,584	67.2 %
Impairment of goodwill	46,864	100.4%	—	—	—	— %
Total operating expenses	$172,918	370.5%	$109,697	266.8%	$84,610	133.5%

Our selling and marketing expenses, research and development expenses and general and administrative expenses include share-based compensation charges. See "—Critical Accounting Policies—Share-Based Compensation" for more information.

Selling and marketing expenses

Selling and marketing expenses consist primarily of salaries, benefits and commissions for our sales and marketing personnel and advertising and promotion expenses. Our sales and marketing expenses decreased substantially in 2016 due mainly to a decrease in salaries as we reduced our headcount. Our selling and marketing expenses may increase in the near term if we increase our promotion expenses for our Renren brand, our live streaming service and our internet finance services.

Research and development expenses

Research and development expenses consist primarily of salaries and benefits for research and development personnel. Our research and development expenses decreased substantially in 2016 due mainly to the headcount reduction for our Renren development teams. Our research and development expenses may increase in the near term on an absolute basis as we intend to hire additional research and development personnel to develop new features for our various services and further improve our technology infrastructure.

General and administrative expenses

General and administrative expenses consist primarily of salaries and benefits for our general and administrative personnel and fees and expenses for third-party professional services. Our general and administrative expenses may increase in the future on an absolute basis as our internet finance business grows.

Impairment of goodwill

As the declining performance of our Renren reporting unit indicated an impaired goodwill, we performed an interim impairment test in September 2014 and recorded an impairment of goodwill of the Renren reporting unit, which included 56.com, of US$46.9 million. We had no impairment of goodwill in 2015 or 2016.

Zhenzhong accounted for US$6.3 million of our operating expenses in 2015 and US$3.5 million of our operating expenses in 2016.

Taxation

Cayman Islands

We are incorporated in the Cayman Islands. Under the current laws of the Cayman Islands, we are not subject to income or capital gains tax. In addition, dividend payments are not subject to withholding tax in the Cayman Islands.

PRC

Prior to the adoption of the value-added tax, all entities and individuals that engage in the provision of services, the transfer of intangible assets or the sale of real properties within the PRC were required to pay PRC business tax. We were subject to a 5.6% to 8.6% business tax on gross revenue generated from IVAS, online advertising and social commerce services, plus related surcharges, up through April 2016. As of December 31, 2016, all of our subsidiaries and consolidated affiliated entities in the PRC have been required by the local tax authorities to pay value-added tax at a rate of 6.72% to 6.78% on certain service revenues which were previously subject to business tax.

The Enterprise Income Tax Law applies a uniform enterprise income tax rate of 25% to all domestic enterprises and foreign-invested enterprises and defines new tax incentives for qualifying entities. Dividends, interests, rent or royalties paid by a PRC entity to foreign non-resident enterprise investors, and proceeds from the disposition of assets by such foreign enterprise investors, will generally be subject to a 10% withholding tax.

Under the Enterprise Income Tax Law, an enterprise established outside of the PRC with “de facto management bodies” located within the PRC is considered a PRC resident enterprise and therefore will be subject to a 25% PRC enterprise income tax on its global income. The implementation rules define “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.” In addition, SAT Circular 82 treats a Chinese-controlled enterprise established outside of China as a PRC resident enterprise with “de facto management bodies” located in the PRC for tax purposes where all of the following requirements are satisfied: (i) the senior management and core management departments in charge of its daily production or business operations are located in the PRC; (ii) its financial and human resource decisions are subject to determination or approval by persons or bodies in the PRC; (iii) its major assets, accounting books, company seals, and minutes and files of its board and shareholders’ meetings are located or kept in the PRC; and (iv) more than half of the enterprise’s board members with voting rights or senior management habitually reside in the PRC. In addition, the State Administration of Taxation issued a bulletin effective September 1, 2011 to provide more guidance on the implementation of the above circular. The bulletin made clarification in the areas of resident status determination, post-determination administration and competent tax authorities. It also specifies that when provided with a copy of Chinese tax resident determination certificate from a resident Chinese controlled offshore incorporated enterprise, the payer should not withhold 10% income tax when paying the Chinese-sourced dividends, interest, royalties, etc. to the Chinese controlled offshore incorporated enterprise. Although both the circular and the bulletin only apply to offshore enterprises controlled by PRC enterprises and not those by PRC individuals, the determination criteria set forth in the circular and administration clarification made in the bulletin may reflect the State Administration of Taxation’s general position on how the “de facto management body” test should be applied in determining the tax residency status of offshore enterprises and the administration measures should be implemented, regardless of whether they are controlled by PRC enterprises or PRC individuals. Despite the uncertainties resulting from limited PRC tax guidance on the issue, we do not believe that our legal entities organized outside of the PRC constitute PRC resident enterprises under the Enterprise Income Tax Law. If we were considered a PRC resident enterprise for tax purposes, we would be subject to the PRC enterprise income tax at the rate of 25% on our global income for the period after January 1, 2008. Given that Circular 82 was issued regarding overseas enterprises controlled by PRC enterprises (not those controlled by PRC individuals), it is not strictly applicable to us. As of December 31, 2016, we had not accrued reserves for PRC tax on such basis.

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Discontinued Operations

In October 2013, Baidu Holdings Limited, a subsidiary of Baidu, Inc., acquired approximately 59% of the equity interest of Nuomi Holdings Inc., or Nuomi, a wholly owned subsidiary of ours and a leading provider of group-buying services in China. In December 2014, Tianjin Jinhu Culture Development Co., Ltd, a subsidiary of Sohu.com Inc., acquired 100% of the equity interest of Qianjun Technology, a wholly owned subsidiary of ours and operator of the 56.com website. In November 2015, our board of directors approved the disposition of our online games business as part of our change in strategic direction to focus more on our internet finance business. We disposed of our entire online games business in March 2016. As a result, our financial statements now reflect the deconsolidation of Nuomi's, Qianjun Technology's and our online games business's operating results. Retrospective adjustments to the historical statement of operations have also been made to provide a consistent basis of comparison for the financial results. Specifically, Nuomi's, Qianjun Technology's and our online games business's operational results have been excluded from our financial results from continuing operations and have been separately reclassified to discontinued operations.

Critical Accounting Policies

We prepare our financial statements in conformity with U.S. GAAP, which requires us to make estimates and assumptions that affect our reporting of, among other things, assets and liabilities, contingent assets and liabilities and net revenues and expenses. We regularly evaluate these estimates and assumptions based on the most recently available information, our own historical experiences and other factors that we believe to be relevant under the circumstances. Since our financial reporting process inherently relies on the use of estimates and assumptions, our actual results could differ from what we expect. This is especially true with some accounting policies that require higher degrees of judgment than others in their application. We consider the policies discussed below to be critical to an understanding of our audited consolidated financial statements because they involve the greatest reliance on our management's judgment.

Revenue Recognition

Historically, we have generated revenues primarily through online games, online advertising, our online social video platform and social commerce. Our social commerce services and online advertising services generated on our online social video platform have been discontinued after our deconsolidation of Nuomi and Qianjun Technology. Our online game services have been discontinued since we reclassified our online games business as held for sale in 2015 and we disposed of our online games business in 2016. We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collectability is reasonably assured.

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Internet finance services

We generate revenue from our internet finance services business primarily through providing credit financing to used automobile dealers. In addition, we also provided credit to college students on Renren Fenqi as well as apartment rental financing during the years ended December 31, 2015 and 2016. These services were terminated in May 2016 and January 2016, respectively. We record financing income and service fees related to those services over the life of the underlying financing using the effective interest method on unpaid principal amounts. The service fees collected upfront, as well as the direct origination costs for the financing, are deferred and recognized as financing income as an adjustment to the yield on a straight line basis over the life of the portfolio financing.

- Used automobile financing

We provide short-term financing services to used automobile dealers through one of our subsidiaries with a financial lease license to fund the car dealers' cash needs for used automobile purchasing. The financing period is no more than 6 months. The financing is secured by a pledge of the dealer's used automobiles with total value exceeding the principal of the financing. We charge an upfront service fee as well as financing income on a monthly basis. Such fees are deferred and recognized as financing income as an adjustments to the yield on a straight line basis over the life of the financing.

- Financing for installment sales to college students

During the year ended December 31, 2015 and part of 2016, we provided financing services to college students on installment sales, through which students were able to purchase products online on Renren Fenqi or from other third-party online merchants through the Renren Fenqi platform and make payments on a monthly basis in 1 to 24 installments. We charged fees earned on the financing. We were not responsible for providing any post sale support or make any changes to the products and concluded that we were merely acting as an agent recording the related financing fee charged to the students ratably over the life of the underlying financing. We discontinued this service in May 2016.

- Other financing

During the year ended December 31, 2015 and part of 2016, we provide rental financing service to individuals who are referred by the apartment agents and need funds to make lump sum down payments to the apartment agents for a

favorable discount of rental fee, as well as micro cash financing services to college students to fund their short-term consumption within a period of no more than 6 months. We generally charge financing income and service fee on a monthly basis. We discontinued this service in January 2016.

In addition to the service fee charged for the above financing services, we also receive fees contingent on future events, mainly penalty fees for late repayment of the financing. Those contingent fees were immaterial for all periods presented.

Online advertising

Pursuant to advertising contracts, we provide advertisement placement services on our SNS platform and in our online games. We primarily enter into pay-for-time contracts, pursuant to which we bill our customers based on the period of time to display the advertisements in the specific formats on specific web pages. In recent years we have entered into pay-for-volume arrangements, pursuant to which we bill our customers on the traffic volume basis, e.g. pay-per-click or pay-per-impression.

For pay-for-time contracts revenues are recognized ratably over the period the advertising is provided. For pay-for-volume contracts revenues are recognized based on traffic volume tracked and the pre-agreed unit price. Contractual billings in excess of recognized revenue and payments received in advance of revenue recognition are recorded as deferred revenues.

We enter into advertising placement contracts with advertisers, or more frequently, with the advertisers' advertising agents, and we offer volume rebates to certain advertisers' advertising agents. We treat these advertising agents as our customers and our advertising revenues are recognized after deducting the estimated rebates. An estimate of the total rebate is based on the estimates of the sales volume to be reached based on our historical experience. If amounts of future rebates cannot be reasonably estimated, a liability will be recognized for the maximum potential amount of the rebates.

Live streaming revenue

We generate live streaming revenue from both Woxiu and Renren mobile live streaming.

“Woxiu,” which translates into “a show of your own” in Chinese, is a virtual stage that we initially offered on our 56.com platform and then on the Woxiu platform after the completion of the disposition of 56.com, where grassroots musicians and performers can live-stream their performances and share them with viewers. Fans of the performing user can chat live with the performer and other audience members and purchase consumable virtual items to show support for the performer. In the second quarter of 2016, we also launched live streaming service on Renren mobile terminal.

For both Woxiu and Renren mobile live streaming, the amount of virtual currencies consumed is maintained by our operating system and will be deducted from users’ accounts automatically when the virtual currencies are deemed as consumed. Revenue is recognized monthly based on the virtual currencies consumed. We pay the performers a certain percentage of the virtual currencies consumed. We recognize total revenue on a gross basis, and the commission paid to performers is recorded as cost of revenues. We calculate the amount of revenues recognized for each unit of virtual currency consumed using a moving weighted average method by dividing the total cumulative unrecognized deferred revenues by total unconsumed virtual currency.

Online games

In November 2015, our board of directors approved the disposition of our online game business. The disposition was subsequently completed in March 2016.

We generate revenue from the provision of online games, particularly cross-platform and web-based online games. Our games can be accessed and played by end users free of charge, and the end users may choose to purchase in-game virtual merchandise or premium features to enhance their game-playing experience using virtual currency. The end users can purchase virtual currency by making direct online payments to us through third-party online payment platforms or purchasing online prepaid cards. Net proceeds received from these service providers after deduction of service fees are recorded initially as deferred revenues. We sell online prepaid cards through distributors across China with sales discounts from the face value offered by us. As we do not have control over and generally do not know the ultimate selling price of the online prepaid cards sold by the distributors, net proceeds received from distributors after deduction of sales discounts are recorded as deferred revenues. End users consume the virtual currency for in-game merchandise or premium features sold.

We categorize in-game merchandise or premium features as either consumptive or permanent. For the consumptive in-game merchandise or premium features, revenues are recognized when the in-game merchandise or premium features are first used by the end users. For the permanent in-game merchandise or premium features, revenues are recognized ratably over the estimated average playing period of paying players for each applicable game, which represents our best estimate of the estimated average life of permanent in-game merchandise or premium features.

In estimating the average playing period of paying players for each applicable game, we consider the charging data, which are affected by various factors such as acceptance and popularity of the game, the game updates and other in-game items, promotional events launched, future operating strategies and market conditions. Given the short operating history of our online games, the estimated average playing period of paying players for each applicable game may not accurately reflect the actual lives of the permanent in-game merchandise or premium features in that game. We review, at least annually, the average playing period of paying players for all applicable games to determine whether the estimated lives for permanent in-game merchandise or premium features remain reasonable. Based on our latest review, such estimated lives remain reasonable and have not changed significantly over time. We may revise our estimates as it continues to collect operating data, and refine the estimation process and results accordingly. All paying players' data in an applicable game collected since the launch date of such game are used to perform the relevant assessment for that applicable game.

If there is insufficient player data to determine the average playing period of players for an applicable game, such as in the case of a newly launched game, we estimate the average playing period of paying players based on other similar games we or third parties operate, taking into account the game profile, the target audience and the appeal to paying players of different demographics, until sufficient data is collected, which is normally up to 12 months after launch.

We are not able to track on an individual basis the virtual currency purchased by our users at various prices. Accordingly, we calculate the amount of revenues recognized for each game point consumed using a moving weighted average method, by dividing the sum of the payments received in the current month and the deferred revenue balance as of the beginning of the month by the sum of number of the units of the virtual currency purchased by the end users in the current month and the units unconsumed by the end users as of the beginning of the month.

The deferred revenues in relation with the inactivated online prepaid cards are recognized as revenues when the term of the online prepaid card expires, which is normally two years from the date of purchase. The amount associated with the unused virtual currency, which are without contractual expiration term, are carried as deferred revenues indefinitely as we are not able to reasonably estimate the amount of virtual currency which will be ultimately given up by the users due to our short operating history.

We have also entered into revenue sharing agreements with certain third-party game developers, under which we promote and provide links to the online games developed by these third-party developers on our platforms while the third-party game developers operate the games, which includes providing game software, hardware, technical support and customer services. All of the web games developed by third-party game developers can be accessed and played by game players on our platforms without downloading separate software. We view the game developers to be our customers and consider our responsibility under such agreements to be that of distribution and payment collection for such games. We primarily collect payments from game players in connection with the sale of in-game currencies and remits certain agreed-upon percentages of the proceeds to the game developers with the residual portion of such proceeds deferred for revenue recognition until the estimated consumption date, (i.e., the estimated date by which in-game currencies are consumed within the games for purchase of in-game merchandise or premium features), which is typically within a short period of time after purchase of the in-game currency. Purchases of in-game currency are not refundable unless there is unused in-game currency at the time a game is discontinued. Typically, a game will only be discontinued when the monthly revenue generated by a game is insignificant.

Goodwill and Intangible Assets

Goodwill represents the cost of an acquired business in excess of the fair value of identifiable tangible and intangible net assets purchased. We generally seek the assistance of an independent valuation firm in determining the fair value of the identifiable intangible net assets of the acquired business.

There are several methods that can be used to determine the fair value of assets acquired and liabilities assumed. For intangible assets, we typically use the income method. This method starts with a forecast of all of the expected future net cash flows associated with a particular intangible asset. These cash flows are then adjusted to present value by applying an appropriate discount rate that reflects the risk factors associated with the cash flow streams. Some of the more significant estimates and assumptions inherent in the income method or other methods include the amount and timing of projected future cash flows, the discount rate selected to measure the risks inherent in the future cash flows, and the assessment of the asset's economic life cycle and the competitive trends impacting the asset, including consideration of any technical, legal, regulatory or economic barriers to entry. Determining the useful life of an intangible asset also requires judgment as different types of intangible assets will have different useful lives.

Goodwill is tested for impairment at least once annually. Impairment is tested using a two-step process. The first step compares the fair value of each reporting unit to its carrying amount, including goodwill. If the fair value of each reporting unit exceeds its carrying amount, goodwill is not considered to be impaired and the second step will not be required. If the carrying amount of a reporting unit exceeds its fair value, the second step compares the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill is determined in a manner similar to accounting for a business combination with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. An impairment loss is recognized for any excess in the carrying value of goodwill over the implied fair value of goodwill.

In view of the declining performance of our Renren reporting unit and the reallocating of resources to new business areas, we performed an interim impairment test of goodwill on September 30, 2014 and wrote down its carrying amount to its fair value of US$13.7 million and recognized an impairment loss of US$46.9 million for the year ended December 31, 2014. We tested goodwill for impairment at the reporting unit level, which is the same as reportable segment. Goodwill is only associated with our "Renren" reporting unit. The following table sets forth the estimated fair value, carrying value and goodwill as of September 30, 2014.

	Renren (in millions of US$ except for percentages)
Estimated fair value of total equity	(109.6)
Carrying value	(65.8)
Amount of goodwill allocated to the reporting unit	13.7

The fair value at this interim test was determined based on the discounted cash flow or DCF method of the income approach applying assumptions including terminal growth rate of 3%, discount rate of 19% and annual risk free rate of 4%.

Upon the disposal of Qianjun Technology, which is included in our Renren reporting unit, we disposed of a certain amount of goodwill that was determined based on the relative fair value of the disposed business and the remaining portion included in our Renren reporting unit. All the remaining carrying amount of goodwill of US$13.7 million was allocated to the disposed business and then disposed of on December 1, 2014.

As of December 31, 2015 and 2016, we do not have any goodwill on our consolidated balance sheet.

Please see "Item 3.D—Key Information—Risk Factors—Risks Related to Our Business and Industry" for a discussion of risks and uncertainties that may adversely affect our growth. These risks and uncertainties, if materialized, could also have a negative effect on the estimated fair value.

Intangible assets with indefinite useful lives are not subject to amortization and are tested for impairment at least annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Such impairment test consists of the fair values of assets with their carrying value amounts and an impairment loss is recognized if and when the carrying amounts exceed the fair values. The estimates of fair values of intangible assets not subject to amortization are determined using various discounted cash flow valuation methodologies. Significant

assumptions are inherent in this process, including estimates of discount rates. Discount rate assumptions are based on an assessment of the risk inherent in the respective intangible assets. During the years ended December 31, 2014, 2015 and 2016, we recorded no impairment losses from continuing operations, and impairment losses of US$13.7 million, nil and nil, respectively, from discontinued operations, mainly related to domain names with indefinite life, since we performed an interim impairment test on intangible assets. The fair value of the intangible assets of 56.com were estimated based on the latest operating results and market conditions and such impairments were based on the fair value in impairment test. Upon the disposal of Qianjun Technology and the classification of our game business as held for sale, we allocated intangible assets related to 56.com and our game business into our discontinued operations and accordingly, we have no intangible assets as of December 31, 2016.

Share-based Compensation

Our share-based payment transactions with employees are measured based on the grant date fair value of the equity instrument we issued and recognized as compensation expense over the applicable vesting period based on the straight-line method, with a corresponding impact reflected in additional paid-in capital. Share awards issued to non-employees, such as advisors, are measured at fair value at the earlier of the commitment date or the date the service is completed and recognized over the period the service is provided.

The estimate of forfeitures will be adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized through a cumulative catch-up adjustment in the period of change and will also impact the amount of stock compensation expense to be recognized in future periods.

A change in any of the terms or conditions of share options shall be accounted for as a modification of the plan. Therefore, we calculate incremental compensation cost of a modification as the excess of the fair value of the modified option over the fair value of the original option immediately before its terms are modified, measured based on the share price and other pertinent factors at the modification date. For vested options, we would recognize incremental compensation cost in the period of the modification occurred and for unvested options, we would recognize, over the remaining applicable vesting period, the sum of the incremental compensation cost and the remaining unrecognized compensation cost for the original award on the modification date.

Volatility. The volatility of the underlying ordinary shares during the life of the options was estimated based on the historical stock price volatility of listed comparable companies over a period comparable to the expected term of the options.

Risk-free interest rate. Risk-free interest rate was estimated based on the yield to maturity of China Sovereign Bonds with a maturity period close to the expected term of the options.

Expected term. For the options granted to employees, we estimated the expected term based on the vesting and contractual terms and employee demographics, and we estimated the expected term as the average between the vesting term of the options and the original contractual term. For the options granted to non-employees, we estimated the expected term as the original contractual term.

Dividend yield. We estimated the dividend yield based on our expected dividend policy over the expected term of the options.

Exercise price. The exercise price of the options was determined by our board of directors.

Fair value of underlying ordinary shares. The closing market price of our ADSs (adjusted for the ratio of ordinary shares per ADS) on the grant date was used.

Income Taxes

In preparing our consolidated financial statements, we must estimate our income taxes in each of the jurisdictions in which we operate. We estimate our actual tax exposure and assess temporary differences resulting from different treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which we include in our consolidated balance sheet. We must then assess the likelihood that we will recover our deferred tax assets from future taxable income. If we believe that recovery is not likely, we must establish a valuation allowance. To the extent we establish a valuation allowance or increase this allowance, we must include an expense within the tax provision in our statement of operations.

Management must exercise significant judgment to determine our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. We base the valuation allowance on our estimates of taxable income in each jurisdiction in which we operate and the period over which our deferred tax assets will be recoverable. If actual results differ from these estimates or we adjust these estimates in future periods, we may need to establish an additional valuation allowance, which could materially impact our financial position and results of operations.

U.S. GAAP requires that an entity recognize the impact of an uncertain income tax position on the income tax return at the largest amount that is more likely than not to be sustained upon audit by the relevant tax authority. If we ultimately determine that payment of these liabilities will be unnecessary, we will reverse the liability and recognize a tax benefit during that period. Conversely, we record additional tax charges in a period in which we determine that a recorded tax liability is less than the expected ultimate assessment. We recorded no unrecognized tax benefits during the years ended December 31, 2014, 2015 and 2016.

Uncertainties exist with respect to the application of the PRC Enterprise Income Tax Law and its implementing rules to our operations, specifically with respect to our tax residency status. The Enterprise Income Tax Law specifies that legal entities organized outside of the PRC will be considered residents for PRC income tax purposes if their "de facto management bodies" are located within the PRC. The Enterprise Income Tax Law's 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."

Despite the uncertainties resulting from limited PRC tax guidance on the issue, we do not believe that our legal entities organized outside of the PRC constitute residents under the Enterprise Income Tax Law. If one or more of our legal entities organized outside of the PRC were characterized as PRC tax residents, the impact would adversely affect our results of operations.

Based on our analysis of the facts related to our corporate restructuring in 2005 and 2006, we do not believe that we should be treated as a United States corporation for United States federal income tax purposes. However, as there is no direct authority on how the relevant rules of the Code might apply to us, our company's conclusion is not free from doubt. Therefore, our conclusion may be challenged by the United States tax authorities and a finding that we owe additional United States taxes could substantially reduce the value of your investment in our company. If the United States taxing authorities successfully treated our company as a United States domestic corporation, our company would be subject to United States federal income tax on its worldwide taxable income as if it were a United States corporation. For more information, please refer to "Item 3.D—Risk Factors—Risks Related to Our Corporate Structure and the Regulation of Our Business—If we are required to pay U.S. taxes, the value of your investment in our company could be substantially reduced."

Consolidation of variable interest entity

PRC laws and regulations currently prohibit direct foreign ownership of business entities providing value-added telecommunications services in the PRC where certain licenses are required for the provision of such services. To comply with the PRC laws and regulations, we conduct substantially all of our business through our variable interest entities and their subsidiaries. We have, through one of our wholly owned subsidiaries in the PRC, entered into contractual arrangements with Qianxiang Tiancheng such that Qianxiang and its subsidiaries are considered as our

variable interest entities for which we are considered their primary beneficiary. We believe we have substantive kick-out rights per the terms of the equity option agreements, which gives us the power to control the shareholder of these entities. More specifically, we believe that the terms of the exclusive equity option agreements are currently exercisable and legally enforceable under PRC laws and regulations. Therefore, we believe this gives us the power to direct the activities that most significantly impact the economic performance of these entities and their subsidiaries. We believe that our ability to exercise effective control, together with the service agreements and the equity interest pledge agreements, give us the rights to receive substantially all of the economic benefits from these entities and their subsidiaries in consideration for the services provided by our wholly owned subsidiaries in China. Accordingly, as the primary beneficiary of these entities and in accordance with U.S. GAAP, we consolidate their financial results and assets and liabilities in our consolidated financial statements.

Based on the advice of TransAsia Lawyers, our PRC legal counsel, our corporate structure in China complies with all existing PRC laws and regulations. However, our PRC legal counsel has also advised us that as there are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, we cannot assure you that the PRC government would agree that our corporate structure or any of the above contractual arrangements comply with current or future PRC laws or regulations. PRC laws and regulations governing the validity of these contractual arrangements are uncertain and the relevant government authorities have broad discretion in interpreting these laws and regulations.

In January 2016 and September 2016, we originated the issuance of two Shanghai Renren Finance Leasing Asset-Backed Special Plans, approximating RMB 299.8 million (US$45.2 million) and RMB 510.6 million (US$76.9 million), respectively. The plans are collateralized by certain financing receivables arising from our used automobile financing business.

The plans consist of three tranches: AAA-rated senior securities (covering 68.0% and 70.5% of the total securities issued, respectively) and AA-rated senior securities (covering 10.5% and 11.0% of the total securities issued, respectively) which were purchased by external investors, and subordinate securities (covering 21.5% and 18.5% of the total securities issued, respectively) held by us. We also provided a guarantee to secure the full repayment of the principal and interest of the external investors in the plans.

We hold significant variable interests in the plans through holding the subordinate securities and the guarantee provided, from which we have the right to receive benefits from the plans that could potentially be significant to the plans.

We also have power to direct the activities of the plans that most significantly impact the economic performance of the plans by making revolving purchases of underlying financing receivables and providing payment collection services from the underlying financing receivables.

Accordingly, we are considered the primary beneficiary of the plans and have consolidated the plans' assets, liabilities, results of operations and cash flows in the accompanying consolidated financial statements.

The assets of the plans are not available to our creditors. In addition, the investors of the plans have no recourse against our assets.

Short-term investments

The short-term investments comprise marketable securities which are classified as trading and available-for-sale, and derivative financial instruments that are regarded as assets. The available-for-sale investments are reported at fair values with the unrealized gains or losses recorded as accumulated other comprehensive income in equity. Short-term investments with contractual maturity dates less than one year are classified as held-to-maturity measured at amortized costs when we have the positive intent and ability to hold the securities to maturity. The derivative financial instruments that are treated as assets are measured at fair value. The changes in fair value of those derivative

instruments are recognized as gain or loss.

We review the available-for-sale investments for other-than-temporary impairment based on the specific identification method. We consider available quantitative and qualitative evidence in evaluating the potential impairment of the short-term investments. If the cost of an investment exceeds the investment's fair value, we consider, among other factors, general market conditions, expected future performance of the investees, the duration and the extent to which the fair value of the investment is less than the cost, and our intent and ability to hold the investment. We separate the amount of the other-than-temporary impairment into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings, which represents the difference between a security's amortized cost basis and the discounted present value of expected future cash flows. The amount due to other factors is recognized in the consolidated statements of comprehensive income (loss) if we neither intend to sell and will not more likely than not be required to sell the security before recovery. The difference between the amortized cost basis and the cash flows expected to be collected is accreted as interest income. We recognized nil, nil and nil million impairment losses on short-term investments for the years ended December 31, 2014, 2015 and 2016, respectively.

Long-term investments

Equity method investments. Investment in common stock or in-substance common stock of an entity where we can exercise significant influence, but not control, is accounted for using the equity method. Significant influence is generally considered to exist when we have an ownership interest in the voting stock of the investee between 20% and 50%. Other factors, such as representation on the investee's board of directors, voting rights and the impact of commercial arrangements are also considered in determining whether the equity method of accounting is appropriate. An investment in in-substance common stock is an investment in an entity that has risk and reward characteristics that are substantially similar to that entity's common stock. We consider subordination, risks and rewards of ownership and obligation to transfer value when determining whether an investment in an entity is substantially similar to an investment in that entity's common stock. Under the equity method, the investment is initially recorded at cost and adjusted for our share of undistributed earnings or losses of the investee. Investment losses are recognized until the investment is fully written down as we do not guarantee the investee's obligations nor it is committed to provide additional funding. When our carrying value in an equity method affiliated company is reduced to zero, no further losses are recorded in our consolidated financial statements unless we guaranteed obligations of the affiliated company or have committed additional funding. When the affiliated company subsequently reports income, we will not record its share of such income until it exceeds the amount of its share of losses not previously recognized. We regularly evaluate the impairment of the equity investment based on performance and the financial position of the investee as well as other evidence of market value. Such evaluation includes, but is not limited to, reviewing the investee's cash position, recent financings, projected and historical financial performance, cash flow forecasts and financing needs. An impairment charge is recorded when the carrying amount of the investment exceeds its fair value and this condition is determined to be other-than-temporary. We recognized nil, US$4.3 million and US$7.5 million in impairment losses on equity method investments for the years ended December 31, 2014, 2015 and 2016, respectively.

- *Warrants and purchased call options*. Warrants and purchased call options represent financial instruments purchased by us to acquire additional equity interest if the counterparties fulfilled certain conditions during certain period of time. The warrants and purchased call options are recorded at fair value at the acquisition date and carried at cost less impairment.

- *Cost method investments*. For investments in an investee over which we do not have significant influence and which are not considered debt securities or equity securities that have readily determinable fair values, we carry the investment at cost and recognize income as any dividends declared from distribution of investee's earnings. We review the cost method investments for impairment whenever events or changes in circumstances indicate that the carrying value may no longer be recoverable. The primary factors we consider in our impairment analysis include the duration and severity of the decline in fair value, the financial condition, operation performance and the prospects of the investees as well as other company specific information such as recent financing rounds. An impairment loss is recognized in earnings equal to the difference between the investment's cost and its fair value at the balance sheet date of the reporting period for which the assessment is made. The fair value of the investment would then become the new cost basis of the investment. We determine the fair value of our cost method investment generally by adopting a market approach concluding on the overall investee's equity value which takes into consideration a number of factors that include expected market multiples from publicly traded companies in the industry and allocating this value to the various classes of preferred and common shares by using an option pricing method which takes into consideration a number of factors that include lack of marketability discount, interest rate, expected volatility, probability weight for each scenario including liquidation, redemption and initial public offering as applicable. We recognized nil, nil and US$44.0 million in impairment losses on cost method investments for the years ended December 31, 2014, 2015 and 2016, respectively.

- *Available-for-sale investments*. Our investments in convertible redeemable preferred shares and convertible debt are classified as available-for-sale investments which are reported at fair value, with unrealized gains and losses recorded in accumulated other comprehensive income. We monitor the investments for other-than-temporary impairment by considering factors including, but not limited to, current economic and market conditions, the operating performance of the investees including current earnings trends and other company-specific information. An impairment loss on the available-for-sale securities is recognized in the consolidated statements of operations and comprehensive income when the decline in value is determined to be other-than-temporary. Fair value of our long-term available for sales investments is generally based on a market approach taking into consideration a number of factors that include expected market multiples from publicly traded companies in the industry, and allocating this value to the various classes of preferred and common shares by using an option-pricing method which takes into consideration a number of factors that include lack of marketability discount, interest rate, expected volatility, probability weight for each scenario including liquidation, redemption and initial public offering as applicable. We recognized nil, nil and US$50.8 million in impairment losses on available-for-sale investments for the years ended December 31, 2014, 2015 and 2016, respectively.

Financing receivable

Financing receivable represents receivables derived from the internet finance business. Financing receivable is recorded at amortized cost, reduced by a valuation allowance estimated as of the balance sheet dates. The amortized cost of a financing receivable is equal to the unpaid principal balance, plus net deferred origination costs. Net deferred origination costs are comprised of certain direct origination costs, net of origination fees received. Origination fees

include fees charged to the individuals or companies that increase the financing's effective yield. Direct origination costs in excess of origination fees received are included in the financing receivable and amortized over the financing term using the effective interest method. Financing origination costs are limited to direct costs attributable to originating the financing, including commissions and personnel costs directly related to the time spent by those individuals performing activities related to the origination.

Due to limitations imposed by PRC laws and regulations, we appointed a senior management member to act as an intermediary to facilitate certain financing services for our internet finance business. Under the this business model, we arrange for each individual or company to sign the financing agreement with the intermediary. We provide funds to the intermediary to finance the individuals or companies in accordance with the financing agreement. Immediately upon signing a financing agreement with an individual or a company, the intermediary then transfers all of the creditor's rights arising from the financing agreement to us. Additionally, once investors are identified by us on Renren Licai, we transfer the underlying creditor's rights to the investors through the intermediary. We, through the intermediary, agree to repurchase the creditor's rights from the investors prior to or upon the maturity of the investment period therefore acting as a principal in the transaction.

Under our business model, this intermediary is acting as an agent for us. As noted above, we provide the funds that are loaned to individuals and companies in our internet finance business and we agree to take all the risk arising from potential breaches of agreement by the individuals or the companies receiving financing. Additionally, the intermediary's role is restricted to signing agreements with individuals and companies receiving financing and with investors, and the intermediary has no obligation to make any repayment to the investors once the creditors' rights are transferred. Consequently, the intermediary never puts his own funds at risk and bears no risk in the arrangement and is considered an agent.

In May 2016, we terminated all of the financing business conducted under this business model.

Allowance for financing receivable

An allowance for financing receivable is established through periodic charges to the provision for financing receivable losses when we believe that the future collection of principal is unlikely. Subsequent recoveries, if any, are recorded as credits against the allowance. We evaluate the creditworthiness of our portfolio based on a pooled basis due to the composition of homogeneous financing with similar size and general credit risk characteristics for similar financing businesses. We consider the creditworthiness of the individuals and the companies receiving financing, aging of the outstanding financing receivable and other specific circumstances related to the financing when determining the allowance for financing receivable. The allowance is subjective as it requires material estimates including such factors as known and inherent risks in the financing portfolio, adverse situation that may affect the ability of the individuals and the companies receiving financing to repay and current economic conditions. Recovery of the carrying value of financing receivable is dependent to a great extent on conditions that are beyond our control.

Nonaccrual financing receivable

Financing income is calculated based on the contractual rate of the financing and recorded as financing income over the life of the financing using the effective interest method. Financing receivables are placed on non-accrual status upon reaching 90 days past due for those arising from financing for installment sales and apartment rental financing, or when reasonable doubt exists as to the full, timely collection of the financing receivable. When a financing receivable is placed on non-accrual status, we stop accruing financing income. The financing receivable is returned to accrual status if the related individual or company has performed in accordance with the contractual terms for a reasonable period of time and, in our judgment, will continue to make period principal and financing income payments as scheduled.

Transfer of financial instruments

Sales and transfers of financial instruments are accounted under authoritative guidance for the transfers and servicing of financial assets and extinguishment of liabilities.

Through Renren Licai, we identify individual investors and transfers creditors' rights originated from the aforementioned financing services to the individual investors. We further offer different investment periods to investors ranging from 1 to 12 months with various annual interest rates while those credit rights are held by the investors. The terms of the sales require us to repurchase those creditors' rights from investors prior to or upon the maturity of the investment period. As a result, the sales of those creditors' rights are not accounted for as a sale and remain on our consolidated balance sheet and are recorded as payable to investors in our consolidated balance sheet.

Accounting Pronouncements Newly Adopted

Newly adopted accounting pronouncements that are relevant to us are included in note 2 to our audited consolidated financial statements, which are included in this annual report.

Recent Accounting Pronouncements Not Yet Adopted

Not yet adopted accounting pronouncements that are relevant to us are included in note 2 to our audited consolidated financial statements, which are included in this annual report.

Results of Operations

The following table sets forth a summary of our consolidated results of operations for the years indicated. Our business has evolved rapidly in recent years. We believe that period-to-period comparisons of our results of operations should not be relied upon as indicative of future performance.

	Year ended December 31,		
	2014	2015	2016
	(in thousands of US$)		
Net revenues:			
Renren segment:			
Online advertising	$26,894	$9,720	$1,653
Other IVAS	19,747	22,787	32,394
Renren segment	46,641	32,507	34,047
Internet finance segment	27	8,604	29,317
Total net revenues	46,668	41,111	63,364
Cost of revenues	34,663	36,720	51,767
Gross profit	12,005	4,391	11,597
Operating expenses:			
Selling and marketing	34,593	30,502	21,276
Research and development	42,697	32,392	20,750
General and administrative	48,764	46,803	42,584
Impairment of goodwill	46,864	—	—
Total operating expenses	172,918	109,697	84,610
Loss from operations	160,913	105,306	73,013
Other (expenses) income	(1,352)	(6,884)	12,892
Exchange loss on offshore bank accounts	(2,277)	(174)	(4)
Interest income	12,569	2,190	919
Interest expense	—	(2,041)	(12,439)
Realized gain (loss) on short-term investments	139,265	(98,112)	552
Impairment of short-term investments	—	—	—
Impairment of long-term investments	—	(4,258)	(102,307)
Loss before provision of income tax and earnings (loss) in equity method investments and noncontrolling interest, net of income taxes	(12,708)	(214,585)	(173,400)

Income tax expenses	(6,517)	(3,124)	(2,470)
Loss before earnings (loss) in equity method investment, net of income taxes	(19,225)	(217,709)	(175,870)
Earnings (loss) in equity method investment, net of income taxes	49,015	(5,468)	(18,183)
Income (loss) from continuing operations	29,790	(223,177)	(194,053)
Discontinued operations:			
(Loss) income from the operations of the discontinued operations, net of income taxes	(27,194)	1,520	391
Gain on deconsolidation of the subsidiaries, net of income taxes	489	—	8,310
Gain on disposal of equity method investment, net of income taxes	56,993	—	—
Income loss on discontinued operations, net of income taxes	30,288	1,520	8,701
Net income (loss)	60,078	(221,657)	(185,352)
Net loss attributable to the noncontrolling interest	382	1,529	—
Net income (loss) from continuing operations attributable to Renren Inc.	30,172	(221,648)	(194,053)
Net income loss from discontinued operations attributable to Renren Inc.	30,288	1,520	8,701
Net income (loss) attributable to Renren Inc.	$60,460	$(220,128)	$(185,352)

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Net revenues. Our net revenues increased by 54.1% from US$41.1 million in 2015 to US$63.4 million in 2016. This increase was primarily due to a 240.7% increase in the net revenues of our internet finance segment as well as a 4.7% increase in the net revenues of our Renren segment.

- *Renren segment*. Our Renren segment's net revenues increased by 4.7% from US$32.5 million in 2015 to US$34.0 million in 2016. The increase in our Renren segment's net revenues was primarily due to an increase in IVAS revenue. Our IVAS revenues increased by 42.2% from US$22.8 million in 2015 to US$32.3 million in 2016, as we launched our mobile live streaming business and our online wealth management platform in 2016. Our online advertising revenues decreased by 83.0% from US$9.7 million in 2015 to US$1.7 million in 2016. The number of our monthly unique log-in users decreased from 41 million in December 2015 to 35 million in December 2016 and the average amount of time that unique log-in users spent on our platform decreased from approximately 1.8 hours in 2015 to approximately 1.4 hours in 2016. The number of our brand advertisers decreased from 72 in 2015 to 12 in 2016, and the average annual spending by our brand advertisers decreased from approximately US$118,000 in 2015 to approximately US$60,000 in 2016.

- *Internet finance segment*. Our internet finance segment revenues increased from US$8.6 million in 2015 to US$29.4 million in 2016, primarily due to the substantial increase in the credit we extended in our used automobile financing service, which increased from RMB 734.9 million in 2015 to RMB 4,832.6 million (US$727.8 million) in 2016.

Cost of revenues. Our cost of revenues increased by 41.0% from US$36.7 million in 2015 to US$51.8 million in 2016. This increase was due to financing costs and the provision for financing receivable for our internet finance segment, partially offset by a 13.0% decrease in the cost of revenues of our Renren segment.

- *Renren segment*. Our Renren segment's cost of revenues decreased by 13.0% from US$29.7 million in 2015 to US$25.9 million in 2016. The decrease was primarily due to a decrease of US$4.1 million in bandwidth costs and a decrease of US$2.0 million in depreciation costs for IT servers. Our bandwidth costs fell as the average number of monthly unique log-in users and the average amount of time that unique log-in users spent on our platform both declined.

- *Internet finance segment*. Our internet finance segment's cost of revenues increased from US$7.0 million in 2015 to US$25.9 million in 2016 as we provided more services in 2016. The main components of our internet finance segment's cost of revenues include financing costs and provision for financing receivable. Our provision for financing receivable in 2016 was primarily due to Renren Fenqi.

Operating expenses. Our operating expenses decreased by 22.9% from US$109.7 million in 2015 to US$84.6 million in 2016, primarily due to decreased expenses in salaries and other benefits.

- *Selling and marketing expenses*. Our selling and marketing expenses decreased by 30.2% from US$30.5 million in 2015 to US$21.3 million in 2016. This decrease was primarily due to a decrease of US$7.3 million in salaries and other benefits as we reduced our headcount.

- *Research and development expenses*. Our research and development expenses decreased by 35.9% from US$32.4 million in 2015 to US$20.7 million in 2016. This decrease was primarily due to a 38.2% decrease in salaries and other benefits for research and development personnel, from US$24.0 million in 2015 to US$14.8 million in 2016, which was primarily due to the reduction in our research and development headcount in 2016, as well as to a decrease in the associated rental and office facilities expenses from US$5.0 million in 2015 to US$2.5 million in 2016.

- *General and administrative expenses*. Our general and administrative expenses decreased by 9.0% from US$46.8 million in 2015 to US$42.6 million in 2016. The decrease was primarily due to a decrease of US$4.1 million in share-based compensation expenses.

Interest income. Our interest income was US$0.9 million in 2016, as compared to interest income of US$2.2 million in 2015. Our interest income was primarily interest from term deposits at commercial banks.

Interest expense. Our interest expense was US$12.4 million in 2016. The interest expense was primarily interest on loans that we borrowed to fund the purchase of additional shares in SoFi in 2015.

Realized gain/(loss) on short-term investments. Our realized gain on short-term investments was US$0.6 million in 2016, compared to a realized loss on short-term investments of US$98.1 million in 2015, as we adopted a more conservative approach to our treasury management operations. The gain in 2016 was primarily due to a gain on trading securities.

Impairment of long-term investments. Our impairment of long-term investments was US$102.3 million in 2016, compared to impairment of long-term investments of US$4.3 million in 2015. The increase was primarily due an impairment of US$50.8 million in our investment in 268V Limited and an impairment of US$32.3 million in our investment in Motif Investing Inc.

Loss in equity method investments. Our loss in equity method investments was US$18.2 million in 2016, compared to loss in equity method investments of US$5.5 million in 2015. The increase was primarily due to the pick-up loss in SoFi and Sindeo Inc. and the decrease in earnings from investment in JMOOP after our disposition of that investment in 2015.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Net revenues. Our net revenues decreased by 11.9% from US$46.7 million in 2014 to US$41.1 million in 2015. This decrease was due to a 30.3% decrease in the net revenues of our Renren segment and the increase in the net revenues of our internet finance segment.

- *Renren segment*. Our Renren segment's net revenues decreased by 30.3% from US$46.6 million in 2014 to US$32.5 million in 2015. The decrease in our Renren segment's net revenues was primarily due to the decrease in online advertising revenue, partially offset by an increase in IVAS revenue. Online advertising revenues decreased by 63.9% from US$26.9 million in 2014 to US$9.7 million in 2015. The continuing migration of our traffic from PC to mobile has caused the vast majority of our Renren users' time on our SNS service to be spent on mobile. Further, Chinese advertisers have, to date, spent considerably less money advertising on mobile devices as compared to

advertising on personal computers due to the limited screen size of mobile devices and the under-developed measurement and tracking services for mobile advertising. This shift of user traffic, coupled with intensifying competition, has had an adverse impact on our online advertising revenues. The number of our monthly unique log-in users decreased from 46 million in December 2014 to 41 million in December 2015 and the average amount of time that unique log-in users spent on our platform decreased from approximately 4.0 hours in 2014 to approximately 1.8 hours in 2015. The number of our brand advertisers decreased from 139 in 2014 to 72 in 2015, and the average annual spending by our brand advertisers decreased from approximately US$179,000 in 2014 to approximately US$118,000 in 2015. Our Renren segment's IVAS revenues increased by 15.4% from US$19.7 million in 2014 to US$22.8 million in 2015, primarily due to an increase of online talent show revenue.

- *Internet finance segment*. Our internet finance segment revenues increased from US$0.03 million in 2014 to US$8.6 million in 2015 as we launched our internet finance business in the fourth quarter of 2014 and provided more services in 2015. Renren Fenqi, which provides credit financing to college students in China for making purchases on e-commerce platforms, was launched in the fourth quarter of 2014. We have been providing financing service for used automobile dealers from the first quarter of 2015.

Cost of revenues. Our cost of revenues increased by 5.9% from US$34.7 million in 2014 to US$36.7 million in 2015. This increase was due to the provision for financing receivable and cost paid to the investors of our internet finance segment, partially offset by the 14.0% decrease in the cost of revenues of our Renren segment.

- *Renren segment*. Our Renren segment's cost of revenues decreased by 14.0% from US$34.6 million in 2014 to US$29.7 million in 2015. The decrease was primarily due to a decrease of US$3.5 million in depreciation costs for IT servers and a decrease of US$3.4 million in bandwidth costs. Our bandwidth costs fell as the average number of monthly unique log-in users and the average amount of time that unique log-in users spent on our platform both declined.

- *Internet finance segment*. Our internet finance segment's cost of revenues increased from US$0.1 million in 2014 to US$7.0 million in 2015 as we launched our internet finance business in the fourth quarter of 2014 and provided more services in 2015. The main components of our internet finance segment's cost of revenues are the interest paid to the investors and provision for financing receivable.

Operating expenses. Our operating expenses decreased by 36.6% from US$172.9 million in 2014 to US$109.7 million in 2015, primarily due to the one-time impairment charge of goodwill and partially influenced by decreased expenses in salaries and other benefits.

- *Selling and marketing expenses*. Our selling and marketing expenses decreased by 11.8% from US$34.6 million in 2014 to US$30.5 million in 2015. This decrease was primarily due to a decrease of US$5.7 million in promotional expenses.

- *Research and development expenses*. Our research and development expenses decreased by 24.1% from US$42.7 million in 2014 to US$32.4 million in 2015. This decrease was primarily due to a 20.0% decrease in salaries and other benefits for research and development personnel, from US$30.0 million in 2014 to US$24.0 million in 2015, which was primarily due to the decrease of our research and development headcount from 656 in 2014 to 399 in 2015, as well as to a decrease in the associated rental and office facilities expenses from US$7.7 million in 2014 to US$5.0 million in 2015.

- *General and administrative expenses*. Our general and administrative expenses decreased by 4.0% from US$48.8 million in 2014 to US$46.8 million in 2015.

- *Impairment of goodwill* was US$46.9 million and nil respectively in 2014 and 2015. The fair value of the goodwill of the Renren reporting unit, which included 56.com, was reviewed and estimated in September 2014 based on the operating results and market conditions at the time of the review, and we determined that such impairments were required.

Exchange (loss) gain on offshore bank accounts. We had an exchange loss of US$0.2 million on offshore RMB deposits in 2015, compared with an exchange loss of US$2.3 million on offshore bank deposits in 2014.

Interest income. Interest income was US$2.2 million in 2015, as compared to interest income of US$12.6 million in 2014. The interest income was primarily interest term deposits at commercial banks. The decrease in interest income was primarily due to the decrease in our cash and cash equivalents from US$166.7 million as of December 31, 2014, to US$56.2 million as of December 31, 2015, which in turn was primarily due to cash used in investments.

Interest expense. Interest expense was US$2.0 million in 2015. The interest expense was primarily interest on loan.

Realized gain/(loss) on short-term investments. Realized loss on short-term investments was US$98.1 million in 2015, compared to realized gain on short-term investments of US$139.3 million in 2014. The loss in 2015 was primarily due to losses on equity-linked derivative financial instruments.

Earnings (loss) in equity method investments. Loss in equity method investments was US$5.5 million in 2015, compared to earnings in equity method investments of US$49.0 million in 2014. The loss in 2015 was primarily due to our investment in Social Finance, Inc. The earnings in 2014 were mainly derived from our investment in Japan Macro Opportunities Offshore Partners, LP. We disposed of the investment in Japan Macro Opportunities Offshore Partners, LP on August 24, 2015.

Discussion of Segment Operations

We had two reportable segments as of December 31, 2016, our Renren segment and our internet finance segment. Our Renren segment offers social networking services and other internet value added services. Our internet finance segment offers financial services.

The following table lists our net revenues and operating costs and expenses by reportable segment for the periods indicated.

	Year ended December 31, 2014		
	Renren	Internet finance	Total
Net revenues	$46,641	$27	$46,668
Cost of revenues	(34,563)	(100)	(34,663)
Operating expenses	(171,246)	(1,672)	(172,918)
Operating (loss) income	(159,168)	(1,745)	(160,913)
Net income (loss) from continuing operations	31,535	(1,745)	29,790
Net income from discontinued operations	30,288	—	30,288
Net income (loss)	61,823	(1,745)	60,078

	Year ended December 31, 2015		
	Renren	Internet finance	Total
Net revenues	$32,507	$8,604	$41,111
Cost of revenues	(29,732)	(6,988)	(36,720)
Operating expenses	(87,331)	(22,366)	(109,697)
Operating (loss) income	(84,556)	(20,750)	(105,306)
Net (loss) income from continuing operations	(202,427)	(20,750)	(223,177)
Net loss from discontinued operations	1,520	—	1,520
Net (loss) income	(200,907)	(20,750)	(221,657)

	Year ended December 31, 2016		
	Renren	Internet finance	Total
Net revenues	$34,047	$29,317	$63,364
Cost of revenues	(25,880)	(25,887)	(51,767)
Operating expenses	(63,713)	(20,897)	(84,610)
Operating loss	(55,546)	(17,467)	(73,013)
Net loss from continuing operations	(176,586)	(17,467)	(194,053)

Net income from discontinued operations	8,701	—	8,701
Net loss	(167,885)	(17,467)	(185,352)

B. Liquidity and Capital Resources

Cash Flows and Working Capital

Prior to our initial public offering and concurrent private placement in May 2011, we financed our operations primarily through issuance and sale of preferred shares and warrants to investors in private placements and, to a much lesser extent, from cash generated from our operating activities. As of December 31, 2016, we had US$79.4 million in cash and cash equivalents and term deposits. We believe that our cash on hand, together with cash from disposal of long-term investments and cash provided by financing activities, will provide us with sufficient capital to meet our anticipated cash needs for the next 12 months. If we have additional liquidity needs, we may obtain additional financing to meet such needs. However, we cannot assure you that financing will be available in the amounts we need or on terms acceptable to us, if at all. If we are unable to obtain additional equity or debt financing as required, our business, operations and prospects may suffer.

Prior to our disposal of the 56.com business in December 2014, this entity experienced operating losses and net losses. To fund its daily operations, we provided intercompany interest-free loans to it. After elimination of intercompany interest-free loans, the net cash outflow pertaining to 56.com was approximately US$16.6 million for the year ended December 31, 2014. After 2014, 56.com was no longer a drain on our consolidated cash flow.

As of December 31, 2016, our balance sheet included US$695.3 million in long-term investments in some 58 unconsolidated subsidiaries and investment funds. As we announced on September 30, 2016, we are planning on disposing of most of our investments in minority stakes in our investee companies. See "Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions." We are also planning on disposing of Zhenzhong, which operates an advertising agency business. If and when we succeed in completing the disposition of these assets, our current plan is to declare a special dividend to distribute most or all of any cash proceeds that we receive in connection with the disposition of these assets. We do not expect the amount of any special dividend to exceed the net proceeds that we receive from the disposition of these assets. As of the date of this annual report, we have received net proceeds of US$91.9 million from the disposition of a portion of our SoFi preferred shares, and we have not completed the disposition of the remaining assets that we plan to dispose of. While the net effect of the disposition of these assets and the payment of any special dividend will not reduce our cash on hand, our cash on hand will rise as we dispose of assets, and then fall when we pay any special dividend. Once we have completed the entire process of disposing of assets and paying any special dividend, we will have fewer investment assets that can be readily converted into cash, which will restrict our options if we require more cash in the future. See "Item 3.D—Key Information—Risk Factors—Risks Related to Our Business and Industry—Future disposals of long-term investments and any payment of a special dividend from the proceeds of disposing of those assets will leave us with fewer investment assets that can be readily converted into cash, which may cause us to experience cash flow problems in the future."

Although we consolidate the results of Qianxiang Wangjing and Qianxiang Changda, our access to cash balances or future earnings of these entities is only through our contractual arrangements with these entities and their respective shareholders and subsidiaries. See "Item 4.C—Information on the Company—Organizational Structure—Contractual Arrangements with Our Consolidated Affiliated Entities." For restrictions and limitations on liquidity and capital resources as a result of our corporate structure, see "—Holding Company Structure."

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

	Years ended December 31		
	2014	2015	2016
	(in thousands of US$)		
Net cash provided by (used in) operating activities	$56,439	$(50,042)	$(11,005)
Net cash provided by (used in) investing activities	109,215	(248,984)	(193,283)
Net cash provided by (used in) financing activities	(134,832)	180,430	226,075
Net increase (decrease) in cash and cash equivalents	30,822	(118,596)	21,787
Cash and cash equivalents at the beginning of the year	154,308	183,025	60,837

Effect of exchange rate changes	(2,105)	(3,592)	(3,254)
Cash and cash equivalents at the end of the year	183,025	60,837	79,370

Operating Activities

The major factors affecting our operating cash flows are the timing of cash receipts from sales of our services and of the cash settlement for our accounts payable and accrued expenses.

Net cash used in operating activities amounted to US$11.0 million in 2016, compared to a net loss of US$185.4 million. The principal changes in operating assets and liabilities accounting for the difference between our net loss and our net cash used in operating activities in 2016 were a decrease in prepaid expenses and other current assets of US$7.9 million and the repayment of an intercompany loan that we had made to Online Gaming of US$7.5 million. The principal adjustments to reconcile our net loss to our net cash used by operating expenses were impairment on long-term investments of US$102.3 million, share-based compensation expenses of US$23.5 million, net loss in equity method investments of US$18.2 million and provision for financing receivable losses of US$12.4 million, partially offset by gain on deconsolidation of subsidiaries of US$12.9 million.

Net cash used in operating activities amounted to US$50.0 million in 2015, compared to a net loss of US$221.7 million. The principal changes in operating assets and liabilities accounting for the difference between our net loss and our net cash used in operating activities in 2015 were a profit distribution received from Japan Macro Opportunities Offshore Partners, LP of US$9.2 million and a decrease in accounts and notes receivable of US$7.6 million. An increase in prepaid expenses and other current assets of US$22.8 million was offset by miscellaneous increases in non-current assets. The principal adjustments to reconcile our net loss to our net cash used by operating expenses were a loss on short-term investments and fair value change of derivatives of US$98.1 million and share-based compensation expenses of US$28.2 million.

Net cash provided by operating activities amounted to US$56.4 million in 2014, compared to a net income of US$60.1 million. The principal items accounting for the difference between our net income and net cash provided by operating activities in 2014 were capital distribution received from Japan Macro Opportunities Offshore Partners, LP. of US$63.9 million, impairment of goodwill of US$46.9 million, share-based compensation expenses of US$21.6 million, depreciation and amortization of US$18.5 million and impairment of intangible assets of US$15.5 million, partially offset by gain on short-term investments of US$139.3 million, gain on disposal of equity method investment of US$57.0 million and net earnings in equity method investments of US$49.0 million, further adjusted by the decrease in amount due from related party of US$61.4 million primarily due to the repayment of receivables due from Nuomi.

Investing Activities

Net cash used in investing activities amounted to US$193.3 million in 2016, due mainly to cash paid to customers in our internet finance business of US$799.2 million and cash paid for purchases of long-term investments of US$50.8 million, partially offset by repayment from customers in our internet finance business of US$626.8 million, capital distributions received from equity method investees of US$29.6 million, proceeds from sale of trading securities of US$22.6 million and proceeds from sale of equity method investment of US$18.5 million.

- Our principal purchases of long-term investments in 2016 included US$20.0 million for Series A Preferred Shares of Credit Shop Inc. and US$12.9 million for Shenzhen Golden Axe Co., Ltd. In addition, we made other purchases of long-term investments of US$17.9 million for equity interests in 2016.
- Our principal disposition of long-term investments in 2016 was US$29.5 million from Hayman Credes Master Fund.

Net cash used in investing activities amounted to US$249.0 million in 2015, due mainly to cash paid for purchases of long-term investments of US$538.1 million, cash paid to customers in our internet finance business of US$289.0 million and purchases of short-term investments of US$199.2 million, partially offset by a net withdrawal in term deposits of US$493.5 million, proceeds from sales of short-term investments of US$129.1 million, repayment from customers in our internet finance business of US$126.5 million and capital distributions received from equity method

investees of US$60.3 million.

- Our principal purchases of long-term investments in 2015 included US$172.3 million for Series E and Series F Preferred Shares of SoFi, US$65.8 million for Series C Preferred Shares of LendingHome Corporation, US$40.0 million for Series E Preferred Shares of Motif Investing Inc., US$25.0 million for Series B Preferred Shares of Eunke Technology Ltd. and US$15.0 million for Series A Preferred Shares of Credit Shop Inc. In addition, we made other purchases of long-term investments of US$220.0 million for equity interests in 35 companies in 2015.

- Our principal disposition of long-term investments in 2015 was US$60.3 million from Japan Macro Opportunities Offshore Partners, LP.

- Our principal purchases of short-term investments in 2015 included US$101.4 million for derivative financial instruments, US$68.0 million for trading securities and US$29.8 million for available-for-sale securities. Our purchases of derivative financial instruments were related primarily to the purchase for US$62.1 million of an H-Share Index Call Option and the purchase for US$39.1 million of an FXI UP Call Option, both of which expired out of the money. Our purchases of trading securities included US$20.8 million for equity securities, US$23.5 million for corporate bonds and US$23.4 million in funds. Our purchases of short-term available-for-sale securities were all equity securities and we disposed of all of them during the same year.

- Our principal dispositions of short-term investments in 2015 included US$63.8 million from trading securities and US$62.7 million from available-for-sale securities. Our disposition of trading securities included most of the trading securities that we had purchased during the course of the year, with dispositions of US$19.7 million of equity securities, US$22.7 million in corporate bonds and US$21.4 million in funds. We disposed of all of our short-term available-for-sale securities during 2015, including ones that we had purchased in earlier years, to provide cash for other purposes. These short-term available-for-sale securities were all equity securities.

Net cash provided by investing activities amounted to US$109.2 million in 2014, due mainly to proceeds from sales of short-term investments of US$496.4 million, capital distribution received from equity method investees of US$74.7 million, proceeds from disposal of equity method investment of US$46.5 million, partially offset by cash paid for purchase of short-term investments of US$247.9 million and cash paid for purchase of long-term investments of US$244.7 million.

- Our principal purchases of long-term investments in 2014 included US$35.0 million for Series C Preferred Shares of Snowball Finance Inc., US$20.8 million for Series D Preferred Shares of SoFi, US$18.1 million for Series B-1 and Series B-2 Preferred Shares of Eall Technology Limited, US$17.2 million for Series A Preferred Shares of Rise Companies Corp and US$10.0 million for Series B Preferred Shares of StoreDot Ltd. In addition, we made other purchases of long-term investments of US$143.6 million for equity interests in 21 companies in 2014.

- Our principal dispositions of long-term investments in 2014 included US$74.7 million from Japan Macro Opportunities Offshore Partners, LP and US$46.5 million from Nuomi, our social commerce business which we sold to Baidu.

- Our principal purchases of short-term investments in 2014 included US$129.4 million for available-for-sale securities and US$118.5 million for derivative financial instruments. Our purchases of short-term available-for-sale securities were primarily related to our purchase of Hong Kong listed stock in the open market. Our purchases of derivative financial instruments were primarily related to swaption contracts on Japanese yen interest rates, a swap contract on Japanese interest rates and call options on a Hong Kong listed stock.

- Our principal dispositions of short-term investments in 2014 included US$415.5 million from available-for-sale securities and US$80.9 million from derivative financial instruments. Our dispositions of short-term available-for-sale securities included US$352.7 million for dispositions of equity securities, primarily related to the sale of our remaining holdings of American depositary shares in our former strategic partner, and US$62.8 million for dispositions of corporate bonds. We disposed of all of our short-term available-for-sale corporate bonds during 2014. Our dispositions of derivative financial instruments were primarily related to the settlement of swaption contracts on Japanese yen interest rates.

Financing Activities

Net cash provided by financing activities was US$226.1 million in 2016, due mainly to proceeds from investors in our internet finance business of US$844.7 million and proceeds from debt borrowings of US$39.1 million, partially offset

by US$637.9 million of principal repayment to investors in our internet finance business and US$31.9 million used to repay short-term and long-term loans (net of restricted cash).

Net cash provided by financing activities was US$180.4 million in 2015, due mainly to proceeds from investors in our internet finance business of US$174.5 million and proceeds from debt borrowings (net of restricted cash) of US$138.0 million, partially offset by US$125.0 million of principal repayment to investors in our internet finance business and US$10.3 million used to repurchase our ordinary shares.

Net cash used in financing activities was US$134.8 million in 2014, primarily attributable to US$76.5 million used to repurchase our ordinary shares and repaid a promissory note issued to Nuomi of US$60.9 million, partially offset by US$2.5 million in proceeds from the exercise of share options.

Holding Company Structure

Overview

We are a holding company with no material operations of our own. We conduct our operations in China principally through a set of contractual arrangements between our wholly owned PRC subsidiary, Qianxiang Shiji, its consolidated affiliated entity, Qianxiang Tiancheng, and Qianxiang Tiancheng's shareholders. See "Item 4.C—Information on the Company—Organizational Structure—Contractual Arrangements with Our Consolidated Affiliated Entities" for a summary of these contractual arrangements. For each of the three years ended December 31, 2016, revenues from our consolidated affiliated entities constituted substantially all of our total consolidated net revenues.

Conducting our operations through contractual arrangements with our consolidated affiliated entities in China entails a risk that we may lose effective control over our consolidated affiliated entities, which may result in our being unable to consolidate their financial results with our results and may impair our access to their cash flow from operations and thereby reduce our liquidity. See "Item 3.D—Risk Factors—Risks Related to Our Corporate Structure and the Regulation of our Business" for more information, including the risk factors titled "If the PRC government finds that the agreements that establish the structure for operating our services in China do not comply with PRC governmental restrictions on foreign investment in internet businesses, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations" and "We rely on contractual arrangements with consolidated affiliated entities for our China operations, which may not be as effective in providing operational control as direct ownership. Any failure by our affiliated entities or their respective shareholders to perform their obligations under our contractual arrangements with them would have a material adverse effect on our business and financial condition."

Dividend Distributions

As a holding company, our ability to pay dividends and other cash distributions to our shareholders depends primarily upon dividends and other distributions paid to us by our PRC subsidiaries. The amount of dividends paid by each of our PRC subsidiaries to us depends solely on the service and license fees paid to each of our PRC subsidiaries by the consolidated affiliated entity with which it has contractual arrangements.

Under PRC law, all of our PRC subsidiaries and consolidated affiliated entities in China are required to set aside at least 10% of their respective after-tax profits each year, if any, to fund a statutory reserve until such reserve reaches 50% of their respective registered capital. Although the statutory reserves can be used, among other ways, to increase the registered capital and eliminate future losses in excess of retained earnings of the respective companies, the reserve funds are not distributable as cash dividends except in the event of liquidation. Our PRC subsidiaries are permitted to pay dividends to us only out of their respective retained earnings, if any, as determined in accordance with PRC accounting standards and regulations.

After Qianxiang Wangjing and Qianxiang Changda make appropriations for their respective statutory reserves and retain any profits, each of their remaining net profits are distributable to their sole shareholder, Qianxiang Tiancheng, in the form of an RMB dividend. Pursuant to the contractual arrangements between Qianxiang Tiancheng and Qianxiang Shiji, Qianxiang Tiancheng's earnings and cash (including dividends received from its subsidiaries) are used to pay service and license fees in RMB to Qianxiang Shiji, in the manner and amount set forth in these agreements. After paying the withholding taxes applicable to Qianxiang Shiji's revenues and earnings, making appropriations for its statutory reserve requirements and retaining any profits from accumulated profits, the remaining net profits of Qianxiang Shiji would be available for distribution to us through the respective offshore holding companies through which we own Qianxiang Shiji, although we have not, and do not have, any present plan to make such distributions. As of December 31, 2016, the net assets of Qianxiang Shiji and our consolidated affiliated entities which were restricted due to statutory reserve requirements and other applicable laws and regulations, and thus not available for distribution, was in aggregate US$371.0 million. We do not believe that these restrictions on the distribution of our net assets will have a significant impact on our ability to timely meet our financial obligations in the future. See "Item 3.D—Risk Factors—Risks Related to Our Corporate Structure and the Regulation of our Business—We may rely on dividends and other distributions on equity paid by our PRC subsidiaries to fund any cash and financing requirements we may have. Any limitation on the ability of our PRC subsidiaries to pay dividends to us could have a material adverse effect on our ability to conduct our business" and "Item 3.D—Risk Factors—Risks Related to Doing Business in China—Our global income and the dividends that we may receive from our PRC subsidiary, dividends distributed to our non-PRC shareholders and ADS holders, and gain recognized by such shareholders or ADS holders, may be subject to PRC taxes under the Enterprise Income Tax Law, which would have a material adverse effect on our results of operations" for more information.

Furthermore, cash transfers from our PRC subsidiaries to our subsidiaries outside of China are subject to PRC government control of currency conversion. Restrictions on the availability of foreign currency may affect the ability of our PRC subsidiaries and our consolidated affiliated entities to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations. See "Item 3.D—Risk Factors—Risks Related to Doing Business in China—Governmental control of currency conversion may limit our ability to utilize our revenues effectively and affect the value of your investment."

Capital Expenditures

We made capital expenditures of US$9.6 million, US$1.2 million and US$0.4 million in 2014, 2015 and 2016, respectively. In the past, our capital expenditures were primarily used to purchase servers and other equipment for our business, and purchase of real estate. In 2014, our capital expenditures included purchases of computer servers and equipment of US$8.0 million and purchases of license rights of online games of US$1.6 million. In 2015, our capital expenditures included purchases of computer servers and equipment of US$0.8 million and purchases of license rights of online games of US$0.4 million. In 2016, our capital expenditures included purchases of computer servers and equipment of US$0.4 million. We expect to incur capital expenditures of up to approximately US$0.3 million in 2017, which will be primarily used to purchase additional servers and computers and expand our network infrastructure to support the growth of our business.

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

Research and Development

Our research and development efforts focus on developing and improving the scalability, features and functions of each of our websites, services and applications. We have a large team of 309 engineers and developers as of December 31, 2016, accounting for 31% of our employees as of that date. Most of our engineers and developers are based at our headquarters in Beijing.

Our research and development personnel support all areas of our business, mainly focusing on the improvement and enhancement of our Renren SNS services for both mobile devices and personal computers and our live streaming services for mobile devices and ensuring we are fully compatible with the latest mobile operating systems such as iOS, Android and Windows, but also working on our Chime initiative, supporting our internet finance business and supporting our Woxiu business. We continue to develop new products and services to meet the needs of our user base and customers.

Our research and development expenses primarily include salaries and benefits for our research and development personnel and depreciation of related PC and servers. We incurred US$42.7 million, US$32.4 million and US$20.7 million of research and development expenses in 2014, 2015 and 2016, respectively.

Intellectual Property

Our intellectual property includes trademarks and trademark applications related to our brands and services, copyrights in software, trade secrets, patent applications and other intellectual property rights and licenses. We seek to protect our intellectual property assets and brand through a combination of monitoring and enforcement of trademark, patent, copyright and trade secret protection laws in the PRC and other jurisdictions, as well as through confidentiality agreements and procedures.

“ ”, and “ ” are registered trademarks in China. We have applied for patents relating to our technologies, among which have been granted four patents We have registered the top level domain name *.ren* and domain names including *renren.com*, *xiaonei.com*, *51fenqi.com*, *chimeroi.com, sofund.com* and *mumianty.com.* In addition, we maintain 74 computer software copyright registrations. Our employees sign confidentiality and non-compete agreements when hired.

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, 2016 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 Arrangements

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. 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. Tabular Disclosure of Contractual Obligations

The following table sets forth our contractual obligations including interest payment, if applicable, as of December 31, 2016:

	Payment Due by Period				
	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
	(in thousands of US$)				
Operating lease obligations[1]	$11,119	$ 5,006	$6,113	—	—
Unconditional investment obligations[2]	$2,887	$ 2,887	—	—	—
Loan principal obligations[3]	$165,724	$ 41,958	$123,766	—	—
TOTAL	$179,730	$ 49,851	$129,879	—	—

(1) We lease facilities and offices under non-cancelable operating lease agreements. In addition, we pay telecommunications carriers and other service providers for telecommunications services and for hosting our servers at their internet data centers under non-cancelable agreements, which are treated as operating leases.

(2) We are obligated to pay up to US$2,887 thousand for the acquisition of investments under various arrangements as of December 31, 2016.

(3) In 2015, we entered into two long-term loan agreements. In 2016, we entered into two short term borrowing for a total of US$37.2 million. Balances include future principal and interest payments related to those agreements. Actual interest payments may differ. In February 2017, we early repaid US$42.8 million of one of our loan balances. Refer to footnote 11 of the consolidated financial statements for details.

G. Safe Harbor

See “Forward-Looking Statements” on page 1 of this annual report.

Item 6. Directors, Senior Management and Employees

A. Directors and Senior Management

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

Directors and Executive Officers	Age	Position/Title
Joseph Chen	47	Chairman, Chief Executive Officer
James Jian Liu	44	Director, Chief Operating Officer
Hui Huang	44	Director
David K. Chao	50	Independent Director
Chuanfu Wang	51	Independent Director
Stephen Tappin	50	Independent Director
Tianruo Pu	48	Independent Director
Thomas Jintao Ren	38	Chief Financial Officer
Rita Rui Yi	48	Vice President for HR
Miao Cao	38	Chief Marketing Officer
He Li	34	Vice President for Renren SNS
Matthew Murphy	37	Vice President of Marketing, Global Products

Joseph Chen is the founder of our company. Mr. Chen has served as the chairman of our board of directors and chief executive officer of our company since our inception. Mr. Chen is a pioneer of China's internet industry. Before founding our company, Mr. Chen was the co-founder, chairman and chief executive officer of ChinaRen.com, a first-generation SNS in China and one of China's most visited websites in 1999. He served as senior vice president for Sohu.com after ChinaRen.com was acquired by Sohu.com in 2000. Mr. Chen holds a bachelor's degree in physics from the University of Delaware, a master's degree in engineering from the Massachusetts Institute of Technology, and an MBA degree from Stanford University.

James Jian Liu has served as our director since January 2008 and chief operating officer since February 2006. Mr. Liu is also acting as our interim Vice President for Games. Before joining our company, he was the co-founder and chief executive officer of UUMe.com, one of the earliest social networking service websites in China. He served as product management director at Fortinet in its early years and held a senior product manager role at Siebel Systems. Mr. Liu started his career as a management consultant with the Boston Consulting Group in China. Mr. Liu holds a bachelor's degree in computer science from Shanghai Jiao Tong University and an MBA degree from Stanford University, where he was an Arjay Miller Scholar.

Hui Huang has served as our director since January 2015. Ms. Huang served as the chief financial officer of our company from March 2010 to December 2014. From 2007 to February 2010, Ms. Huang was the chief financial officer and director of Cathay Industrial Biotech Ltd. From 2003 to 2007, she was an executive director and Shanghai chief representative of Johnson Electric Capital Limited. From 2000 to 2003, she was an associate of Goldman Sachs (Asia) L.L.C. in its principal investment area and executive office. From 1994 to 1998, she was an associate with the Boston Consulting Group. Ms. Huang received a bachelor's degree in industrial foreign trade from Shanghai Jiaotong University in 1994, and received an MBA degree from the Wharton School of the University of Pennsylvania in 2000.

David K. Chao has served as a director of our company since March 2006. Mr. Chao is a co-founder and general partner of DCM Ventures, an early stage technology venture capital firm that manages over US$2.5 billion of fund assets. Prior to joining DCM Ventures, Mr. Chao was a co-founder of Japan Communications, Inc., a public company that provides mobile data and voice communications services in Japan. He also worked as a management consultant at McKinsey & Company in San Francisco. Prior to that, Mr. Chao worked in marketing and product management at Apple Computer and was an account executive for Recruit Co., Ltd. Mr. Chao currently serves on the boards of directors of 51job, Inc. and numerous DCM Ventures' portfolio companies. He is a management board director of the Stanford Graduate School of Business Board of Trustees, and also serves on the advisory board of Legend Capital and is a trustee at the Thacher School. Mr. Chao received a bachelor's degree in economics and East Asian studies with high honors from Brown University and an MBA degree from Stanford University.

Chuanfu Wang has served as a director of our company since May 2012. Mr. Wang is the Chairman of the Board and President of BYD Company Limited. He has been BYD's Executive Director since June 2002, in charge of BYD's general operations and overall strategies. Mr. Wang founded Shenzhen BYD Battery Company Limited (now BYD Company Limited) in February 1995. Before that he served as the Deputy Director of the Beijing General Research Institute for Nonferrous Metals from 1990 to 1995. Mr. Wang has received many awards, prizes and recognitions, such as Hong Kong's Bauhinia Cup Outstanding Entrepreneur Award in 2000 and BusinessWeek's "Stars of Asia" in 2003, among others. In addition, Mr. Wang was elected as a representative in the Shenzhen People's Congress in March 2000, a member of the Fourth Shenzhen Municipal People's Congress Standing Committee in May 2005, and a member of the Fifth Shenzhen Municipal People's Congress Standing Committee in 2010. Mr. Wang graduated from the Central South University of Technology (now Central South University) in 1987, majoring in Physical Chemistry of Metallurgy. He received his Master's degree in Physical Chemistry of Metallurgy at Beijing General Research Institute for Nonferrous Metals in 1990.

Stephen Tappin is a CEO coach and the host of CEO Guru on BBC World News. He is also the co-founder, chairman and CEO of Xinfu, a global CEO consultancy business. Prior to that, he was a managing partner at Heidrick and Struggles, a worldwide executive search firm. Mr. Tappin also founded Edengene, an innovation services consultancy. His early corporate career included experience as a senior manager at ICI, the global chemical company, and as a management consultant at KPMG. Mr. Tappin was originally qualified as an accountant and has a joint MBA from Cranfield University and the University of Washington.

Tianruo Pu is currently the CFO of Zhaopin Limited (NYSE: ZPIN) and an independent director and the chairman of the audit committee of Wowo Limited (NASDAQ: JMU) and 3SBio Inc. (HKEX:1530). Mr. Pu has more than twenty years of work experience in finance and accounting in both the United States and China. Before joining Zhaopin, Mr. Pu served as CFO of UTStarcom Holdings Corp., and prior to that, as the CFO of China Nuokang Bio-Pharmaceutical Inc. Mr. Pu received his MBA degree from Northwestern University's Kellogg School of Management in 2000 and his Master of Science degree in accounting from the University of Illinois in 1996.

Thomas Jintao Ren has served as the chief financial officer of our company since September 2015. Prior to rejoining our company, Mr. Ren was the chief financial officer at Chukong Technologies. Mr. Ren was previously at Renren between 2005 and 2013, where he served as our senior finance director. Prior to that, Mr. Ren had worked at KPMG for five years. Mr. Ren holds a bachelor's degree in economics from Renmin University of China. He is a certified public accountant in China and the United States, and a chartered professional accountant in Canada.

Rita Rui Yi has served as vice president in charge of human resources for our company since October 2016. Prior to joining our company, Ms. Yi served as the human resource senior director of RealNetworks in charge of human resource business partner management work, covering both the greater China region and South Asia region. Prior to that, Ms. Yi also gained human resource management experience from ING Capital Life Insurance Company, General Electronic, and Northern Telecom. Ms. Yi received a bachelor's degree in tourism economy from Beijing International Studies University and received an MBA degree from McMaster University, Canada in 2001.

Miao Cao has served as chief marketing officer of sales of our company since October 2014. He joined our company in 2004 and was promoted to the vice president for sales in September 2013. Prior to joining our company, Mr. Cao worked at Shun Tak Holding Limited, a company listed on the Hong Kong Stock Exchange, and Clevo Co., a company listed on the Taiwan Stock Exchange. Mr. Cao received a bachelor's degree in Economics from the Shanghai University of International Business and Economics in 1999.

He Li has served as vice president of our company since 2014 and is now in charge of Renren SNS. Mr. Li joined our company in 2011 and has since held various positions in research and development. Mr. Li received a bachelor's degree in Computer Science and a master's degree in Software Science Theory from Peking University.

Matthew Murphy has served as vice president of marketing and global products since August 2012. Prior to joining our company, he was the co-founder and chief marketing officer of Lemon.com (later acquired by LifeLock), the general manager of Bling Nation, and the chief marketing officer at Chegg (NYSE: CHGG). Mr. Murphy was also the head of advertising and media at E*TRADE Financial and won many awards for his work, including a Clio, an Effie and a Stevie Award. Mr. Murphy studied finance at Santa Clara University, received his MBA degree from The Cotsakos College of Business and studied marketing at Northwestern University's Kellogg School of Management.

B. Compensation

For the year ended December 31, 2016, we paid an aggregate of approximately US$1.4 million in cash to our executive officers and non-executive directors. Our subsidiaries are required by law to make contributions equal to certain percentages of each employee's salary for his or her pension insurance, medical insurance, housing fund, unemployment and other statutory benefits. In 2016, we accrued in aggregate US$98 thousand worth of such benefits for our executive officers.

For the year ended December 31, 2016, we granted a total of 10,019,637 restricted Class A ordinary shares to our executive officers and non-executive directors, and we recorded US$3.1 million in share-based compensation expense for these grants. For more information, see “Item 6.B. Directors, Senior Management and Employees—Compensation—Equity Incentive Plans”.

Equity Incentive Plans

Since February 27, 2006, we have adopted five equity incentive plans for Renren Inc. to motivate, retain and attract the best personnel and promote the success of our business. The five plans adopted by Renren Inc. were the 2006 Equity Incentive Plan, the 2008 Equity Incentive Plan, the 2009 Equity Incentive Plan, the 2011 Share Incentive Plan (as amended) and the 2016 Share Incentive Plan. We refer to these collectively as the Plans. As of February 28, 2017, options to purchase 1,983,290 ordinary shares were outstanding under the 2006 Equity Incentive Plan, options to purchase 300,010 ordinary shares were outstanding under the 2008 Equity Incentive Plan, options to purchase 3,147,485 ordinary shares were outstanding under the 2009 Equity Incentive Plan, 4,128,960 restricted share units and options to purchase 103,944,081 ordinary shares were outstanding under the 2011 Share Incentive Plan (as amended), and 2,440,164 restricted share units and options to purchase 49,717,296 ordinary shares were outstanding under the 2016 Share Incentive Plan.

The following table summarizes the outstanding share options granted to certain of our directors, executive officers and other individuals under the Plans as of February 28, 2017.

Name	Number of Ordinary Shares Underlying Outstanding Options (1)	**Exercise Price (US$/Share) (1)**	Grant Date	Expiration Date
Joseph Chen	16,800,000	0.873	April 5, 2012	April 4, 2022
	3,150,000	0.873	March 22, 2013	March 21, 2023
	25,946,844	0.873	May 19, 2014	May 18, 2024
	25,946,847	0.873	May 19, 2014	May 18, 2024
	39,752,430	1.227	January 15, 2016	January 14,2025
James Jian Liu	*	0.873	April 5, 2012	April 4, 2022
	*	0.873	March 22, 2013	March 21, 2023
	*	0.873	May 19, 2014	May 18, 2024
	*	0.873	May 19, 2014	May 18, 2024
Hui Huang	*	0.873	April 5, 2012	April 4, 2022
	*	0.873	March 22, 2013	March 21, 2023
David K. Chao	*	0.873	April 5, 2012	April 4, 2022
	*	0.873	March 22, 2013	March 21, 2023
Chuanfu Wang	*	0.873	June 14, 2012	June 13, 2022
	*	0.873	March 22, 2013	March 21, 2023

Miao Cao	*	0.18	March 2, 2006	March 1, 2016
	*	0.18	October 9, 2007	October 8, 2017
	*	0.18	January 31, 2008	January 31, 2018
	*	0.18	October 15, 2009	October 14, 2019
	*	0.873	January 4, 2011	January 3, 2021
	*	0.873	August 30, 2013	August 29, 2023
He Li	*	0.873	April 18, 2011	April 17, 2021
	*	0.873	December 28, 2011	December 27, 2021
	*	0.873	December 28, 2012	December 27, 2022
	*	0.873	May 17, 2013	May 16, 2023
	*	0.873	December 2, 2013	December 1, 2023
Other individuals as a group	19,971,041	(2)	(2)	(3)

* The aggregate beneficial ownership of our company held by the named grantee is less than 1% of our total outstanding shares.

(1) The number of share options granted and exercise prices in this table, including footnote 2, gives effect to the ten-for-one share split that became effective on March 25, 2011.

On December 28, 2012, we modified the exercise price of the outstanding share options previously granted that had exercise prices of US$4.00 per ADS or higher, reducing them uniformly to US$3.30 per ADS (US$1.10 per ordinary share), which was the closing price of our ADS on the modification date. (These per ADS numbers have not been adjusted to give retroactive effect to the change in the number of ordinary shares represented by each ADS from three to fifteen that became effective on February 6, 2017.) Options exercisable for a total of 27,480,309 ordinary shares were modified. The total incremental cost as a result of the modification was US$4.3 million, of which US$0.9 million, US$1.1 million, US$1.1 million and US$0.9 million was recognized as share-based compensation expense in 2012, 2013, 2014 and 2015 respectively, and the remaining balance will be amortized over the expected requisite service period.

On December 29, 2014, we modified the exercise price of the outstanding share options previously granted that had exercise price higher than US$0.873 per ordinary share, reducing them uniformly to US$0.873 per share, which was the average closing price during the period from December 8, 2014 through December 19, 2014, when the repricing was being discussed. Options exercisable for a total of 107,197,908 ordinary shares were modified. The total incremental cost as a result of the modification was US$6.4 million, of which US$5.2 million was recognized as share-based compensation expense in 2014 and 2015 and the remaining balance will be amortized over the expected requisite service period.

On December 23, 2015, we waived the award condition with respect to the options granted on May 19, 2014, Options exercisable for a total of 34,796,844 ordinary shares were modified. The total incremental cost as a result of the modification was US$10.9 million, of which US$4.4 million was recognized as share-based compensation expense in 2015 and the remaining balance will be amortized over the expected requisite service period.

(2) We granted share options to other individuals on the following dates and at the following exercise prices: (i) on March 2, 2006, 1,079,400 options with an exercise price of US$0.001 per share; (ii) on March 2, 2006, 10,204,000 options and on October 9, 2007, 800,000 options, each with an exercise price of US$0.08 per share; (iii) on March 2, 2006, 4,568,670 options and on October 21, 2010, 179,450 options, each with an exercise price of US$0.10 per share; (iv) on March 2, 2006, 18,046,960 options, on October 9, 2007,22,142,00 options, on January 31, 2008, 14,809,500 options, on October 15, 2009, 18,644,000 options, on March 10, 2010, 300,000 options, on June 1, 2010, 490,000 options and on October 21, 2010, 11,180 options, each with an exercise price of US$0.18 per share; (v) on March 2, 2006, 1,243,880 options with an exercise price of US$0.20 per share; (vi) on October 9, 2007, 100,000 options with an exercise price of US$0.26 per share; (vii) on October 9, 2007, 300,000 options with an exercise price of US$0.28 per share; (viii) on October 9, 2007, 100,000 options with an exercise price of US$0.30

per share; (ix) on October 9, 2007, 925,000 options with an exercise price of US$0.35 per share; (x) on October 9, 2007, 220,000 options with an exercise price of US$0.38 per share; (xi) on January 4, 2011, 12,068,500 options, on April 18, 2011, 3,296,500 options, on September 23, 2011, 519,000 options, on December 28, 2011, 1,621,107 options, on April 5, 2012, 1,881,500 options, on April 30, 2012, 300,000 options, on December 28, 2012, 3,167,400 options, on March 22, 2013,4,587,000 options, on May 17, 2013, 2,862,000 options, on August 30, 2013, 450,000 options, on December 2, 2013, 2,707,500 options, each with an exercise price of US$0.873 per share. As of February 28, 2017, 99,913,006 options had been forfeited, cancelled or exercised.

(3) Each option will expire after ten years from the grant date or such shorter period as the board of directors may determine at the time of its grant.

The following table summarizes the outstanding restricted share units granted to our executive officers and certain other individuals as of February 28, 2017 under the Plans adopted by Renren Inc.:

Name	**Number of Ordinary Shares Underlying Restricted Share Units Outstanding**	Grant Date
Joseph Chen	9,029,637	January 15, 2016
Hui Huang	*	May 19, 2014
Hui Huang	*	January 1, 2015
David K. Chao	*	May 19, 2014
David K. Chao	*	April 15, 2015
Chuanfu Wang	*	May 19, 2014
Chuanfu Wang	*	April 15, 2015
Thomas Ren	*	September 30, 2015
Thomas Ren	*	February 1, 2016
Stephen Tappin	*	December 5, 2016
Tianruo Pu	*	December 5, 2016
Rita Yi	*	January 3, 2017
Miao Cao	*	May 19, 2014
Miao Cao	*	October 17, 2014
Miao Cao	*	April 15, 2015
He Li	*	May 19, 2014
He Li	*	October 17, 2014
He Li	*	April 15, 2015
He Li	*	February 1, 2016
Certain individuals as a group	362,580	May 19, 2014
Certain individuals as a group	111,375	October 17, 2014
Certain individuals as a group	1,118,355	May 15, 2015
Certain individuals as a group	5,280	June 15, 2015
Certain individuals as a group	27,135	September 30, 2015
Certain individuals as a group	32,025	November 1, 2015
Certain individuals as a group	1,760,820	February 1, 2016
Certain individuals as a group	505,230	June 15, 2016
Certain individuals as a group	120,000	January 3, 2017
Certain individuals as a group	208,092	January 9, 2017

* The aggregate beneficial ownership of our company held by the named grantee is less than 1% of our total outstanding shares.

Principal Terms of 2006, 2008 and 2009 Equity Incentive Plans adopted by Renren Inc.

The principal terms of the 2006 Equity Incentive Plan, the 2008 Equity Incentive Plan and the 2009 Equity Incentive Plan are substantially the same. The following paragraphs summarize the principal terms of these three plans and,

unless otherwise specified below, the following summary applies to each of these plans.

Types of Awards and Exercise Prices. Three types of awards may be granted under the plans.

- *Incentive share options*. Incentive share options are share options which satisfy the requirements of Section 422 of the Internal Revenue Code of 1986. The exercise price of an incentive share option must be at least equal to the fair market value of the shares on the date of grant. If an employee, officer or director owns or is deemed to own more than 10% of the combined voting power of all classes of shares and an incentive share option is granted to such person, the exercise price for such incentive share option shall be at least 110% of the fair market value of the shares on the date of grant.

- *Nonqualified share options*. Nonqualified share options are share options which do not satisfy the requirements of Section 422 of the Internal Revenue Code of 1986. The exercise price of a nonqualified share option may be less than, equal to or greater than the fair market value of the shares on the date of grant.

- *Restricted share options*. Restricted share options are options to purchases ordinary shares which are subject to certain restrictions or limitations set forth in the plans or in the related award agreement, and may be subject to risk of forfeiture. Unless otherwise determined by our plan administrator, a restricted share is nontransferable and may be forfeited or repurchased by us during a restricted period. The exercise price of restricted share options may be determined by the plan administrator in the award agreement.

Plan Administration. The plan administrator is our board of directors or a committee of two or more members of our board. The plan administrator designates the eligible recipients and determines the award type, award period, grant date, performance requirements and such other provisions and terms not inconsistent with the plans in each award agreement.

Award Agreement. Incentive share options, nonqualified share options or restricted share options granted under the plans are evidenced by an award agreement that sets forth the terms, provisions, limitations and performance requirements for each grant.

Eligibility. At the discretion of the board of directors, we may grant awards to employees, officers, directors, outside directors or consultants of our company.

Transfer Restriction. Subject to certain exceptions, awards for incentive share options, nonqualified share options and restricted share options may not be transferred, assigned, pledged, hypothecated or otherwise conveyed or encumbered by the award holders.

Term of Awards. Unless otherwise provided in the award agreement by the plan administrator, each option shall expire after ten years from the grant date. If an employee, officer or director owns or is deemed to own more than 10% of the combined voting power of all classes of shares and an incentive share option is granted to such person, such incentive share option shall expire after five years from the grant date.

Vesting Schedule. The plan administrator may determine the vesting schedule and may provide additional vesting conditions in the award agreement to each recipient.

Amendment and Termination. The 2006 Equity Incentive Plan and the 2008 Equity Incentive Plan were terminated on September 15, 2013. Unless earlier terminated by the board or directors, the 2009 Equity Incentive Plan will terminate on December 31, 2019. In each case, grants made before the termination date will continue to be effective in accordance with their terms and conditions. Our board of directors may at any time by resolutions amend the 2009

Equity Incentive Plan, subject to certain exceptions.

Principal Terms of the 2011 and 2016 Share Incentive Plan adopted by Renren Inc.

The principal terms of the 2011 Share Incentive Plan (as amended) and the 2016 Share Incentive Plan are substantially the same. The following paragraphs summarize the principal terms of these two plans and, unless otherwise specified below, the following summary applies to each of these plans.

Types of Awards and Exercise Prices. The plans permit the grant of options to purchase our Class A ordinary shares, restricted shares and restricted share units as deemed appropriate by the plan administrator.

- *Options*. Options provide for the right to purchase a specified number of our Class A ordinary shares at a specified price and usually will become exercisable in the discretion of the plan administrator in one or more installments after the grant date. Options include incentive share options, which are share options which satisfy the requirements of Section 422 of the Internal Revenue Code of 1986, and non-qualified share options, which do not satisfy these requirements. The exercise price of an option shall be determined by the plan administrator and set forth in the award agreement.

- *Restricted Shares*. A restricted share award is the grant of our Class A ordinary shares which are subject to certain restrictions or limitations set forth in the plan or in the related award agreement. Unless otherwise determined by our plan administrator, a restricted share is nontransferable and may be forfeited or repurchased by us during a restricted period. The exercise price of restricted share options may be determined by the plan administrator in the award agreement.

- *Restricted Share Units*. Restricted share units represent the right to receive our Class A ordinary shares at a specified date in the future. On the maturity date specified by the plan administrator, we will transfer to the participant one unrestricted, fully transferable share for each restricted share unit.

Plan Administration. The plans will be administered by the board of directors or the compensation committee of the board, or a committee of one or more directors to whom the board or the compensation committee shall delegate the authority to grant or amend awards to participants other than senior executives. As to the 2011 Share Incentive Plan (as amended), the plan administrator shall consist of at least two individuals, each of whom qualifies as an independent director. With respect to the awards granted to independent directors, the plan administrator shall be the board of directors. The plan administrator will determine the terms and conditions of each award grant.

Awards and Award Agreement. Awards granted under the plans are evidenced by award agreements that set forth the terms, conditions and limitations for each award, which may include the term of an award, the provisions applicable in the event the participant's employment or service terminates, and our authority to unilaterally or bilaterally amend, modify, suspend, cancel or rescind an award.

Eligibility. We may grant awards to our employees, directors and consultants, as determined by our plan administrator.

Term of the Awards. The term of each award grant shall be determined by our plan administrator, provided that the term shall not exceed ten years from the date of the grant.

Vesting Schedule. In general, the plan administrator determines, or the award agreement specifies, the vesting schedule.

Transfer Restrictions. Except as otherwise provided by our plan administrator, an award may not be transferred or otherwise disposed of by a participant other than by will or the laws of descent and distribution. Our plan administrator by express provision in the award or an amendment may permit an award (other than an incentive share option) to be transferred to or exercised by certain persons related to the participant.

Amendment and Termination of the Plan. With the approval of our board, our plan administrator may at any time amend, modify or terminate the plan, subject to certain exceptions. Unless earlier terminated by the board of directors, the 2011 Share Incentive Plan (as amended) will expired on April 14, 2021 and the 2016 Share Incentive Plan will expire on January 15, 2026.

C. Board Practices

Composition of Board of Directors

Our board of directors currently consists of seven directors. A director is not required to hold any shares in the company by way of qualification. A director who is in any way, whether directly or indirectly, interested in a contract or transaction or proposed contract or transaction with our company must declare the nature of his interest at a meeting of the directors. Subject to the NYSE rules and disqualification by the chairman of the relevant board meeting, a director may vote in respect of any contract or transaction or proposed contract or transaction notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at the relevant board meeting at which such contract or transaction or proposed contract or transaction is considered. A director may exercise all the powers of the company to borrow money, mortgage its undertaking, 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. None of our non-executive directors and independent director appointees has a service contract with us that provides for benefits upon termination of employment. As long as SB Pan Pacific Corporation and its affiliates continue to collectively hold over 50% of the number of our shares held by them as of May 9, 2011, they have the right to appoint one director to serve on our board of directors. Our board of directors currently does not contain a member appointed by SB Pan Pacific Corporation.

Code of Business Conduct and Ethics

Our code of business conduct and ethics provides that our directors and officers are expected to avoid any action, position or interest that conflicts with the interests of our company or gives the appearance of a conflict. Directors and officers have an obligation under our code of business conduct and ethics to advance our company's interests when the opportunity to do so arises.

Duties of Directors

Cayman Islands law does not prescribe by statute the specific duties of directors of Cayman Islands companies and therefore the duties of directors are dictated by common law. Our directors have certain duties of care, diligence and skill as well as a fiduciary duty to act honestly and in good faith in the best interests of our company. Our directors are not required to exhibit in the performance of their duties a greater degree of skill than may reasonably be expected from persons of their knowledge and experience. Our directors must exercise reasonable care and diligence but will not be liable for errors of judgment and therefore they may rely upon opinions and advice of outsiders but must still exercise their business judgment based upon such advice. The fiduciary relationship of our directors is with our company and our directors therefore do not usually owe a fiduciary duty to an individual shareholder, and instead, they owe a fiduciary duty to our shareholders as a whole. In addition, our directors have a duty to act in good faith, which means they must act bona fide in the interests of our company. Our directors must also use their powers for a proper purpose. If our directors take actions which are within their powers but for purposes other than those for which such powers were conferred, they may be personally liable. Our directors are also required not to put themselves into a position where there is a conflict, actual or potential, between their personal interests and their duties to our company or between their duty to our company and a duty owed to another person. Finally, our directors cannot validly contract, either with one another or with third parties, as to how they shall vote at future meetings of directors. In fulfilling their duty of care to us, our directors must ensure compliance with our amended and restated memorandum and articles of association. We have the right to seek damages if a duty owed by our directors is breached.

Terms of Directors and Executive Officers

Our officers are elected by and serve at the discretion of the board of directors. Our directors are not subject to a set term of office and hold office until the next general meeting called for the election of directors and until their successor is duly elected or such time as they die, resign or are removed from office by special resolution or the unanimous written resolution of all shareholders. A director will cease to be a director automatically if, among other things, the director (i) becomes bankrupt or makes any arrangement or composition with his creditors; (ii) dies or is found by our company to be or becomes of unsound mind; (iii) resigns his office by notice in writing to our company; or (iv) is removed from office pursuant to any other provision of our memorandum and articles of association.

Committees of the Board of Directors

We have established three regular committees and one special committee under the board of directors. The three regular committees are the audit committee, the compensation committee, and the corporate governance and nominating committee. We have adopted a charter for each of the regular committees. Each committee's members and functions are as follows.

Audit Committee. Our audit committee consists of Messrs. David Chao, Stephen Tappin and Tianruo Pu. Mr. Chao is the chairman of our audit committee and our board of directors has determined that Mr. Chao is an audit committee financial expert. Mr. Chao, Mr. Tappin and Mr. Pu satisfy the "independence" requirements of Section 303A of the Corporate Governance Rules of the NYSE and Rule 10A-3 under the Exchange Act. 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:

- selecting the independent registered public accounting firm and pre-approving all auditing and non-auditing services permitted to be performed by the independent registered public accounting firm;

- reviewing with the independent registered public accounting firm any audit problems or difficulties and management's response;

- reviewing and approving any proposed related party transaction, as defined in Item 404 of Regulation S-K under the Securities Act, involving over US$120,000 in a single transaction or a series of related transactions;

- discussing the annual audited financial statements with management and the independent registered public accounting firm;

- reviewing major issues as to the adequacy of our internal control and any special audit steps adopted in light of material control deficiencies; and

- meeting separately and periodically with management and the independent registered public accounting firm.

Compensation Committee. Our compensation committee consists of Messrs. Stephen Tappin and David Chao. Mr. Tappin is the chairman of our compensation committee. Mr. Tappin and Mr. Chao satisfy the "independence" requirements of Section 303A of the Corporate Governance Rules of the NYSE. The compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. Our chief executive officer is prohibited from attending any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

- reviewing and approving the total compensation package for our chief executive officer;

- reviewing and recommending to the board the compensation of our directors; and

- reviewing periodically and approving any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

Corporate Governance and Nominating Committee. Our corporate governance and nominating committee consists of Messrs. David Chao and Chuanfu Wang, and is chaired by Mr. Chao. Mr. Chao and Mr. Chuanfu Wang satisfy the "independence" requirements of Section 303A of the Corporate Governance Rules of the NYSE. The corporate governance and nominating committee assists the board of directors in identifying 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:

- identifying and recommending to the board nominees for election or re-election to the board, or for appointment to fill any vacancy;

- reviewing annually with the board the composition of the board in light of the characteristics of independence, age, skills, experience and availability of service to us;

- identifying and recommending to the board the directors to serve as members of the board's committees;

- advising the board periodically with respect to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any corrective action to be taken; and

- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

Special Committee. The special committee consists of Mr. Tianruo Pu, Mr. Stephen Tappin and Ms. Hui Huang. Mr. Pu is the chairman of the special committee. The special committee was formed on December 20, 2016, to review the terms of the proposed spin-off that was originally announced on September 30, 2016. See "Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions." All three members of the special committee are disinterested. The board of directors has delegated the power and authority of the board to the special committee in relation to the proposed spin-off and the related proposal that we received on December 22, 2016, including the power to retain legal counsel, financial advisors, outside consultants or other advisors, to investigate the proposed spin-off and the related proposal that we received on December 22, 2016, to evaluate the terms of the proposed spin-off and the related proposal and any other proposal that might be received in connection with the proposed spin-off, to explore, consider, review and solicit any alternative transactions that it deems appropriate, to negotiate the terms of the proposed spin-off and any alternative transaction, and to decide whether we should engage in the spin-off or in any alternative transaction and on what terms.

Employment Agreements

We have entered into employment agreements with each of our executive officers. We may terminate an executive officer's employment for cause, at any time, without notice or remuneration, for certain acts of the officer, including, but not limited to, a conviction or plea of guilty to a felony, willful misconduct to our detriment or a failure to perform agreed duties. We may also terminate an executive officer's employment without cause by a one-month prior written notice. An executive officer may terminate his or her employment with us by a one-month prior written notice for certain reasons, in which case the executive officer is entitled to the same severance benefits as in the situation of termination by us without cause.

Our executive officers have also agreed not to engage in any activities that compete with us, or to directly or indirect solicit the services of our employees, for a period of one year after termination of employment. Each executive officer has agreed to hold in strict confidence any confidential information or trade secrets of our company. Each executive officer also agrees to comply with all material applicable laws and regulations related to his or her responsibilities at our company as well as all material corporate and business policies and procedures of our company.

D. Employees

We had 1,602, 1,078 and 988 full-time employees as of December 31, 2014, 2015 and 2016, respectively. The following table sets forth the number of our employees by function as of December 31, 2016:

Functional Area	Number of Employees	% of Total

Management and administration	176	18
Sales and marketing	466	47
Operations	37	4
Research & development	309	31
Total	988	100

As of December 31, 2016, we had 443 employees located in Beijing and 545 employees located in other cities in China.

Sixty-one of our 988 employees as of December 31, 2016, work for Zhenzhong, which we are planning to dispose of. See “Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions.”

E. Share Ownership

The following table sets forth information with respect to the beneficial ownership of our ordinary shares (including Class A ordinary shares represented by our ADSs), as of February 28, 2017, by:

- each of our directors and executive officers; and
- each person known to us to own beneficially more than 5% of our ordinary shares.

The calculations in the table below are based on 1,027,051,878 ordinary shares outstanding as of February 28, 2017, including 721,633,428 Class A ordinary shares and 305,388,450 Class B ordinary shares. Beneficial ownership is determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to our ordinary shares. In computing the number of ordinary shares beneficially owned by a person and the percentage ownership of that person, we have included shares that the person has the right to acquire within 60 days, including through the exercise of any option, warrant or other right or the conversion of any other security. These shares, however, are not included in the computation of the percentage ownership of any other person.

	Ordinary Shares Beneficially Owned		
	Number	% (1)	% of Voting Power (2)
Directors and Executive Officers:			
Joseph Chen (3)	338,210,725	30.9	48.7
James Jian Liu (4)	50,720,660	4.8	1.3
Hui Huang (5)	*	*	*
David K. Chao (6)	90,643,481	8.8	2.4
Chuanfu Wang (7)	*	*	*
Stephen Tappin(8)			
Tianruo Pu (9)			
Thomas Jintao Ren (10)	*	*	*
Rita Yi (10)	*	*	*
Miao Cao (10)	*	*	*
He Li (10)	*	*	*
Matthew Murphy (10)	*	*	*
All directors and executive officers as a group (11)	488,334,592	43.6	52.2
Principal Shareholders:			
SB Pan Pacific Corporation and affiliate (12)	405,388,451	39.5	42.9
Joseph Chen (3)	338,210,725	30.9	48.7
DCM and affiliates (13)	87,929,871	8.6	2.3

* Less than 1% of our total outstanding ordinary shares.

(1) For each person and group included in this column, percentage ownership is calculated by dividing the number of ordinary shares beneficially owned by such person or group by the sum of the number of ordinary shares outstanding and the number of ordinary shares such person or group has the right to acquire upon exercise of the share options or warrants within 60 days of February 28, 2017.

(2)

For each person and group included in this column, percentage of voting power is calculated by dividing the voting power beneficially owned by such person or group by the voting power with respect to all of our Class A and Class B ordinary shares as a single class. Each holder of our Class B ordinary shares is entitled to ten votes per share and each holder of Class A ordinary shares is entitled to one vote per share held by our shareholders on all matters submitted to them for a vote. Subject to certain exceptions, our Class A ordinary shares and Class B ordinary shares vote together as a single class on all matters submitted to a vote of our shareholders. Our Class B ordinary shares are convertible at any time by the holder into Class A ordinary shares on a one-for-one basis.

(3) Represents (i) 170,258,970 Class B ordinary shares held by Mr. Joseph Chen, (ii) 101,881,165 Class A ordinary shares held by Mr. Joseph Chen, and (iii) 66,070,590 Class A ordinary shares issuable upon exercise of options held by Mr. Chen that that are exercisable within 60 days after February 28, 2017. See the two paragraphs following this table for more information on Class A and Class B ordinary shares. The business address of Mr. Chen is 5/F, North Wing, 18 Jiuxianqiao Middle Road, Chaoyang District, Beijing, 100016, People's Republic of China.

(4) Represents (i) 31,365,110 Class A ordinary shares held by Mr. James Jian Liu and (ii) 19,355,550 Class A ordinary shares issuable upon exercise of options held by Mr. Liu that are exercisable within 60 days after February 28, 2017. The business address of Mr. Liu is 5/F, North Wing, 18 Jiuxianqiao Middle Road, Chao Yang District, Beijing, 100016, People's Republic of China.

(5) The business address of Ms. Huang is 5/F, North Wing, 18 Jiuxianqiao Middle Road, Beijing, 100016, People's Republic of China.

(6) Represents (i) 2,203,610 Class A ordinary shares held by Mr. David Chao, (ii) 510,000 Class A ordinary shares issuable upon exercise of options held by Mr. Chao that are exercisable within 60 days after February 28, 2017 and (iii) 87,929,871 Class A ordinary shares held by DCM and affiliates. DCM Investment Management III, LLC is the general partner of DCM. Mr. David Chao and Mr. Peter W. Moran are the managing members of DCM Investment Management III, LLC. See note 13, below, for more information on the shares held by DCM and affiliates. The business address of Mr. Chao is 2420 Sand Hill Road, Suite 200, Menlo Park, CA 94025.

(7) The business address of Mr. Wang is No. 3009, BYD Road, Pingshan, Shenzhen, 518118, People's Republic of China.

(8) The business address of Mr. Tappin is Business Clubs Ltd, 2nd Floor, 1-2 Alfred Place, London, WC1E 7EB.

(9) The business address of Mr. Pu is 5/F, North Wing, 18 Jiuxianqiao Middle Road, Beijing, 100016, People's Republic of China.

(10) The business address of Mr. Ren is 5/F, North Wing, 18 Jiuxianqiao Middle Road, Beijing, 100016, People's Republic of China.

(11) Certain directors and executive officers have been granted options pursuant to our 2006, 2008 and 2009 Equity Incentive Plans and our 2011 and 2016 Share Incentive Plan. See "Item 6.B—Directors, Senior Management and Employees—Compensation—Equity Incentive Plans."

(12) The number of ordinary shares beneficially owned is as of December 31, 2011, as reported in a Schedule 13G filed by SB Pan Pacific Corporation and SoftBank Corp. on February 14, 2012, and consists of 270,258,971 Class A ordinary shares and 135,129,480 Class B ordinary shares held by SB Pan Pacific Corporation. See the two paragraphs following this table for more information on Class A and Class B ordinary shares. SB Pan Pacific Corporation is a corporation established under the laws of the Federated States of Micronesia, and is a wholly owned subsidiary of SoftBank Corp. SoftBank Corp. is a corporation established under the laws of Japan, and is a public company listed on the Tokyo Stock Exchange. On January 31, 2011, SoftBank Corp. transferred 2,582,200 series C preferred shares and 402,870,510 series D preferred shares to SB Pan Pacific Corporation, and, immediately prior to the completion of our initial public offering in May 2011, 135,129,480 of these series D

preferred shares were converted into Class B ordinary shares on a one-to-one basis and the rest of the preferred shares held by SB Pan Pacific Corporation were converted into Class A ordinary shares on a one-to-one basis. The business address for SB Pan Pacific Corporation is P.O. Box 902, Kolonia, Pohnpei, FSM 96941, and the business address for SoftBank Corp. is 1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo 105-7303, Japan.

(13) The number of ordinary shares beneficially owned is as of December 31, 2015 as reported in a Schedule 13G/A filed by DCM Ventures (as defined below) and affiliates on February 4, 2016, and consists of (i) 81,768,285 Class A ordinary shares which are directly owned by DCM III, L.P., (ii) 2,166,501 Class A ordinary shares which are directly owned by DCM III-A, L.P. and (iii) 3,995,085 Class A ordinary shares which are directly owned by DCM Affiliates Fund III, L.P. We refer to these three entities collectively as “DCM.” DCM Investment Management III, LLC is the general partner of each of these three entities and may be deemed to have sole power to vote and dispose of the Class A ordinary shares held by them. In addition, Mr. David Chao and Mr. Peter W. Moran, the managing members of DCM Investment Management III, LLC, may be deemed to have shared power to vote and dispose of those Class A ordinary shares. As set forth in note 6 above, Mr. Chao also owns 1,958,000 Class A ordinary shares. The business address of DCM Ventures is 2420 Sand Hill Road, Suite 200 Menlo Park, CA 94025.

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 ten votes per share. We issued Class A ordinary shares represented by our ADSs in our initial public offering in May 2011. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while 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. See "Item 10.B—Additional Information—Memorandum and Articles of Association—Ordinary Shares" for a more detailed description of our Class A ordinary shares and Class B ordinary shares.

To our knowledge, as of February 28, 2017, a total of 461,819,585 Class A ordinary shares were held by 31 record holders in the United States, including Citibank, N.A., the depositary of our ADS program, and 170,258,970 Class B ordinary shares were held by one record holder in the United States. The number of beneficial owners of our ADSs in the United States is likely to be much larger than the number of record holders of our ordinary shares in the United States.

We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company other than the non-binding going-private proposal that we received on June 10, 2015. See "Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions." To our knowledge, we are not owned or controlled, directly or indirectly, by another corporation, by any foreign government or by any other natural or legal persons, severally or jointly.

For the options granted to our directors, officers and employees, please refer to "Item 6.B—Directors, Senior Management and Employees—Compensation—Equity Incentive Plans."

Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

Please refer to "Item 6.E. Share Ownership."

B. Related Party Transactions

Contractual Arrangements with Our Consolidated Affiliated Entities

Please refer to “Item 4.C—Information on the Company—Organizational Structure—Contractual Arrangements with Our Consolidated Affiliated Entities.”

Related Party Transactions with Oak Pacific Holdings and Its Affiliates

The three largest shareholders of Oak Pacific Holdings are Mr. Joseph Chen, our founder, chairman and chief executive officer; James Jian Liu, our director and chief operating officer; and David Chao, our director. Collectively they hold approximately 98.5% of Oak Pacific Holdings. Summarized below are certain transactions our company has had with affiliates of Oak Pacific Holdings in 2014, 2015 and 2016.

Gummy Inc.

During 2012, we performed certain payment collection services to Gummy Inc., a subsidiary of Oak Pacific Holdings. Gummy Inc. owed our company approximately US$20,000, US$19,000 and nil for payment collection services as of December 31, 2014, 2015 and 2016, respectively, which amount was unsecured, non-interest bearing and payable on demand.

Beijing Qian Xiang Hu Lian Technology Development Co., Ltd.

We performed certain back office services for Beijing Qian Xiang Hu Lian Technology Development Co., Ltd., which is a subsidiary of Oak Pacific Holdings. These services included provisions of human resources and accounting services and amounted to US$0.1 million, US$0.04 million and nil in 2014, 2015 and 2016, respectively.

Related Party Transactions with Our Major Shareholder

Beautiful Bay Co., Ltd,

In 2015, we provided a loan of US$4.8 million to Beautiful Bay Co. Ltd., an entity of which the wife of our chairman and chief executive officer, Joseph Chen, is a majority shareholder. The loan has been repaid as of December 31, 2015.

Beautiful Legend Co., Ltd,

In 2015, we acquired a 7.5% equity interest in Beautiful Legend Co., Ltd., an entity of which the wife of our chairman and chief executive officer, Joseph Chen, is a majority shareholder. We accounted for the investment as a cost method investment and the carrying amount was US$4.6 million as of December 31, 2015.

In January 2017, we acquired 1,150,000 shares for a total consideration of US$2.9 million, representing a 5% equity interest, in Shanghai Xingmi Network Technology Joint Stock Limited Company from Beautiful Legend Co., Ltd.

In January 2017, we acquired a 5% equity interest in Beijing Caiqiu Century Technology Co., Ltd. from Beautiful Legend Co., Ltd., for a total consideration of US$1.5 million.

Related Party Transactions with Our Long Term Investments

Mapbar Technology Limited

In October 2011, we acquired a 35% equity interest in Mapbar Technology Limited, or Mapbar, and accounted for the investment using equity method as we are able to exercise significant influence over Mapbar. Mapbar performed approximately US$203,000, US$110,000 and nil of location-based services for our company in 2014, 2015 and 2016 respectively. As of December 31, 2016, our company owed Mapbar nil for these services.

Qingting

In October 2013, we sold 60% of the equity interest in Qingting to an individual and deconsolidated Qingting as we no longer held a controlling interest. Qingting provided internet services of approximately US$0.1 million and US$0.2 million to us in 2013 and 2014. As of December 31, 2014, we owed Qingting nil for these services. During 2014, we provided a loan of US$0.2 million to Qingting. The loan was fully repaid in 2015.

Japan Macro Opportunities Offshore Partners, LP

In November 2011, February 2013 and January 2014, we invested US$20.0 million, US$20.0 million and US$40.0 million, respectively in Japan Macro Opportunities Offshore Partners, LP, a Cayman Islands exempted limited partnership. The investment was accounted for using equity method accounting. We received capital distributions of US$84.0 million and US$69.1 million in the years ended December 31, 2014 and 2015, respectively, and we disposed of the investment on August 24, 2015.

Social Finance Inc.

In July 2012, we purchased US$10.0 million Series 2012-A Senior Secured Refi Loan Notes issued by SoFi Lending Corp., a subsidiary of Social Finance Inc. Oak Pacific Holdings is a shareholder of Social Finance Inc. and our chairman and chief executive officer, Joseph Chen, is a director of Social Finance Inc. The note has a maturity date of July 3, 2032 and a fixed annual interest rate of 4% with no redemption feature. We received monthly payments, including return of principal of US$1,370,000, US$984,000 and US$5,879,000 in 2014, 2015 and 2016, respectively, and earned interest of US$211,000, US$181,000 and US$166,000, from SoFi Lending Corp. for the years ended December 31, 2014, 2015 and 2016, respectively. As of December 31, 2016, the carrying amount of the note was nil.

In September 2012, we invested US$49.0 million in newly issued series B preferred shares of Social Finance Inc., concurrently with a group of other investors.

In January 2014, we invested US$20.8 million in newly issued series D preferred shares of Social Finance Inc., concurrently with a group of other investors.

In January 2015, we invested US$22.3 million in newly issued series E preferred shares of Social Finance Inc., concurrently with a group of other investors.

In October 2015, we invested US$150 million in newly issued series F preferred shares of Social Finance Inc., concurrently with a group of other investors.

In April 2017, we sold 5,719,986 preferred shares of SoFi for total net proceeds of US$91.9 million.

Golden Axe Inc.

In December 2015, we acquired a 2% equity interest in Golden Axe Inc. and accounted for the investment using equity method as we are able to exercise significant influence over Golden Axe Inc. In 2015, we provided a loan of US$11.2 million to Golden Axe Inc. and recorded US$0.2 million interest. As of December 31, 2015, Golden Axe Inc. owed us US$16.0 million for the loan. Of this amount, US$10.8 million was repaid to us in 2016 and the remainder was converted into equity.

268V Limited

In January 2015, we acquired a 20.00% equity interest in 268V Limited and accounted for it as an available-for-sale investment. In 2015 and 2016, we purchased about US$42,000 and US$238,000 of used automobile services from 268V Limited, respectively. As of December 31, 2016, our company owed 268V Limited US$78,000 for these services, which amount was unsecured, non-interest bearing and payable on demand. In 2016, we provided a loan of US$3 million to 268V Limited.

Eall Technology Limited

In October 2014, we acquired a 20.4% equity interest in Eall Technology Limited and accounted for it as an available-for-sale investment. In May 2016, we provided a loan of RMB 70 million to Tianjin Yi Chuang Xin He Information Technology Co., Ltd., a subsidiary of Eall Technology Limited. In May 2016, Eall Technology Limited provided a loan of US$10.7 million to us.

Eunke Technology Ltd.

In March 2015, we acquired a 19.29% equity interest in Eunke Technology Ltd. and accounted for it as a cost method investment. In August 2016, we provided a loan of US$871,000 to Loji Logistics Ltd., a subsidiary of Eunke Technoloty Ltd, and recorded US$12,000 in interest. As of December 31, 2016, Loji Logistics Ltd. owed us US$130,000 for the loan and the deposit paid by Loji Logistics Ltd. was US$144,000.

Sindeo Inc.

In June 2015, we acquired a 13.11% equity interest in Sindeo Inc. and accounted for the investment using the equity method as we are able to exercise significant influence over Sindeo Inc. In August 2016, we purchased a secured note of US$0.2 million from Sindeo Inc.

KoolRay Vision Inc.

In January 2017, we provided a loan of RMB 10 million to Kuwei Optics Technology (Shanghai) Co., Ltd., a subsidiary of KoolRay Vision Inc., in which we own a 39.06% equity interest.

The transactions described above were approved by the independent, disinterested members of our board and the audit committee of the board in all cases where the counterparty was a related party at the time of the transaction or had been prior to the time of the transaction.

Employment Agreement

Please refer to “Item 6.C—Directors, Senior Management and Employees Board Practices—Employment Agreements.”

C. Interests of Experts and Counsel

Not applicable.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

See “Item 18. Financial Statements.”

Legal Proceedings

From time to time, we have become and may in the future become a party to various legal or administrative proceedings arising in the ordinary course of our business, including actions with respect to intellectual property claims, breach of contract claims, labor and employment claims and other matters. Internet media companies are frequently involved in litigation based on allegations of infringement or other violations of intellectual property rights and other allegations based on the content available on their website or services they provide. See “Item 3.D—Risk Factors—Risks Related to Our Business and Industry—We have been and may continue to be subject to intellectual property infringement claims or other allegations by third parties for services we provide or for information or content displayed on, retrieved from or linked to our website, or distributed to our users, which may materially and adversely affect our business, financial condition and prospects.” Although such proceedings are inherently uncertain and their results cannot be predicted with certainty, we believe that the resolution of our current pending matters will not have a material adverse effect on our business, consolidated financial position, results of operations or cash flow. Regardless of the outcome, however, any litigation can have an adverse impact on us because of defense costs, diversion of management’s attention and other factors.

Dividend Policy

We have not paid any cash dividends on our ordinary shares in the past. As we announced on September 30, 2016, we are planning on disposing of most of our investments in minority stakes in our investee companies. See “Item 4. Information on the Company—A. History and Development of the Company—Proposed Transactions.” We are also planning on disposing of Zhenzhong, which operates an advertising agency business. If and when we succeed in disposing of these assets, our current plan is to declare one or more special dividends to distribute most or all of any cash proceeds that we receive in connection with that transaction or set of transactions. However, the payment of any such special dividends would represent an exception to our dividend policy rather than a change to it. We do not expect to pay regular dividends in the foreseeable future, and even if we were to dispose of additional assets at a later date, we would not necessarily declare another special dividend from the proceeds of any such future disposition of additional assets. Aside from any special dividend that we may pay in connection with the disposition of Zhenzhong and most of our investments in minority stakes in our investee companies, we currently intend to retain most, if not all, of our available funds and any future earnings to fund the development and growth of our business.

As we are a holding company, we rely, in part, on dividends paid to us by our PRC subsidiary for our cash requirements, including funds to pay dividends and other cash distributions to our shareholders, service any debt we may incur and pay our operating expenses. In China, the payment of dividends is subject to limitations. PRC laws and regulations currently permit payment of dividends only out of accumulated profits as determined in accordance with PRC accounting standards and regulations. Under current PRC laws and regulations, our PRC subsidiaries are required to set aside at least 10% of their respective accumulated profits each year, if any, to fund certain reserve funds until such reserve funds reach 50% of their registered capital. At the discretion of our PRC subsidiary, it may allocate a portion of its after-tax profits based on PRC accounting standards to staff welfare and bonus funds. These reserves may not be distributed as cash dividends. Further, if our PRC subsidiary incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other payments to us. See “Item 3.D—Risk Factors—Risks Related to Our Corporate Structure and the Regulation of Our Business—We may rely on dividends and other distributions on equity paid by our PRC subsidiary to fund any cash and financing requirements we may have. Any limitation on the ability of our PRC subsidiaries to pay dividends to us could have a material adverse effect on our ability to conduct our business.”

Subject to our memorandum and articles of association and certain restrictions under Cayman Islands law, our board of directors has complete discretion on whether to distribute dividends. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the board of directors may deem relevant. If we pay any dividends, they will be paid in accordance with Cayman Islands law, which provides, in summary, that dividends may be paid out of profits and/or our share premium account provided that in the case of our share premium account, no such distribution or dividend paid to our shareholders will cause us to be unable to pay our debts as they fall due in the ordinary course of our business. In addition, the Companies Law (2016 Revision) of the Cayman Islands prevents us from offering our shares or securities to individuals within the Cayman Islands, which may limit our ability to distribute a dividend comprised of our shares or other securities. 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. See "Description of American Depositary Shares" in our registration statement on Form F-1 (File No. 333-173548), as amended, initially filed with the SEC on April 15, 2011. 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

See "—C. Markets"

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs, each representing fifteen Class A ordinary shares, have been listed on the NYSE since May 4, 2011 and trade under the symbol "RENN." The following table provides the high and low trading prices for our ADSs on the

NYSE for the periods indicated, as adjusted to give retroactive effect to the change in the number of ordinary shares represented by each ADS from three to fifteen that became effective on February 6, 2017. The last reported closing price for our ADSs on May 12, 2017 was US$6.15 per ADS.

	Market Price (US$)	
	High	Low
Annual High and Low		
2012	39.35	15.00
2013	23.15	12.60
2014	23.95	12.25
2015	22.25	11.75
2016	18.40	7.55
Quarterly Highs and Lows		
First Quarter of 2015	14.00	11.75
Second Quarter of 2015	22.25	11.95
Third Quarter of 2015	19.10	13.80
Fourth Quarter of 2015	18.85	15.60
First Quarter of 2016	18.40	12.90
Second Quarter of 2016	17.80	8.75
Third Quarter of 2016	10.70	7.55
Fourth Quarter of 2016	12.50	7.75
First Quarter of 2017	8.75	7.59
Monthly Highs and Lows		
October 2016	12.50	9.80
November 2016	9.90	8.78
December 2016	9.65	7.75
January 2017	8.75	7.85
February 2017	8.69	7.60
March 2017	8.28	7.59
April 2017	7.89	7.35
May 2017 (through May 12, 2017)	7.46	6.01

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 are a Cayman Islands company and our affairs are governed by our memorandum and articles of association, as amended and restated from time to time, and the Companies Law (2016 Revision) of the Cayman Islands, which is referred to below as the Companies Law and the common law of the Cayman Islands.

The following are summaries of the material provisions of our amended and restated memorandum and articles of association and the Companies Law insofar as they relate to the material terms of our ordinary shares.

Registered Office and Objects

Our registered office in the Cayman Islands is located at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. As set forth in article 3 of our memorandum of association, the objects for which our company is established are unrestricted and we have full power and authority to carry out any object not prohibited by the Companies Law (2016 Revision), as amended from time to time, or any other law of the Cayman Islands.

Board of Directors

See “Item 6.C. Directors, Senior Management and Employees—Board Practices—Composition of Board of Directors” and “Item 6.C. Directors, Senior Management and Employees—Board Practices—Terms of Directors and Executive Officers.”

Ordinary Shares

General. Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. Our ordinary shares are issued in registered form, and are issued when registered in our register of members. Our shareholders who are non-residents of the Cayman Islands may freely hold and vote their shares.

Dividends. The holders of our ordinary shares are entitled to such dividends as may be declared by our board of directors subject to the Companies Law. The Companies Law provides, in summary, that dividends may be paid out of profits and/or our share premium account provided that no such distribution or dividend paid to our shareholders will cause us to be unable to pay our debts as they fall due in the ordinary course of our business. In addition, the Companies Law prevents us from offering our shares or securities to individuals within the Cayman Islands which may limit our ability to distribute a dividend comprised of our shares or other securities.

Conversion. 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. All Class B ordinary shares beneficially owned by a holder and such holder's affiliates will automatically convert into the same number of Class A ordinary shares if the holder and its affiliates collectively own less than 50% of the total shares held by them immediately upon the completion of our initial public offering in May 2011. In addition, upon any transfer of Class B ordinary shares by a holder to any person or entity which is not over 50% owned by, or is not a direct family member of, the original holder, such Class B ordinary shares shall be automatically and immediately converted into an equal number of Class A ordinary shares. Furthermore, if a holder of the Class B ordinary shares transfers Class B ordinary shares to any entities in which the original holder owns over 50% but less than 100%, the number of Class B ordinary shares equal to the product of (X) the total number of Class B ordinary shares so transferred; and (Y) the difference between 100% and the percentage of ownership held by the original holder in the transferee shall be automatically and immediately converted into an equal number of Class A ordinary share.

Voting Rights. In respect of matters requiring shareholders' votes, each Class A ordinary share is entitled to one vote and each Class B ordinary share is entitled to ten votes. In addition, the following matters are subject to the approval by the holders representing a majority of the aggregate voting power of our company, the holders of a majority of total outstanding Class A ordinary shares and, for as long as SB Pan Pacific Corporation and its affiliates collectively own no less than 50% of the total shares held by them immediately upon the completion of our initial public offering, the approval of SB Pan Pacific Corporation: (i) a change of control event, and (ii) election of director(s) to the board at an annual general meeting. In addition, for as long as SB Pan Pacific Corporation and its affiliates collectively own no less than 50% of the total shares held by them immediately upon the completion of our initial public offering, we need to obtain SB Pan Pacific Corporation's approval for the following matters: (i) issuance of ordinary shares, or of securities convertible into or exercisable for ordinary shares, in the aggregate in excess of 10% of the number of all ordinary shares outstanding immediately prior to the issuance of such shares or securities on an as-converted basis in any 12-month period, (ii) acquisition of major assets or business for consideration exceeding 10% of our company market capitalization; (iii) disposals of our material assets with a value exceeding 5% of our company's market capitalization; or (iv) any amendment to our amended and restated memorandum and articles of association that specifically adversely affects the rights of SB Pan Pacific Corporation. In addition, for as long as SB Pan Pacific Corporation and its affiliates collectively own no less than 50% of the total shares held by them immediately upon the completion of our initial public offering, SB Pan Pacific Corporation and its affiliates will have the right to collectively appoint one director and the exclusive right to remove such director.

A quorum required for a meeting of shareholders consists of at least one shareholder present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative holding not less than an aggregate of

one-third of all voting power of the shares in issue entitled to vote at the general meeting. Shareholders' meetings are held annually and may be convened by any one of our directors on its own initiative or upon a request to the directors by shareholders holding in aggregate at least one-fifth of our voting power of our share capital. Advance notice of at least seven days is required for the convening of our annual general meeting and other shareholders' meetings.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of the votes attaching to the ordinary shares cast in a general meeting, while a special resolution requires the affirmative vote of no less than two-thirds of the votes cast attaching to the ordinary shares. A special resolution is required for important matters such as an amendment to our amended and restated memorandum or articles of association. Holders of the ordinary shares may effect certain changes by ordinary resolution, including altering the amount of our authorized share capital, consolidating and dividing all or any of our share capital into shares of larger amount than our existing share capital, and canceling any shares.

Transfer of Shares. Subject to the restrictions of our amended and restated memorandum and articles of association, which allows our directors to decline to register a transfer of any share which is not fully paid or on which we have a lien and to decline to recognize an instrument of transfer should it fail to comply with the form prescribed by our board or our transfer agent, any of our shareholders may transfer all or any of his or her ordinary shares by an instrument of transfer in the usual or common form or any other form approved by our board, and we will take all steps necessary to ensure that the transferee is entered on the register of members in order for the transfer to be effective. We understand that no further approval by any authority in the Cayman Islands will be required in order for the transfer of shares to be effective.

Liquidation. On a liquidation winding up, distribution or payment shall be made to the holders of ordinary shares. Considerations received by each Class B ordinary share and Class A ordinary share should be the same in any liquidation event. Assets available for distribution among the holders of ordinary shares shall be distributed among the holders of the ordinary shares on a pro rata basis. If our assets available for distribution are insufficient to repay all of the paid-up capital, the assets will be distributed so that the losses are borne by our shareholders proportionally.

Calls on Shares and Forfeiture of Shares. Our board of directors may from time to time make calls upon shareholders for any amounts unpaid on their shares in a notice served to such shareholders at least 14 days prior to the specified time and place of payment. The shares that have been called upon and remain unpaid on the specified time are subject to forfeiture.

Redemption of Shares. The provisions of the Companies Law, in summary, provides that provided our amended and restated articles of association permit it, we may issue shares which are to be redeemed or are liable to be redeemed at the option of our directors or a shareholder. In addition, the Companies Law allows us to purchase our own share, including any redeemable shares. Shares to be purchased or redeemed must be fully paid and there must remain at least one shareholder of the company holding shares. Share re-purchases or redemptions may be funded out of profits, capital or share premium, but to the extent funds other than profits are used, it is statutorily required that we be able to pay our debts as they fall due in our ordinary course of business following such a purchase or redemption. Subject to these provisions, our amended and restated articles of association allow us to issue shares on terms that are subject to either re-purchase by us or redemption, at our option or at the option of the holders, on such terms and in such manner as may be determined by special resolution.

Variations of Rights of Shares. All or any of the special rights attached to any class of shares may, subject to the provisions of our amended and restated articles of association, be varied either with the written consent of the holders of a 75% of the issued shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking in priority to or pari passu with such previously existing shares.

Inspection of Books and Records. Holders of our ordinary shares will have no general right under Cayman Islands law to inspect or obtain copies of our list of shareholders or our corporate records, with the exception that, pursuant to statutory requirements, any of our creditors or shareholder may inspect our register of mortgages and charges, which includes details of any mortgage and change over our assets. We will provide our shareholders with annual audited financial statements.

Anti-Takeover Provisions. Some provisions of our amended and restated memorandum and articles of association may discourage, delay or prevent a change of control of our company or management that shareholders may consider favorable, including provisions that:

- authorize our board of directors to issue preference shares in one or more series and to designate the price, rights, preferences, privileges and restrictions of such preference shares without any further vote or action by our shareholders; and

- establish advance notice requirements for nominating board of directors nominees or for proposing matters that can be acted on by shareholders at annual shareholder meetings.

However, under Cayman Islands law, our directors may only exercise the rights and powers granted to them under our amended and restated memorandum and articles of association for a proper purpose and for what they honestly believe in good faith to be in the best interests of our company.

Rights of Non-resident or Foreign Shareholders. There are no limitations imposed by our amended and restated memorandum and articles of association on the rights of non-resident or foreign shareholders to hold or exercise voting rights on our shares. In addition, there are no provisions in our amended and restated memorandum and articles of association governing the ownership threshold above which shareholder ownership must be disclosed.

C. Material Contracts

For the two years immediately preceding the date of this annual report, we have not entered into any material contracts, other than in the ordinary course of business or those described in "Item 4. Information on the Company" or elsewhere in this annual report on Form 20-F.

D. Exchange Controls

The Cayman Islands currently has no exchange control restrictions. See also "Item 4.B—Information on the Company—Business Overview—Regulation—Regulations on Foreign Exchange."

E. Taxation

The following discussion of the material Cayman Islands, PRC and United States federal income tax consequences of an investment in our Class A ordinary shares or ADSs 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 discussion does not deal with all possible tax consequences relating to an investment in the Class A ordinary shares or ADSs, such as the tax consequences under U.S. state, local and other tax laws. To the extent that the discussion relates to matters of Cayman Islands tax law, it is the opinion of Maples and Calder (Hong Kong) LLP, our Cayman Islands counsel, and to the extent it relates to PRC tax law, it is the opinion of TransAsia Lawyers, our PRC counsel.

Cayman Islands Taxation

We are an exempted company incorporated in the Cayman Islands. 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 that are applicable to any payments made to or by our company.

People's Republic of China Taxation

We are a holding company incorporated in the Cayman Islands, and 100% of our equity interests in our PRC subsidiaries are held indirectly through our offshore holding companies. Our business operations are principally conducted through our PRC subsidiaries and consolidated affiliated entities. The Enterprise Income Tax Law provides that China-sourced income of foreign enterprises, such as dividends paid by a PRC subsidiary to its overseas parent that is not a PRC resident enterprise and has no establishment in the PRC, will normally be subject to PRC withholding tax at a rate of 10%. Under the Enterprise Income Tax Law, enterprises established under the laws of jurisdictions outside China with their "de facto management bodies" located within China may be considered to be PRC tax resident enterprises for tax purposes. If we are considered a PRC tax resident enterprise under the above definition, then our global income will be subject to PRC enterprise income tax at the rate of 25%.

The implementation rules of the Enterprise Income Tax Law provide that (i) if the enterprise that distributes dividends is domiciled in the PRC, or (ii) if gains are realized from transferring equity interests of enterprises domiciled in the PRC, then such dividends or capital gains are treated as China-sourced income. It is not clear how "domicile" may be interpreted under the Enterprise Income Tax Law, and it may be interpreted as the jurisdiction where the enterprise is a tax resident. Therefore, if we are considered as a PRC tax resident enterprise for tax purposes, any dividends we pay to our overseas shareholders or ADS holders as well as gains recognized by such shareholders or ADS holders from the transfer of our shares or ADSs may be regarded as China-sourced income and as a result become subject to PRC withholding tax at a rate of up to 10%.

United States Federal Income Tax Considerations

The following is a discussion of the principal United States federal income tax considerations relating to the acquisition, ownership and disposition of our ADSs or ordinary shares by a U.S. Holder (as defined below) that acquires our ADSs or ordinary shares and holds our ADSs or ordinary shares as "capital assets" (generally, property held for investment) under the United States Internal Revenue Code of 1986, as amended (the "Code"). This discussion is based upon existing United States federal tax law, including the Code, its legislative history, existing, temporary and proposed regulations thereunder, published rulings and court decisions, all of which are subject to differing interpretations or change, possibly with retroactive effect. No ruling has been sought from the Internal Revenue Service (the "IRS") with respect to any United States federal income tax consequences described below, and there can be no assurance that the IRS or a court will not take a contrary position. This discussion does not address all aspects of United States federal income taxation that may be important to particular investors in light of their individual investment circumstances, including investors subject to special tax rules (for example, financial institutions, insurance companies, regulated investment companies, real estate investment trusts, broker-dealers, traders in securities that elect mark-to-market treatment, partnerships (or other entities treated as partnerships for United States federal income tax purposes) and their partners and tax-exempt organizations (including private foundations), holders who are not U.S. Holders, holders who own (directly, indirectly or constructively) 10% or more of our voting stock, holders who acquire their ADSs or ordinary shares pursuant to any employee share option or otherwise as compensation, investors that will hold their ADSs or ordinary shares as part of a straddle, hedge, conversion, constructive sale or other integrated transaction for United States federal income tax purposes, or investors that have a functional currency other than the United States dollar), all of whom may be subject to tax rules that differ significantly from those summarized below. In addition, this discussion does not discuss any United States federal estate, gift or alternative minimum tax consequences or any non-United States, state or local tax considerations. Each U.S. Holder is urged to consult its tax advisor regarding the United States federal, state, local and non-United States income and other tax considerations of an investment in our ADSs or ordinary shares.

General

For purposes of this discussion, a "U.S. Holder" is a beneficial owner of our ADSs or ordinary shares that is, for United States federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a corporation (or other entity treated as a corporation for United States federal income tax purposes) created in, or organized under the law of, the United States or any state thereof or the District of Columbia, (iii) an estate the income of which is includible in gross income for United States federal income tax purposes regardless of its source, or (iv) a trust (A) the administration of which is subject to the primary supervision of a United States court and which has one or more United States persons who have the authority to control all substantial decisions of the trust or (B) that has otherwise validly elected to be treated as a United States person under the Code.

If a partnership (or other entity treated as a partnership for United States federal income tax purposes) is a beneficial owner of our ADSs or ordinary shares, the tax treatment of a partner in the partnership will generally depend upon the

status of the partner and the activities of the partnership. If a U.S. Holder is a partner of a partnership holding our ADSs or ordinary shares, the U.S. Holder is urged to consult its tax advisor regarding an investment in our ADSs or ordinary shares.

Our company is a corporation organized under the laws of the Cayman Islands. As such, our company believes that it is not a United States corporation for United States federal income tax purposes. Under certain provisions of the Code and regulations, however, if pursuant to a plan (or a series of related transactions), a non-United States corporation such as our company acquires substantially all of the assets of a United States corporation, and after the acquisition 80% or more of the stock (by vote or value) of the non-United States corporation (excluding stock issued in a public offering related to the acquisition) is owned by former shareholders of the United States corporation by reason of their ownership of the United States corporation, the non-United States corporation will be considered a United States corporation for United States federal income tax purposes. Based on our analysis of the facts related to our corporate restructuring in 2005 and 2006, we do not believe that we should be treated as a United States corporation for United States federal income tax purposes. However, as there is no direct authority on how the relevant rules of the Code might apply to us, our company’s conclusion is not free from doubt. Therefore, our conclusion may be challenged by the United States tax authorities and a finding that we owe additional United States taxes could substantially reduce the value of your investment in our company. You are urged to consult your tax advisor concerning the income tax consequences of purchasing, holding or disposing of ADSs or ordinary shares if we were to be treated as a United States domestic corporation for United States federal income tax purposes. The remainder of this discussion assumes that our company is treated as a non-United States corporation for United States federal income tax purposes.

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 have been and will be complied with in accordance with the terms thereof.

For United States federal income tax purposes, a U.S. Holder of ADSs will be treated as the beneficial owner of the underlying shares represented by the ADSs.

Passive Foreign Investment Company Considerations

A non-United States corporation, such as our company, will be a passive foreign investment company, or PFIC, for United States federal income tax purposes for any taxable year, if either (i) 75% or more of its gross income for such year consists of certain types of "passive" income or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly average) during such year produce or are held for the production of passive income. For this purpose, cash and assets readily convertible into cash are categorized as a passive asset and the company's unbooked intangibles are taken into account. Passive income is any income that would be foreign personal holding company income under the Code, including dividends, interest, royalties, rents, annuities, net gains from the sale or exchange of property producing such income, net gains from commodity transactions, net foreign currency gains and income from notional principal contracts. We will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the stock.

Although the law in this regard is unclear, we treat our VIEs as being owned by us for United States federal income tax purposes, not only because we exercise effective control over the operation of such entities but also because we are entitled to substantially all of their economic benefits, and, as a result, we consolidate their results of operations in our consolidated financial statements. If it were determined, however, that we were not the owner of the above mentioned entities for United States federal income tax purposes, then we would likely be treated as a PFIC even if we would not otherwise have been treated as a PFIC for that particular year.

We believe we were classified as a PFIC for each of the past six taxable years ending December 31st. Although our PFIC status for the current taxable year will not be determinable until after the close of the year, we expect, but cannot guarantee, to be treated as a PFIC for the current taxable year due to our ownership of and income from significant assets treated as passive under the PFIC rules. Our PFIC classification for any particular year will depend on the value of our ordinary shares and ADSs, the nature of our assets and income over time, and the nature of our business. There can be no assurance that we will not be a PFIC for any future taxable year, even if we hold fewer passive investment assets as a result of the special dividend.

If we are a PFIC, our ADSs or ordinary shares generally will continue to be treated as shares in a PFIC for all succeeding years during which a U.S. Holder holds our ADSs or ordinary shares, unless we cease to be a PFIC and the U.S. Holder makes a "deemed sale" election with respect to the ADSs or ordinary shares. If you make a deemed sale election, you will be deemed to have sold the ADSs or ordinary shares you hold at their fair market value as of the last day of the last year during which we were a PFIC (the "termination date"). Any gain from such deemed sale would be subject to the consequences described below under "—Passive Foreign Investment Company Rules." You are urged to consult your tax adviser regarding our possible status as a PFIC as well as the benefit of making a deemed sale election.

Dividends

If we are not a PFIC, any cash distributions (including the amount of any PRC tax withheld) paid on our ADSs or ordinary shares out of our current or accumulated earnings and profits, as determined under United States federal income tax principles, will generally be includible in the gross income of a U.S. Holder as dividend income on the day actually or constructively received by the U.S. Holder, in the case of ordinary shares, or by the depositary, in the case of ADSs. Because we do not intend to provide our earnings and profits on the basis of United States federal income tax principles, you should assume that any distribution paid will generally be treated as a "dividend" for United States federal income tax purposes. A non-corporate U.S. Holder that is the recipient of dividend income generally will be subject to tax on dividend income from a "qualified foreign corporation" at the lower applicable capital gains rate rather than the marginal tax rates generally applicable to ordinary income provided that certain holding period requirements are met. A non-United States corporation (other than a corporation that is classified as a PFIC for the taxable year in which the dividend is paid or the preceding taxable year) generally will be considered to be a qualified foreign corporation (i) if it is eligible for the benefits of a comprehensive tax treaty with the United States which the Secretary of Treasury of the United States determines is satisfactory for purposes of this provision and which includes an exchange of information program, or (ii) with respect to any dividend it pays on stock (or ADSs in respect of such stock) which is readily tradable on an established securities market in the United States. Our ADSs are listed on the NYSE, which is an established securities market in the United States, and our ADSs are readily tradable. Thus, we believe that dividends we pay on our ADSs would meet the conditions required for the reduced tax rates if we are not a PFIC. Since we do not expect that our ordinary shares will be listed on an established securities market, we do not believe that dividends we pay on our ordinary shares that are not represented by ADSs will meet the conditions required for these reduced tax rates. Dividends received on our ADSs or ordinary shares will not be eligible for the dividend received deduction allowed to corporations.

In the event that we are deemed to be a PRC resident enterprise under the PRC Enterprise Income Tax Law, a U.S. Holder may be subject to PRC withholding taxes on dividends paid on our ADSs or ordinary shares. In such case, we may, however, be eligible for the benefits of the United States-PRC income tax treaty. If we are eligible for such benefits, dividends we pay on our ordinary shares, regardless of whether such shares are represented by our ADSs, would be eligible for the reduced rates of taxation applicable to qualified dividend income, as discussed above.

Dividends generally will be treated as income from foreign sources for United States foreign tax credit purposes and generally will constitute passive category income. A U.S. Holder may be eligible, subject to a number of complex limitations, to claim a foreign tax credit in respect of any foreign withholding taxes imposed on dividends received on our ADSs or ordinary shares. A U.S. Holder who does not elect to claim a foreign tax credit for foreign tax withheld, may instead claim a deduction, for United States federal income tax purposes, in respect of such withholdings, but only for a year in which such U.S. Holder elects to do so for all creditable foreign income taxes. The rules governing the foreign tax credit are complex. U.S. Holders are urged to consult their tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

If we are a PFIC, the rules described above would generally only apply to distributions that were not "excess distributions" received by a U.S. Holder who does not make a mark-to market election (described below).

Sale or Other Disposition of ADSs or Ordinary Shares

If we are not a PFIC, a U.S. Holder will generally recognize capital gain or loss upon the sale or other disposition of ADSs or ordinary shares in an amount equal to the difference between the amount realized upon the disposition and the U.S. Holder's adjusted tax basis in such ADSs or ordinary shares. Any capital gain or loss will be long-term if the ADSs or ordinary shares have been held for more than one year and will generally be United States source gain or loss for United States foreign tax credit purposes. Capital gains of non-corporate U.S. Holders derived from capital assets held for more than one year are currently eligible for reduced rates of taxation. In the event that gain from the disposition of the ADSs or ordinary shares is subject to tax in the PRC, such gain may be treated as PRC source gain under the United States-PRC income tax treaty. The deductibility of a capital loss is subject to limitations. U.S. Holders are urged to consult their tax advisors regarding the tax consequences if a foreign withholding tax is imposed on a disposition of our ADSs or ordinary shares, including the availability of the foreign tax credit under their particular circumstances.

Passive Foreign Investment Company Rules

If we are a PFIC for any taxable year during which a U.S. Holder holds our ADSs or ordinary shares, and unless the U.S. Holder makes a mark-to-market election (as described below), the U.S. Holder will generally be subject to special United States federal income tax rules that have a penalizing effect, regardless of whether we remain a PFIC, on (i) any excess distribution that we make to the U.S. Holder (which generally means any distribution paid during a taxable year to a U.S. Holder that is greater than 125% of the average annual distributions paid in the three preceding taxable years or, if shorter, the U.S. Holder's holding period for the ADSs or ordinary shares), and (ii) any gain realized on the sale or other disposition, including a pledge, of ADSs or ordinary shares. Under the PFIC rules:

- the excess distribution or gain will be allocated ratably over the U.S. Holder's holding period for the ADSs or ordinary shares;
- the amounts allocated to the current taxable year and any taxable years in the U.S. Holder's holding period prior to the first taxable year in which we are classified as a PFIC, or a pre-PFIC year, will be taxable as ordinary income; and
- the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for such year and would be increased by an additional tax equal to interest on the resulting tax deemed deferred with respect to each such other taxable year.

If we are a PFIC for any taxable year during which a U.S. Holder holds our ADSs or ordinary shares and any of our non-United States subsidiaries is also a PFIC, such U.S. Holder would be treated as owning a proportionate amount (by value) of the shares of each such non-United States subsidiary that is a PFIC (each such subsidiary, a lower-tier PFIC) and would be subject to the rules described above on certain distributions by a lower-tier PFIC and a disposition of shares of a lower-tier PFIC even though such U.S. Holder would not receive the proceeds of those distributions or dispositions. U.S. Holders should consult their tax advisors regarding the application of the PFIC rules to any of our subsidiaries.

As an alternative to the foregoing rules, a U.S. Holder of "marketable stock" in a PFIC is permitted to make a mark-to-market election with respect to our ADSs, but not our ordinary shares, provided that our ADSs remain listed on the NYSE and are regularly traded. We anticipate that our ADSs should qualify as being regularly traded, but no assurances may be given in this regard. If a U.S. Holder makes a valid mark-to-market election, the U.S. Holder will generally (i) include as ordinary income for each taxable year that we are a PFIC the excess, if any, of the fair market value of ADSs held at the end of the taxable year over the adjusted tax basis of such ADSs and (ii) deduct as an ordinary loss the excess, if any, of the adjusted tax basis of the ADSs over the fair market value of such ADSs held at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. The U.S. Holder's adjusted tax basis in the ADSs would be adjusted to reflect any income or loss resulting from the mark-to-market election. If a U.S. Holder makes a mark-to-market election in respect of a corporation classified as a PFIC and such corporation ceases to be classified as a PFIC, the U.S. Holder will not be

required to take into account the gain or loss described above during any period that such corporation is not classified as a PFIC. If a U.S. Holder makes a mark-to-market election, any gain such U.S. Holder recognizes upon the sale or other disposition of our ADSs will be treated as ordinary income and any loss will be treated as ordinary loss, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. In the case of a U.S. Holder who has held ADSs or ordinary shares during any taxable year in respect of which we were a PFIC and continues to hold such ADSs or ordinary shares (or any portion thereof) and has not previously made a mark-to-market election, but who is considering making a mark-to-market election, special tax rules may apply relating to purging the PFIC taint of such ADSs or ordinary shares through the use of a "deemed sale" election, as discussed above under "—Passive Foreign Investment Company Considerations."

Because, as a technical matter, a mark-to-market election cannot be made for any lower-tier PFICs that we may own, a U.S. Holder may continue to be subject to the PFIC rules with respect to such U.S. Holder's indirect interest in any investments held by us that are treated as an equity interest in a PFIC for United States federal income tax purposes, even if a mark-to-market election is made with respect to our ADSs.

We do not intend to provide information necessary for U.S. Holders to make qualified electing fund elections which, if available, would result in tax treatment different from the general tax treatment for PFICs described above.

If a U.S. Holder owns our ADSs or ordinary shares during any taxable year that we are a PFIC, the U.S. Holder will be required to file an annual IRS Form 8621 and other forms as may be required by the United States Treasury Department. Each U.S. Holder is urged to consult its tax advisor concerning the United States federal income tax consequences of purchasing, holding and disposing ADSs or ordinary shares, including the possibility of making a mark-to-market election and the unavailability of the election to treat us as a qualified electing fund.

Medicare Tax

An additional 3.8% tax is imposed on a portion or all of the net investment income of certain individuals with a modified adjusted gross income of over US$200,000 (or US$250,000 in the case of joint filers or US$125,000 in the case of married individuals filing separately) and on the undistributed net investment income of certain estates and trusts. For these purposes, “net investment income” generally includes interest, dividends (including dividends paid with respect to our ADSs or ordinary shares), annuities, royalties, rents, net gain attributable to the disposition of property not held in a trade or business (including net gain from the sale, exchange or other taxable disposition of an ADS or ordinary share) and certain other income, reduced by any deductions properly allocable to such income or net gain. U.S. holders are urged to consult their tax advisors regarding the applicability of this tax to their income and gains in respect of their investment in the ADSs or ordinary shares.

Information Reporting and Backup Withholding

Dividend payments with respect to the ADSs or ordinary shares and proceeds from the sale, exchange or redemption of our ADSs or ordinary shares may be subject to information reporting to the IRS and possible United States backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes other required certifications, or who is otherwise exempt from backup withholding. U.S. Holders that are required to establish their exempt status generally must provide such certification on IRS Form W-9.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder’s United States federal income tax liability, and a U.S. Holder generally may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the IRS and furnishing any required information.

Individual U.S. Holders and certain U.S. entities may be required to submit to the IRS certain information with respect to their beneficial ownership of the ADSs or ordinary shares, if such ADSs or ordinary shares are not held on their behalf by a financial institution. U.S. Holders who fail to timely furnish the required information may be subject to a penalty. U.S. Holders should consult their tax advisors regarding the application of the United States information reporting and backup withholding rules.

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 (Registration No. 333-173548), as amended, including the prospectus contained therein, to register our Class A ordinary shares. We have also filed with the SEC a related registration statement on Form F-6 (Registration No. 333-173515), as amended, to register the ADSs.

We are subject to the periodic reporting and other informational requirements of 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 within four months after the end of each fiscal year, which is December 31. Reports and other information, when so filed, may be accessed on the SEC website at www.sec.gov. Copies of reports and other information may also 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. 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.

We will furnish Citibank, N.A, the depositary of our ADSs, all notices of shareholders' meetings and other reports and communications that are made generally available to our shareholders. The depositary 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 depositary from us. We will file our annual report on Form 20-F, including our audited financial statements, with the SEC. Our annual report on Form 20-F can be accessed on the SEC's website as well the investor relations section of our website. Investors may request a hard copy of our annual report, free of charge, by contacting us.

I. Subsidiary Information

Not applicable.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

Foreign Exchange Risk

Substantially all of our revenues and expenses are denominated in RMB. We had an exchange loss on offshore bank accounts of US$2.3 million in 2014, a loss of US$0.2 million in 2015 and approximately nil in 2016, which were primarily related to the exchange rate fluctuation of our RMB deposits during the year.

To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. Although our exposure to foreign exchange risks is generally limited, the value of your investment in our ADSs will be affected by the exchange rate between the U.S. dollar and the RMB because the value of our

business is effectively denominated in RMB, while our ADSs are traded in U.S. dollars.

The value of the RMB against the U.S. dollar and other currencies is affected by changes in China's political and economic conditions and by China's foreign exchange policies, among other things. In July 2005, the PRC government changed its decades-old policy of pegging the value of the RMB to the U.S. dollar, and the RMB appreciated more than 20% against the U.S. dollar over the following three years. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the RMB and the U.S. dollar remained within a narrow band. Since June 2010, the RMB has fluctuated against the U.S. dollar, at times significantly and unpredictably. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the U.S. dollar in the future.

To the extent that we need to convert U.S. dollars into RMB for capital expenditures and working capital and other business purposes, appreciation of the RMB against the U.S. dollar would have an adverse effect on the RMB amount we would receive from the conversion. Conversely, if we decide to convert RMB into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs, strategic acquisitions or investments or other business purposes, appreciation of the U.S. dollar against the RMB would have a negative effect on the U.S. dollar amount available to us. As of December 31, 2016, we had RMB-denominated cash and term deposits totaling US$29.0 million and U.S. dollar-denominated cash and term deposits totaling US$50.3 million.

Interest Risk

Our exposure to interest rate risk primarily relates to the interest income generated by excess cash, which is mostly held in interest-bearing bank deposits. Interest-earning instruments carry a degree of interest rate risk. We have not been exposed to, nor do we anticipate being exposed to, material risks due to changes in market interest rates. However, our future interest income may fall short of expectations due to changes in market interest rates.

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 year-over-year percent changes in the consumer price index for December 2014, 2015 and 2016 increases of 1.5%, 1.6% and 2.1%, respectively. Although we have not been materially affected by inflation in the past, we may be affected if China experiences higher rates of inflation in the future.

Item 12. Description of Securities Other than Equity Securities

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Fees and Charges Our ADS Holders May Have to Pay

Citibank, N.A., is the depositary of our ADS program. Set forth below is a summary of fees holders of our ADSs may be required to pay for various services the depositary may provide:

Service	**Fee**
Issuance of ADSs	Up to US$0.05 per ADS issued
Cancellation of ADSs	Up to US$0.05 per ADS canceled
Distribution of cash dividends or other cash distributions	Up to US$0.05 per ADS held
Distribution of ADSs pursuant to stock dividends, free stock distributions or exercise of rights	Up to US$0.05 per ADS held
Distribution of securities other than ADSs or rights to purchase additional ADSs	Up to US$0.05 per ADS held
Depositary services	Up to US$0.05 per ADS held on the applicable record date(s) established by the depositary
Transfer of ADRs	US$1.50 per certificate presented for transfer

As an ADS holder you will also be responsible to pay certain fees and expenses incurred by the depositary and certain taxes and governmental charges such as:

- fees for the transfer and registration of Class A ordinary shares charged by the registrar and transfer agent for the Class A ordinary shares in the Cayman Islands (i.e., upon deposit and withdrawal of Class A ordinary shares);
- expenses incurred for converting foreign currency into U.S. dollars;
- expenses for cable, telex and fax transmissions and for delivery of securities;

- taxes and duties upon the transfer of securities (i.e., when Class A ordinary shares are deposited or withdrawn from deposit); and

- fees and expenses incurred in connection with the delivery or servicing of Class A ordinary shares on deposit.

Depositary fees payable upon the issuance and cancellation of ADSs are typically paid to the depositary by the brokers (on behalf of their clients) receiving the newly issued ADSs from the depositary and by the brokers (on behalf of their clients) delivering the ADSs to the depositary for cancellation. The brokers in turn charge these fees to their clients. Depositary fees payable in connection with distributions of cash or securities to ADS holders and the depositary services fee are charged by the depositary to the holders of record of ADSs as of the applicable ADS record date.

The depositary fees payable for cash distributions are generally deducted from the cash being distributed. In the case of distributions other than cash (such as stock dividends and rights distributions), the depositary charges the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or uncertificated in direct registration), the depositary sends invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts (via DTC), the depositary generally collects its fees through the systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts. The brokers and custodians who hold their clients' ADSs in DTC accounts in turn charge their clients' accounts the amount of the fees paid to the depositary.

The fees and charges ADS holders may be required to pay may vary over time and may be changed by us and by the depositary. ADS holders will receive prior notice of such changes.

Fees and Other Payments Made by the Depositary to Us

The depositary has agreed to reimburse us for certain expenses we incur that are related to establishment and maintenance of the ADS program, including investor relations expenses and exchange application and listing fees. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not related to the amounts of fees the depositary collects from investors. In 2014, 2015 and 2016, we received approximately nil, US$1.1 million and US$1.7 million, respectively, net of applicable withholding taxes in the United States, from the depository as reimbursement for our expenses incurred in connection with the establishment and maintenance of the ADS program.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Material Modifications to the Rights of Security Holders

See “Item 10. Additional Information—Ordinary Shares” for a description of the rights of securities holders, which remain unchanged.

Use of Proceeds

Not applicable.

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 this evaluation, our management, with the participation of our chief executive officer and chief financial officer, has concluded that, as of the end of the period covered by this annual report, our disclosure controls and procedures were not effective, due to the material weakness in our internal control over financial reporting as described below.

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in by the SEC's rules and forms, and that 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, as appropriate, 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 such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles, and 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 a company's assets, (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 a company's receipts and expenditures are being made only in accordance with authorizations of a company's management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a company's assets that could have a material effect on the consolidated financial statements. Due to its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation, and 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 and procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act and related rules as promulgated by the SEC, our management assessed the effectiveness of our company's internal control over financial reporting as of December 31, 2016, using criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our management identified one material weakness in our internal control over financial reporting, as follows:

- inadequate controls designed over the accounting and measurement of investments and the proposed complex transactions relating to the disposition of investment assets, to ensure that these transactions are accounted for in conformity with accounting principles generally accepted in the United States of America.

Our independent registered public accounting firm, Deloitte Touche Tohmatsu Certified Public Accountants LLP, has issued an attestation report on our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To The Board Of Directors And Shareholders Of Renren Inc.

We have audited the internal control over financial reporting of Renren Inc., its subsidiaries, its variable interest entities and the subsidiaries of its variable interest entities (collectively, the "Group") as of December 31, 2016, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Group'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 Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Group'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 that 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 by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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 the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of

changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment: inadequate controls designed over the accounting and measurement of investments and the proposed complex transactions relating to the disposition of investment assets, to ensure that these transactions are accounted for in conformity with accounting principles generally accepted in the United States of America. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2016, of the Group and this report does not affect our report on such financial statements and financial statement schedule.

In our opinion, because of the effect of the material weakness identified above on the achievement of the objectives of the control criteria, the Group has not maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2016 of the Group and our report dated May 15, 2017 expressed an unqualified opinion on those consolidated financial statements and financial statement schedule.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Beijing, the People's Republic of China

May 15, 2017

Management's Remediation Plans and Actions

To remediate the material weakness described above in "Management's Report on Internal Control over Financial Reporting," we are implementing the plan and measures described below, and we will continue to evaluate and may in the future implement additional measures.

We will carry out the following remediation measures:

· We plan to hire additional staff with relevant accounting experience, skills and knowledge in the accounting and disclosure for investments under the requirements of U.S. GAAP.

· We will design and implement robust financial reporting and management controls over the proposed transaction.

We believe that we are taking the steps necessary for remediation of the material weakness identified above, and we will continue to monitor the effectiveness of these steps and to make any changes that our management deems appropriate.

Changes in Internal Control over Financial Reporting

In 2016, we updated our internet finance accounting policies and procedures manual in accordance with U.S. GAAP, and enhanced certain controls procedures implemented surrounding internet finance business. These remedial measures are to address the material weakness in connection with our internet finance business reported in our annual report on Form 20-F for the year ended December 31, 2015. We deem this material weakness was properly remediated.

Other than the remedial measures described above, there were no other changes in our internal control over financial reporting during the year ended December 31, 2016 that have materially affected or are reasonable likely to materially affect our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Management, including our chief executive officer and our chief financial officer, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent or detect all errors and all fraud. A control system cannot provide absolute assurance due to its inherent limitations; it is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. A control system also can be circumvented by collusion or improper management override. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of such limitations, disclosure controls and procedures and internal control over financial reporting cannot prevent or detect all misstatements, whether unintentional errors or fraud. However, these inherent limitations are known features of the financial reporting process, therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Item 16. Reserved

Item 16A. Audit Committee Financial Expert

Our board of directors has determined that each of Mr. David Chao and Mr. Tianruo Pu, each of whom is an independent director (under the standards set forth in Section 303A of the Corporate Governance Rules of the NYSE and Rule 10A-3 under the Exchange Act), qualifies as an "audit committee financial expert."

Item 16B. Code of Ethics

Our board has adopted a code of business conduct and ethics that provides that our directors and officers are expected to avoid any action, position or interest that conflicts with the interests of our company or gives the appearance of a conflict. Directors and officers have an obligation under our code of business conduct and ethics to advance our company's interests when the opportunity to do so arises. We have posted a copy of our code of business conduct and ethics on our website at *http://www.renren-inc.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 Deloitte Touche Tohmatsu Certified Public Accountants LLP, our principal external auditors, for the periods indicated.

	For the Year Ended December 31,	
	2015	2016
	(In thousands of US$)	
Audit fees [(1)]	1,185.7	1,346.2

Other fees [(2)]	201.9	107.0

(1) "Audit fees" means the aggregate fees billed or payable for professional services rendered by our independent auditors in connection with the audit of our consolidated financial statements or the review of our interim consolidated financial statements required for statutory or regulatory filings.

(2) "Other fees" represent the aggregate fees billed and expected to be billed in each of the fiscal years listed for professional services rendered by our independent registered public accounting firm other than the services reported in (1).

All audit and non-audit services provided by our independent auditors must be pre-approved by our audit committee.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

During the course of the administration of our equity incentive plans, we have, from time to time, canceled or repurchased restricted shares or other securities held by employees or other participants of our equity incentive plans.

Item 16F. Change in Registrant's Certifying Accountant

Not applicable.

Item 16G. Corporate Governance

Section 303A.12(a) of the NYSE Listed Company Manual requires each listed company's chief executive officer to certify to the NYSE each year that he or she is not aware of any violation by the company of NYSE corporate governance listing standards. We are a Cayman Islands company, and our chief executive officer is not required under applicable Cayman Islands law to make such a certification. Pursuant to the exception granted to foreign private issuers under Section 303A.00 of the NYSE Listed Company Manual, we have followed our home country practice in this regard and have not in the past submitted the certification set forth in Section 303A.12(a) of the NYSE Listed Company Manual.

Section 303A.01 of the NYSE Listed Company Manual requires a listed company to have a majority of independent directors. Section 303A.07(a) of the NYSE Listed Company Manual requires the audit committee to have a minimum of three members. Section 303A.08 of the NYSE Listed Company Manual requires a listed company to give shareholders an opportunity to vote on all equity-compensation plans and material revisions thereto. We are a Cayman Islands company, and there are no requirements under applicable Cayman Islands law that correspond to these sections of the NYSE Listed Company Manual. Pursuant to the exception granted to foreign private issuers under Section 303A.00 of the NYSE Listed Company Manual, we have followed our home country practice and are exempted from the requirements of Sections 303A.01, 303A.07(a) and 303A.08 of the NYSE Listed Company Manual. Nevertheless, as of the date of this annual report our audit committee has three members.

Other than the requirements discussed above, there are no significant differences between our corporate governance practices and those followed by domestic listed companies as required under the NYSE Listed Company Manual.

Item 16H. Mine Safety Disclosure

Not applicable.

PART III

Item 17. Financial Statements

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

Item 18. Financial Statements

The consolidated financial statements of Renren Inc. and its subsidiaries and consolidated affiliated entities are included at the end of this annual report.

In accordance with Regulation S-X Rule 3-09, the following documents of Japan Macro Opportunities Offshore Partners, L.P are included at the end of this annual report:

- financial statements as of and for the year ended December 31, 2014, and independent auditors' report;
- financial statements as of and for the year ended December 31, 2015.

Item 19. Exhibits

Exhibit Number	Description of Document
1.1	Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
2.1	Specimen American depositary receipt of the Registrant (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
2.2	Specimen Class A ordinary share certificate of the Registrant (incorporated by reference to Exhibit 4.2 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).

Exhibit Number	Description of Document
2.3	Deposit Agreement, dated as of May 4, 2011, by and among the Registrant, Citibank, N.A., as depositary, and the holders of the American Depositary Receipts (incorporated by reference to Exhibit 4.3 to our Registration Statement on Form S-8 (file no. 333-177366), filed with the SEC on October 18, 2011).
2.4	Amended and Restated Investors' Rights Agreement between the Registrant and other parties therein, dated as of April 4, 2008, as amended (incorporated by reference to Exhibit 4.6 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
2.5	Form of Registration Rights Agreement between the Registrant and other parties therein (incorporated by reference to Exhibit 10.21 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.1	2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.2	2008 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.3	2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.4	2011 Share Incentive Plan (as amended by Amendment No.1 to the 2011 Share Incentive Plan) (incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8 (file no. 333-209734), filed with the SEC on February 26, 2016).
4.5	Form of Indemnification Agreement between the Registrant and its directors and officers (incorporated by reference to Exhibit 10.5 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.6	Form of Employment Agreement between the Registrant and the officers of the Registrant (incorporated by reference to Exhibit 10.6 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.7	Business Operations Agreement, dated as of December 23, 2010, between Qianxiang Shiji, Qianxiang Tiancheng and the shareholders of Qianxiang Tiancheng (incorporated by reference to Exhibit 10.7 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.8	Amended and Restated Equity Option Agreements, dated as of December 23, 2010, between Qianxiang Shiji and the shareholders of Qianxiang Tiancheng (incorporated by reference to Exhibit 10.8 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.8	

	Amended and Restated Equity Option Agreements, dated as of December 23, 2010, between Qianxiang Shiji and the shareholders of Qianxiang Tiancheng (incorporated by reference to Exhibit 10.8 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.9	Amended and Restated Equity Interest Pledge Agreements, dated as of December 23, 2010, between Qianxiang Shiji and the shareholders of Qianxiang Tiancheng (incorporated by reference to Exhibit 10.9 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.10	Power of Attorney, dated as of December 23, 2010, by the shareholders of Qianxiang Tiancheng (incorporated by reference to Exhibit 10.10 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).

Exhibit Number	Description of Document
4.11	Spousal Consents, dated as of December 23, 2010, by the shareholders of Qianxiang Tiancheng (incorporated by reference to Exhibit 10.11 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.12	Amended and Restated Loan Agreements, dated as of December 23, 2010, between Qianxiang Shiji and the shareholders of Qianxiang Tiancheng (incorporated by reference to Exhibit 10.12 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.13	Amended and Restated Exclusive Technical Service Agreement, dated as of December 23, 2010, between Qianxiang Shiji and Qianxiang Tiancheng (incorporated by reference to Exhibit 10.13 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.14	Amended and Restated Intellectual Property Right License Agreement, dated as of December 23, 2010, between Qianxiang Shiji and Qianxiang Tiancheng (incorporated by reference to Exhibit 10.14 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011).
4.15	Link224 Inc. 2013 Share Incentive Plan (incorporated by reference to Exhibit 4.39 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 23, 2013).
4.16	Power of Attorney, dated December 4, 2013, by Huang Hui (incorporated by reference to Exhibit 4.32 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 29, 2014).
4.17	Power of Attorney, dated December 4, 2013, by Liu Jian (incorporated by reference to Exhibit 4.33 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 29, 2014).
4.18	Spousal Consent issued by Jonathan Gentile Anderson, as the lawful spouse of Huang Hui, and Chen Yan, as the lawful spouse of Liu Jian, both dated December 4, 2013 (incorporated by reference to Exhibit 4.34 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 29, 2014).
4.19	Loan Agreement, dated May 22, 2014, between Beijing Jingwei Sinan Information Technology Co., Ltd. and Jing Yang (incorporated by reference to Exhibit 4.32 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.20	Loan Agreement, dated May 22, 2014, between Beijing Jingwei Sinan Information Technology Co., Ltd. and Jian Liu (incorporated by reference to Exhibit 4.33 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.21	Business Operations Agreement, dated May 22, 2014, by and among Beijing Jingwei Sinan Information Technology Co., Ltd., Beijing Jingwei Zhihui Information Technology Co., Ltd., Jing Yang and Jian Liu (incorporated by reference to Exhibit 4.34 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)

4.22	Power of Attorney, dated May 22, 2014, by Jing Yang (incorporated by reference to Exhibit 4.35 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.23	Power of Attorney, dated May 22, 2014, by Jian Liu (incorporated by reference to Exhibit 4.36 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.24	English translation of Spousal Consents, by Joseph Chen, as the lawful spouse of Jing Yang, and Yan Chen, as the lawful spouse of James Jian Liu, both dated May 22, 2014 (incorporated by reference to Exhibit 4.37 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)

Exhibit Number	Description of Document
4.25	Exclusive Technology Support and Technology Service Agreement, dated May 22, 2014, between Beijing Jingwei Sinan Information Technology Co., Ltd. and Beijing Jingwei Zhihui Information Technology Co., Ltd. (incorporated by reference to Exhibit 4.38 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.26	Intellectual Property Right License Agreement, dated May 22, 2014, between Beijing Jingwei Sinan Information Technology Co., Ltd. and Beijing Jingwei Zhihui Information Technology Co., Ltd. (incorporated by reference to Exhibit 4.39 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.27	English translation of Equity Interest Pledge Agreement, dated May 22, 2014, between Beijing Jingwei Sinan Information Technology Co., Ltd. and Jing Yang (incorporated by reference to Exhibit 4.40 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.28	English translation of Equity Interest Pledge Agreement, dated May 22, 2014, between Beijing Jingwei Sinan Information Technology Co., Ltd. and Jian Liu (incorporated by reference to Exhibit 4.41 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.29	Equity Option Agreement, dated May 22, 2014, between Beijing Jingwei Sinan Information Technology Co., Ltd. and Jing Yang (incorporated by reference to Exhibit 4.42 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.30	Equity Option Agreement, dated May 22, 2014, between Beijing Jingwei Sinan Information Technology Co., Ltd. and Jian Liu (incorporated by reference to Exhibit 4.43 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.31	English translation of Framework Purchase Agreement, dated October 28, 2014, by and among the Registrant, Beijing Wole Information Technology Co., Ltd., Jian Liu, Hui Huang, Guanzhou Qianjun Internet Technology Co., Ltd. and Tianjin Jinhu Media Co., Ltd. (incorporated by reference to Exhibit 4.44 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.32	English translation of Amendment to Framework Purchase Agreement, dated December 1, 2014, by and among the Registrant, Beijing Wole Information Technology Co., Ltd., Jian Liu, Hui Huang, Guanzhou Qianjun Internet Technology Co., Ltd. and Tianjin Jinhu Media Co., Ltd. (incorporated by reference to Exhibit 4.45 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.34	English translation of Business Cooperation Agreement, dated December 1, 2014, by and among Beijing Wole Information Technology Co., Ltd., Guanzhou Qianjun Internet Technology Co., Ltd., Beijing Qianxiang Wangjing Technology Development Co., Ltd. and Tianjin Jinhu Media Co., Ltd. (incorporated by reference to Exhibit 4.46 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)

4.35	English translation of Service Agreement, dated December 1, 2014, by and among Beijing Wole Information Technology Co., Ltd., Guanzhou Qianjun Internet Technology Co., Ltd., Beijing Qianxiang Wangjing Technology Development Co., Ltd. and Tianjin Jinhu Media Co., Ltd. (incorporated by reference to Exhibit 4.47 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on April 16, 2015)
4.36	Convertible Note and Series F Preferred Stock Purchase Agreement, dated July 28, 2015, by and among Social Finance, Inc., SoftBank Group International Limited, the Registrant and other parties therein (incorporated by reference to Exhibit 4.37 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on May 16, 2016)

Exhibit Number	Description of Document
4.37	English translation of Framework Agreement on Transfer of Renren Games Business by Renren Inc., dated January 5, 2016, by and among the Registrant, Link 224 Inc., Renren Game Hong Kong Limited and other parties therein (incorporated by reference to Exhibit 4.38 to our annual report on Form 20-F (file no. 001-35147), filed with the SEC on May 16, 2016)
4.38*	English translation of Asset Sale and Purchase Agreement for Shanghai Renren Finance Leasing Asset-Backed Special Plan, dated January 26, 2016, by and between Shanghai Renren Finance Leasing Co., Ltd. and Xinyuan Asset Management Co., Ltd.
4.39	2016 Share Incentive Plan (incorporated by reference to Exhibit 10.2 to our Registration Statement on Form S-8 (file no. 333-209734), filed with the SEC on February 26, 2016)
4.40*	English translation of Asset Sale and Purchase Agreement for Shanghai Renren Finance Leasing Asset-Backed Special Plan II, dated August 10, 2016, by and between Shanghai Renren Finance Leasing Co., Ltd. and Beijing Founder Fubon Asset Management Co., Ltd.
4.41*	Transaction Confirmation, dated April 4, 2017, in connection with the sale of shares of Social Finance Inc. by the Registrant
8.1*	Subsidiaries of the Registrant
11.1	Code of Business Conduct and Ethics of the Registrant (incorporated by reference to Exhibit 99.1 to our Registration Statement on Form F-1 (file no. 333-173548), as amended, initially filed with the SEC on April 15, 2011)
12.1*	Certification by Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2*	Certification by Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1**	Certification by Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2**	Certification by Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP
15.2*	Consent of TransAsia Lawyers
15.3*	Consent of Maples and Calder (Hong Kong) LLP
15.4*	Consent of Deloitte & Touche
101.INS*	XBRL Instance Document

101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

*Filed herewith

**Furnished herewith.

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.

Renren Inc.

By: /s/ Joseph Chen
Name: Joseph Chen
Title: Chairman of the Board of Directors and Chief Executive Officer

Dated: May 15, 2017

RENREN INC.

Report and Consolidated Financial Statements

For the years ended December 31, 2014, 2015 and 2016

RENREN INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 and 2016

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RENREN INC.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

TO THE BOARD OF DIRECTORS AND SHAREHOLDERS OF RENREN INC.

We have audited the accompanying consolidated balance sheets of Renren Inc., its subsidiaries, its variable interest entities and the subsidiaries of its variable interest entities (collectively the "Group") as of December 31, 2015 and 2016, and the related consolidated statements of operations, comprehensive (loss) income, changes in equity and cash flows for each of the three years in the period ended December 31, 2016. Our audits also include the financial statement schedule included in Schedule I. These consolidated financial statements and financial statement schedule are the responsibility of the Group's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule 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 consolidated 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, such consolidated financial statements present fairly, in all material respects, the financial position of the Group as of December 31, 2015 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Group's internal control over financial reporting as of December 31, 2016, based on the criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 15, 2017 expressed an adverse opinion on the Group's internal control over financial reporting because of a material weakness.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Beijing, the People's Republic of China

May 15, 2017

RENREN INC.

CONSOLIDATED BALANCE SHEETS

(In thousands of US dollars, except share data and per share data, or otherwise noted)

	As of December 31,	
	2015	2016
ASSETS		
Current assets:		
Cash and cash equivalents	$56,226	$79,370
Restricted cash	122,316	30,390
Short-term investments	2,619	410
Accounts receivable (net of allowances of $3,252 and $2,839 as of December 31, 2015 and 2016, respectively)	4,044	4,702
Financing receivable (net of allowances of $3,556 and $15,067 as of December 31, 2015 and 2016, respectively; including $nil and $73,549 from the Plans[(i)] as of December 31, 2015 and 2016, respectively)	144,457	301,773
Prepaid expenses and other current assets	50,321	20,749
Amounts due from related parties	16,484	13,419
Current assets held for sale	7,471	-
Total current assets	403,938	450,813
Long-term financing receivable (net of allowances of $27 and $47 as of December 31, 2015 and 2016, respectively)	15,273	330
Property and equipment, net	33,289	28,666
Long-term investments	810,990	695,348
Other non-current assets	2,313	1,687
Non-current assets held for sale	2,030	-
TOTAL ASSETS	$1,267,833	$1,176,844
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable (including accounts payable of the consolidated VIEs without recourse to Renren Inc. of $4,914 and $5,423 as of December 31, 2015 and 2016, respectively)	$5,031	$5,561
Short-term debt (including short-term debt of the consolidated VIEs without recourse to Renren Inc. of $6,919 and $7,202 as of December 31, 2015 and 2016, respectively)	106,919	37,202
Accrued expenses and other current liabilities (including accrued expenses and other current liabilities of the consolidated VIEs without recourse to Renren Inc. of $13,762 and	29,731	19,781

$11,277 as of December 31, 2015 and 2016, respectively; including accrued expenses and other current liabilities of the Plans without recourse to Renren Inc. of $nil and $4 as of December 31, 2015 and 2016, respectively)		
Payable to investors (including payable to investors of the consolidated VIEs without recourse to Renren Inc. of $46,219 and $182,810 as of December 31, 2015 and 2016, respectively; including payable to investors of the Plans without recourse to Renren Inc. of $nil and $141 as of December 31, 2015 and 2016, respectively)	48,893	182,951
Amounts due to related parties (including amount due to a related party of the consolidated VIEs without recourse to Renren Inc. of $36 and $222 as of December 31, 2015 and 2016, respectively)	36	10,914
Deferred revenue and advance from customers (including deferred revenue and advance from customers of the consolidated VIEs without recourse to Renren Inc. of $3,670 and $5,804 as of December 31, 2015 and 2016, respectively)	3,885	5,954
Income tax payable (including income tax payable of the consolidated VIEs without recourse to Renren Inc. of $5,652 and $7,163 as of December 31, 2015 and 2016, respectively)	6,118	7,860

RENREN INC.

CONSOLIDATED BALANCE SHEETS - continued

(In thousands of US dollars, except share data and per share data, or otherwise noted)

	As of December 31,	
	2015	2016
Current liabilities held for sale (including current liabilities held for sale of the consolidated VIEs without recourse to Renren Inc. of $7,729 and $nil as of December 31, 2015 and 2016, respectively)	8,138	-
Total current liabilities	208,751	270,223
Long-term liabilities:		
Long-term debt (including long-term debt of the Consolidated VIE's without recourse to Renren Inc. $nil and $nil as of December 31, 2015 and 2016, respectively)	122,072	95,390
Long-term payable to investors (including long-term payable to investors of the Plans without recourse to Renren Inc. of $nil and $59,916 as of December 31, 2015 and 2016, respectively)	-	59,916
Other non-current liabilities (including other non-current liabilities of the Consolidated VIE's without recourse to Renren Inc. of $nil and $nil as of December 31, 2015 and 2016, respectively)	7,622	12,849
Total non-current liabilities	129,694	168,155
TOTAL LIABILITIES	$338,445	$438,378
Commitments (Note 20)		
Equity:		
Class A ordinary shares, $0.001 par value, 3,000,000,000 shares authorized, 714,365,091 and 719,651,418 shares issued and outstanding as of December 31, 2015 and 2016, respectively	$714	$720
Class B ordinary shares, $0.001 par value, 500,000,000 shares authorized, 305,388,450 and 305,388,450 shares issued and outstanding as of December 31, 2015 and 2016, respectively	305	305
Additional paid-in capital	1,243,083	1,266,592
Accumulated deficit	(357,394)	(542,746)
Statutory reserves	6,712	6,712
Accumulated other comprehensive income	37,124	6,883

Total Renren Inc. shareholders' equity	930,544	738,466
Noncontrolling interest	(1,156)	-
Total equity	929,388	738,466
TOTAL LIABILITIES AND EQUITY	$1,267,833	$1,176,844

(i) The Company consolidated Shanghai Renren Finance Leasing Asset-Backed Special Plans (the "Plans"), see Note 1.

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

RENREN INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands of US dollars, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Net revenues:			
Advertising and IVAS	$46,641	$32,507	$34,047
Financing income	27	8,604	29,317
Total net revenues	46,668	41,111	63,364
Cost of revenues	34,663	36,720	51,767
Gross profit	12,005	4,391	11,597
Operating expenses:			
Selling and marketing	34,593	30,502	21,276
Research and development	42,697	32,392	20,750
General and administrative	48,764	46,803	42,584
Impairment of goodwill	46,864	-	-
Total operating expenses	172,918	109,697	84,610
Loss from operations	160,913	105,306	73,013
Other (expenses) income	(1,352)	(6,884)	12,892
Exchange loss on offshore bank accounts	(2,277)	(174)	(4)
Interest income	12,569	2,190	919
Interest expenses	-	(2,041)	(12,439)
Realized gain (loss) on short-term investments	139,265	(98,112)	552
Impairment of long-term investments	-	(4,258)	(102,307)
Loss before provision of income tax and earnings (loss) in equity method investments and noncontrolling interest, net of tax	(12,708)	(214,585)	(173,400)
Income tax expenses	(6,517)	(3,124)	(2,470)
Loss before earnings (loss) in equity method investments and noncontrolling interest, net of tax	(19,225)	(217,709)	(175,870)
Earnings (loss) in equity method investments, net of tax	49,015	(5,468)	(18,183)
Income (loss) from continuing operations	$29,790	$(223,177)	$(194,053)

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RENREN INC.

CONSOLIDATED STATEMENTS OF OPERATIONS - continued

(In thousands of US dollars, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Discontinued operations:			
(Loss) income from the operations of the discontinued operations, net of tax (benefits) expenses of $(321), $944 and $102 for the years ended December 31, 2014, 2015 and 2016, respectively	$(27,194)	$1,520	$391
Gain on deconsolidation of subsidiaries, net of tax of $nil, $nil and $454 for the years ended December 31, 2014, 2015 and 2016, respectively	489	-	8,310
Gain on disposal of equity method investment, net of tax expenses of $6,027, $nil and $nil for the years ended December 31, 2014, 2015 and 2016, respectively	56,993	-	-
Income from discontinued operations, net of tax expenses of $5,706, $944 and $556 for the years ended December 31, 2014, 2015 and 2016, respectively	30,288	1,520	8,701
Net income (loss)	60,078	(221,657)	(185,352)
Net loss attributable to the noncontrolling interest	382	1,529	-
Net income (loss) from continuing operations attributable to Renren Inc.	30,172	(221,648)	(194,053)
Net income from discontinued operations attributable to Renren Inc.	30,288	1,520	8,701
Net income (loss) attributable to Renren Inc.	$60,460	$(220,128)	$(185,352)

RENREN INC.

CONSOLIDATED STATEMENTS OF OPERATIONS - continued

(In thousands of US dollars, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Net income (loss) per share:			
Net income (loss) per share from continuing operations attributable to Renren Inc. shareholders:			
Basic	$0.03	$(0.22)	$(0.19)
Diluted	$0.03	$(0.22)	$(0.19)
Net income per share from discontinued operations attributable to Renren Inc. shareholders			
Basic	$0.03	$0.00	$0.01
Diluted	$0.03	$0.00	$0.01
Net income (loss) per share attributable to Renren Inc. shareholders:			
Basic	$0.06	$(0.22)	$(0.18)
Diluted	$0.06	$(0.22)	$(0.18)
Weighted average number of shares used in calculating net income (loss) per share from continuing operations attributable to Renren Inc. shareholders:			
Basic	1,059,446,436	1,019,378,556	1,022,664,396
Diluted	1,067,631,709	1,019,378,556	1,022,664,396
Weighted average number of shares used in calculating net income per share from discontinued operations attributable to Renren Inc. shareholders:			
Basic	1,059,446,436	1,019,378,556	1,022,664,396
Diluted	1,067,631,709	1,027,236,202	1,027,176,963

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

RENREN INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

(In thousands of US dollars, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Net income (loss)	$60,078	$(221,657)	$(185,352)
Other comprehensive (loss) income, net of tax:			
Foreign currency translation	(5,039)	(7,777)	(10,994)
Net unrealized gain (loss) on available-for-sale investments, net of tax of $nil for the years ended December 31, 2014, 2015 and 2016, respectively	13,223	40,695	(18,518)
Transfer to statements of operations of realized gain on available-for-sale investments, net of tax of $nil for the years ended December 31, 2014, 2015 and 2016, respectively	(175,191)	(3,568)	(729)
Other comprehensive (loss) income	(167,007)	29,350	(30,241)
Comprehensive loss	(106,929)	(192,307)	(215,593)
Less: Comprehensive loss attributable to noncontrolling interest	382	1,529	-
Comprehensive loss attributable to Renren Inc.	$(106,547)	$(190,778)	$(215,593)

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

RENREN INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In thousands of US dollars, except share data and per share data, or otherwise noted)

	Class A ordinary shares		Class B ordinary shares		Additional paid-in capital	Accumulated deficit	Statutory reserves	Accumulated other comprehensive income	Total Renren Inc.'s equity	No con inte
	Shares	Amount	Shares	Amount						
Balance at January 1, 2014	789,976,372	$790	305,388,450	$305	$1,285,283	$(197,726)	$6,712	$174,781	$1,270,145	$1
Stock-based compensation					23,604				23,604	
Other comprehensive loss								(167,007)	(167,007)	
Net income						60,460			60,460	(3
Exercise of share option and restricted shares vesting	10,792,736	11			2,748				2,759	
Repurchase of ordinary shares	(80,728,137)	(81)			(87,242)				(87,323)	
Balance at December 31, 2014	720,040,971	$720	305,388,450	$305	$1,224,393	$(137,266)	$6,712	$7,774	$1,102,638	$(2
Stock-based compensation					28,241				28,241	
Other comprehensive income								29,350	29,350	-
Net loss						(220,128)			(220,128)	(1
Exercise of share option and restricted shares vesting	5,236,230	5			1,362				1,367	
Repurchase of ordinary shares	(10,912,110)	(11)			(10,281)				(10,292)	
Purchase of noncontrolling					119				119	(1

interest in Jiehun China										
Decrease in equity interest in Beijing Wanmen Education Technology Co., Ltd. ("Wanmen")					(751)				(751)	7
Balance at December 31, 2015	714,365,091	$714	305,388,450	$305	$1,243,083	$(357,394)	$6,712	$37,124	$930,544	$(1
Stock-based compensation					23,544				23,544	
Other comprehensive loss								(30,241)	(30,241)	
Net loss						(185,352)			(185,352)	
Exercise of share option and restricted shares vesting	5,286,327	6			1,144				1,150	
Deconsolidation of Wanmen					(1,179)				(1,179)	1,
Balance at December 31, 2016	719,651,418	$720	305,388,450	$305	$1,266,592	$(542,746)	$6,712	$6,883	$738,466	-

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

RENREN INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands of US dollars, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Cash flows from operating activities:			
Net income (loss)	$60,078	$(221,657)	$(185,352)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Share-based compensation expense	21,649	28,241	23,544
Gain on deconsolidation of subsidiaries	(489)	-	(12,895)
(Gain) loss on disposal of equity method investment	(56,993)	1,924	-
Depreciation and amortization	18,488	8,935	2,678
Exchange loss on offshore accounts	2,277	174	4
Impairment on intangible assets	15,461	-	-
Impairment on long-term investments	-	4,258	102,307
Loss on expiration of warrant	-	-	901
Impairment on goodwill	46,864	-	-
Interest income from long-term available-for-sale investment	-	-	(298)
Provision for doubtful accounts-accounts receivable	2,090	788	(205)
Provision for doubtful accounts- others	305	836	369
Provision for financing receivable losses	-	3,665	12,436
Write off of financing receivable	-	-	(119)
Loss (gain) on disposal of equipment	1,797	(988)	(95)
(Gain) loss on short-term investments and fair value change of derivatives	(139,265)	98,112	(552)
Realized gain on long-term available-for-sale investment	-	-	(729)
(Earnings) loss in equity method investments	(49,015)	3,019	18,183
Fair value change of put option and liability-classified warrant	-	6,270	(105)
Changes in operating assets and liabilities:			
Accounts and notes receivable	(6,480)	7,613	(881)
Financing receivable	-	(217)	10
Prepaid expenses and other current assets	(9,740)	(22,788)	7,934
Other non-current assets	3,164	19,313	490
Intercompany loan to Qianjun Technology (see Note 4.2)	21,831	-	-
Intercompany loan to Online Gaming (see Note 4.3)	-	-	7,500
Accounts payable	762	1,266	797
Amounts due from/to related parties	61,404	1,260	1,167
Accrued expenses and other current liabilities	(6,509)	1,090	2,037
Interest payable to investors	-	870	(531)

Deferred revenue and advance from customers	(1,195)	397	2,780
Other non-current liabilities	(152)	966	5,332
Income tax payable	1,614	(2,624)	2,288
Deferred income taxes	4,576	-	-
Profit distribution received from Japan Macro	63,917	9,235	-
Net cash provided by (used in) operating activities	56,439	(50,042)	(11,005)
Cash flows from investing activities:			
Restricted cash	-	(22,532)	(9,630)
(Increase) decrease in term deposits	(3,414)	493,471	-
Proceeds from principal repayments of financing receivable	-	126,535	626,775
Payments to provide financing receivable	-	(289,041)	(799,174)
Proceeds from sale of trading securities	-	63,822	22,632
Proceeds from sale of available-for-sale securities	415,528	62,704	-
Proceeds from sale of derivative financial instruments	80,861	2,580	-
Proceeds from principal return on Series 2012-A Senior Secured Sofi Loan Notes ("SoFi Loan Note")	1,370	984	5,879

RENREN INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS - continued

(In thousands of US dollars, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Proceeds from sale of subsidiary, net of $168 cash disposed of	3,001	-	-
Proceeds from sale of equity method investment	46,484	94	18,460
Proceeds from capital withdrawal from equity method investees	74,721	60,279	29,634
Dividend received from trading securities	-	19	-
Dividend received from available-for-sale securities	1,050	157	-
Purchase of trading securities	-	(67,986)	(19,702)
Purchase of available-for-sale securities	(129,407)	(29,833)	-
Purchase of derivative financial instruments	(118,470)	(101,409)	(264)
Purchase of equity method investments, call option and warrant	(161,271)	(225,885)	(16,331)
Purchase of cost method investment	(26,969)	(179,262)	(28,344)
Purchase of long-term available-for-sale investments	(56,492)	(132,957)	(6,150)
Proceeds from disposal of equipment	386	1,084	142
Purchases of equipment and property	(8,028)	(806)	(357)
Purchases of intangible assets	(1,574)	(386)	-
Settlement of put option	-	-	(7,000)
Cash disposed of from deconsolidation of subsidiaries	-	-	(6,176)
Loan to noncontrolling shareholder	-	(1,930)	-
Loan to related party	-	(4,775)	(14,625)
Proceeds from repayment of related party loans	-	4,775	11,701
Loans to third parties	(8,561)	(21,898)	(4,518)
Proceeds from repayment of third party loans	-	13,212	3,765
Net cash provided by (used in) investing activities	109,215	(248,984)	(193,283)
Cash flows from financing activities:			
Repurchase of ordinary shares	(76,462)	(10,292)	-
Proceeds from exercise of share options	2,514	1,231	1,430
Repayment of promissory note issued to Nuomi Inc.	(60,884)	-	-
Proceeds from investors	-	174,543	844,712
Payment to investors	-	(125,001)	(637,931)
Repayment of short-term borrowings	-	-	(108,292)
Repayment of long-term borrowing	-	-	(23,608)
Proceeds from short-term borrowings	-	107,134	39,072
Proceeds from long-term borrowings	-	130,885	-

Proceeds from loan provided by a related party	-	-	10,692
Restricted cash for short-term borrowing	-	(100,000)	100,000
Capital injection by noncontrolling shareholder	-	1,930	-
Net cash (used in) provided by financing activities	(134,832)	180,430	226,075
Net increase (decrease) in cash and cash equivalents	30,822	(118,596)	21,787
Cash and cash equivalents at beginning of year	154,308	183,025	60,837
Effect of exchange rate changes	(2,105)	(3,592)	(3,254)
Cash and cash equivalents at end of year	$183,025	$60,837	$79,370
Supplemental schedule of cash flows information:			
Interest paid	-	$2,793	$12,249
Income taxes paid	$11	$6,744	$123

RENREN INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS - continued

(In thousands of US dollars, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Schedule of non-cash activities:			
Payable for acquisition of property, plant and equipments included in accrued expenses and other liabilities	-	$ 43	$ 3
Acquisition of property, plant and equipments and other intangible assets through utilization of deposits	$ 1,514	-	-
Purchase of long-term available-for-sale investment through exchange of equity interest in a subsidiary	-	-	1,742
Acquisition of equity method investment through settlement of loan from a related party	-	-	4,905
Repurchase of ordinary shares through utilization of deposits	$ 10,860	-	-

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

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES

Renren Inc. was incorporated in the Cayman Islands. Through its social networking internet platform, the Company, its consolidated subsidiaries, variable interest entities ("VIEs") and VIEs' subsidiaries (collectively referred to as the "Company") were primarily engaged in the operation of its social networking internet platform ("SNS") through which it provides online advertising services and internet value-added services ("IVAS") as well as the operation of financial services platforms to provide internet finance services.

During 2014, the Company discontinued its online advertising services generated from its online social video platform through its deconsolidation of Guanzhou Qianjun Internet Technology Co., Ltd. (“Qianjun Technology”). As a result, the operations of Quinjun Technology were treated as discontinued operations during the year ended December 31, 2014 (see Note 4).

During 2015, the Company reached a resolution to dispose of its online gaming business ("Online Gaming"), which was subsequently sold in March 2016. The disposal of Online Gaming represented a strategic shift and had a major effect on the Company’s result of operations. Accordingly, assets, liabilities, revenues and expenses and cash flows related to the Online Gaming entities have been reclassified in the accompanying consolidated financial statements as discontinued operations for all periods presented. The consolidated balance sheet as of December 31, 2015, consolidated statements of operations and consolidated statements of cash flows for the years ended December 31, 2014 and 2015 have been adjusted to reflect this change.

Beginning with the fourth quarter of 2014, the Company launched Renren Fenqi platform (“Renren Fenqi”), a financial service platform which provides financing to college students in China for making purchases on e-commerce platforms. From the first quarter of 2015, the Company started to provide credit financing to used automobile dealers and apartment rental financing to individuals and apartment agents. Additionally, during 2015, the Company also launched Renren Licai (“Renren Licai”), a platform through which the Company identifies individual investors and transfers the creditors’ rights arising from aforementioned financing to individual investors.

In the first and second quarter of 2016, the Company stopped providing apartment rental financing to individuals and apartment agents, and financing to college students, respectively.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

On September 30, 2016, the Company announced a plan to spin off a newly formed subsidiary (the "Subsidiary") that would hold the online talent show business ("Woxiu") and most of its investments in minority stakes in privately held companies through a distribution of rights to all shareholders. On December 22, 2016, the Company formed a special committee to review the terms of the proposed transaction. On the same day, the Company received a preliminary nonbinding proposal from certain shareholders of the Company valuing the Subsidiary at $500 million, net of debt. Subsequently, (i) the Company has been considering a revised plan to substitute Beijing Zhenzhong Interactive Information Technology Co., Ltd ("Zhenzhong", a subsidiary of one of the Company's VIEs) for Woxiu and dispose of Zhenzhong and most of its investments in minority stakes in privately held companies through one or more private placements of the Subsidiary and (ii) the Company has received US $91.9 million in net cash proceeds from the sale of a portion of its investment in Social Finance, Inc. As of today, the terms of the transaction have not been finalized and the transaction is still subject to the approval of the Company's special committee and SoftBank Group Corp., the parent company of SB Pan Pacific Corporation, which is one of the Company's shareholders. The proposed transaction is subject to significant risks and uncertainties, including the timing of its execution and the ultimate form of the proposed transaction.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

As of December 31, 2016, Renren Inc.'s subsidiaries, VIEs and VIEs' subsidiaries are as follows:

Name of Subsidiaries	Later of date of incorporation or acquisition	Place of incorporation	Percentage of legal ownership by Renren Inc.	Principal activities
Subsidiaries:				
CIAC/ChinaInterActiveCorp ("CIAC")	August 5, 2005	Cayman Islands	100 %	Investment holding
Renren Wealth Inc.	March 7, 2011	Cayman Islands	100 %	Investment holding
Link224 Inc.	May 31, 2011	Cayman Islands	100 %	Investment holding
Renren Lianhe Holdings	September 2, 2011	Cayman Islands	100 %	Investment holding
Wole Inc.	October 27, 2011	Cayman Islands	100 %	Investment holding
JiehunChina Inc. ("JiehunChina")	June 14, 2011	Cayman Islands	100 %	Investment holding
Renren Giant Way Limited ("Renren Giant Way")	May 17, 2012	Hong Kong	100 %	Investment holding
Renren Gongying Inc..	October 2, 2015	Cayman Islands	100 %	Investment holding
Renren Study Inc.	April 5, 2012	Cayman Islands	100 %	Investment holding
Renren CRSP Holdings Inc.	October 14, 2016	Cayman Islands	100 %	Investment holding

Renren CHYP Holdings Inc.	October 14, 2016	Cayman Islands	100	%	Investment holding
Renren PLML Holdings Inc.	October 14, 2016	Cayman Islands	100	%	Investment holding
Renren KURY Holdings Inc.	October 14, 2016	Cayman Islands	100	%	Investment holding
Renren ONER Holdings Inc.	October 14, 2016	Cayman Islands	100	%	Investment holding
Renren BLCR Holdings Inc.	October 14, 2016	Cayman Islands	100	%	Investment holding
Renren ZHCH Holdings Inc.	October 14, 2016	Cayman Islands	100	%	Investment holding
Renren LSTAR Holdings Inc.	October 17, 2016	Cayman Islands	100	%	Investment holding
Renren CHRYPH Holdings Inc.	October 31, 2016	Cayman Islands	100	%	Investment holding
Happy Link Corporation Limited	May 7, 2011	Hong Kong	100	%	Investment holding
Renren Game Hong Kong Limited ("Game HK")	March 8, 2012	Hong Kong	100	%	Investment holding
Renren Lianhe (Hong Kong) Co. Limited.	May 16, 2016	Hong Kong	100	%	Investment holding
Renren Winday Company Limited.	July 26, 2016	Hong Kong	100	%	Investment holding
Renren Giantly Limited.	August 16, 2016	Hong Kong	100	%	Investment holding
Renren Gentle Height Company Limited.	December 7, 2016	Hong Kong	100	%	Investment holding
Renren Game USA Inc. (“Game USA”)	March 8, 2012	USA	100	%	Investment holding
Chime Technologies, Inc.	September 7, 2012	USA	100	%	Internet business
Qianxiang Shiji Technology Development (Beijing) Co., Ltd. ("Qianxiang Shiji")	March 21, 2005	PRC	100	%	Investment holding
Beijing Woxiu Information Technology Co. Ltd. ("Beijing Woxiu")	October 27, 2011	PRC	100	%	Investment holding
Beijing Jiexun Shiji Technology Development Co., Ltd. ("Jiexun Shiji")	April 26, 2012	PRC	100	%	Investment holding
Renren Huijin (Tianjin) Technology Co., Ltd. ("Huijin")	October 10, 2012	PRC	100	%	Investment holding
Joy Interactive (Beijing) Technology Development Co., Ltd.	April 24, 2013	PRC	100	%	Investment holding
Qianxiang Lianhe Technology Development (Beijing) Co., Ltd	November 12, 2016	PRC	100	%	Internet business
Variable Interest Entities:					
Beijing Qianxiang Tiancheng Technology Development Co., Ltd. ("Qianxiang Tiancheng")	October 28, 2002	PRC	N/A		IVAS business
Guangzhou Xiuxuan Brokers Co., Ltd.(“Guangzhou Xiuxuan”)	September 22, 2014	PRC	N/A		IVAS business
Beijing RenrenJinfu Investment Management Co., Ltd (“Renren Jinfu”)	May 20, 2015	PRC	N/A		Internet business
Beijing Qianxiang Yixin Technology Development Co., Ltd	September 1, 2016	PRC	N/A		Investment holding

Subsidiaries of Variable Interest Entities:				
Beijing Qianxiang Wangjing Technology Development Co., Ltd. ("Qianxiang Wangjing")	November 11, 2008	PRC	N/A	Internet business
Shanghai Qianxiang Changda Internet Information Technology Development Co., Ltd. ("Shanghai Changda")	October 25, 2010	PRC	N/A	Internet business
Beijing Wole Shijie Information Technology Co., Ltd. ("Wole Shijie")	October 27, 2011	PRC	N/A	Technology development and service
Beijing Qilin Wings Technology Development Co., Ltd..	January 16, 2013	PRC	N/A	Internet business
Beijing Zhenzhong Interactive Information Technology Co., Ltd	December 23, 2014	PRC	N/A	Internet business
Shanghai Wangjing Factoring Co., Ltd	July 28, 2015	PRC	N/A	Factoring business
Beijing Jingwei Zhihui Information Technology Co., Ltd. (“Jingwei Zhihui”)	March 19, 2014	PRC	N/A	Internet business
Shanghai Wangjing Investment Management Co., Ltd	April 20, 2015	PRC	N/A	Internet business
Fenqi Winday Company Limited,	February 29, 2016	Hong Kong	N/A	Internet business
Renren Finance, Inc.	December 15, 2014	Cayman Islands	N/A	Internet business
Shanghai Renren Financial Rental Co., Ltd	May 25, 2015	PRC	N/A	Internet business
Shanghai Mumian Interactive Internet Information Service Co., Ltd...	June 16, 2016	PRC	N/A	IVAS business
Guangzhou Qunge Information Technology Co., Ltd	August 26, 2016	PRC	N/A	IVAS business
Beijing Renren Zhihui Technology Co., Ltd	October 31, 2016	PRC	N/A	Internet business
Souxun Finance Advisory (Beijing) Co., Ltd	September 9, 2011	PRC	N/A	IVAS business
Tianjin Zhenzhong Interactive Information Technology Co., Ltd.	April 8, 2016	PRC	N/A	Investment holding
Beijing Qianxiang Wanxin Technology Development Co., Ltd.	November 18, 2016	PRC	N/A	Investment holding

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The VIE arrangements

PRC regulations currently limit direct foreign ownership of business entities providing value-added telecommunications services, online advertising services and internet services in the PRC where certain licenses are required for the provision of such services. To comply with these PRC regulations, the Company currently conducts substantially all of its businesses through the VIE Qianxiang Tiancheng and its respective subsidiaries. Prior to March 2016, the Company also conducted its business through a VIE Jingwei Zhihui, which became a wholly owned subsidiary of Qianxiang Tiancheng in March 2016. Qianxiang Tiancheng is mainly engaged in the provision of online advertising, IVAS and internet finance services. Jingwei Zhihui is mainly engaged in the provision of internet finance services.

Qianxiang Shiji ("WFOE"), a wholly owned subsidiary of CIAC, and Beijing Jingwei Sinan Information Technology Co., Ltd., or Jingwei Sinan ("WFOE"), a wholly owned subsidiary of Jupiter Way Limited, entered into a series of contractual arrangements with the VIEs that enable the Company to (1) have power to direct the activities that most significantly affects the economic performance of the VIEs, and (2) receive the economic benefits of the VIEs that could be significant to the VIEs. Accordingly, the Company is considered the primary beneficiary of the VIEs and has consolidated the VIEs' financial results of operations, assets and liabilities in the Company's consolidated financial statements. In making the conclusion that the Company is the primary beneficiary of the VIEs, the Company believes the Company's rights under the terms of the exclusive option agreement and power of attorney are substantive given the substantive participating rights held by SB Pan Pacific Corporation as it relates to operating matters, which provide it with a substantive kick out right.

More specifically, the Company believes the terms of the contractual agreements are valid, binding and enforceable under PRC laws and regulations currently in effect. In particular the Company also believes that the minimum amount of consideration permitted by the applicable PRC law to exercise the exclusive option does not represent a financial barrier or disincentive for the Company to currently exercise its rights under the exclusive option agreement. A simple

majority vote of the Company's board of directors is required to pass a resolution to exercise the Company's rights under the exclusive option agreement, for which the consent from Mr. Joe Chen, who holds the most voting interests in the Company and is also the Company's chairman and CEO, is not required. The Company's rights under the exclusive option agreement give the Company the power to control the shareholders of the VIEs and thus the power to direct the activities that most significantly impact the VIEs' economic performance. In addition, the Company's rights under the powers of attorney also reinforce the Company's abilities to direct the activities that most significantly impact the VIEs' economic performance. The Company also believes that this ability to exercise control ensures that the VIEs will continue to execute and renew service agreements and pay service fees to the Company. By charging service fees at the sole discretion of the Company, and by ensuring that service agreements are executed and renewed indefinitely, the Company has the rights to receive substantially all of the economic benefits from the VIEs.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The VIE arrangements - continued

The VIEs and their subsidiaries hold the requisite licenses and permits necessary to conduct the Company's business under the current business arrangements.

The contractual agreements below provide the Company with the power to direct the activities that most significantly affect the economic performance of the VIEs and enable the Company to receive substantially all of economic benefits and absorb the losses of the VIEs.

(1) *Power of Attorney:* WFOEs hold irrevocable power of attorney executed by the legal owners of the VIEs to exercise their voting rights on, including but not limited to dividend declaration, all matters at meetings of the legal owners of the VIEs and through such power of attorney has the right to control the operations of the VIEs. The power of attorney for Qianxiang Tiancheng will remain in force for ten years until December 22, 2020, and will be automatically renewed upon the extension of the terms of the relevant business operations agreements until the earlier of the following events: (i) nominee loses his/her position in Qianxiang Shiji or Qianxiang Shiji issue a written notice to dismiss or replace nominee; and (ii) the business operations agreements among Qianxiang Shiji, Qianxiang Tiancheng and Qianxiang Tiancheng's shareholders terminate or expire. The power of attorney for Jingwei Zhihui became effective on May 22, 2014 and would remain effective as long as Jingwei Zhihui exist. Neither of the shareholders of Jingwei Zhihui had the right to terminate or revoke the power of attorney without the prior written consent of Jingwei Sinan.

(2) *Business Operations Agreement:* The business operations agreements specifically and explicitly grant WFOEs the principal operating decision making rights, such as appointment of the directors and executive management, of the VIEs.

The terms of the business operations agreements are ten years and will be extended automatically for another ten years unless the WFOEs provide a 30-day advance written notice to the VIEs and to each of the VIEs' shareholders requesting not to extend the term three months prior to the expiration dates of December 22, 2020 and May 21, 2024, respectively. Neither the VIEs nor any of the VIEs' shareholders may terminate the agreements during the terms or the extensions of the terms.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The VIE arrangements - continued

(3) *Exclusive Equity Option Agreement*: Under the exclusive equity option agreement, the WFOEs have the exclusive right to purchase the equity interests of the VIEs from the registered legal equity owners as far as PRC regulations permit a transfer of legal ownership to foreign ownership. The WFOEs can exercise the purchase right at any portion and any time in the 10-year agreement period.

Without the WFOE's consent, the VIEs' shareholders shall not transfer, donate, pledge, or otherwise dispose their equity shareholdings in the VIEs in any way. The equity option agreement will remain in full force and effect until the earlier of: (i) the date on which all of the equity interests in the VIEs have been acquired by the respective WFOE or its designated representative(s); or (ii) the receipt of the 30-day advance written termination notice issued by the respective WFOE to the shareholders of the VIEs. The term of these agreements will be automatically renewed upon the extension of the term of the relevant exclusive equity option agreement.

(4) *Spousal Consent Agreement:* The spouse of each of the shareholders of Qianxiang Tiancheng acknowledged that certain equity interests of Qianxiang Tiancheng held by and registered in the name of his/her spouse will be disposed of pursuant to the equity option agreements. These spouses understand that such equity interests are held by their respective spouse on behalf of Qianxiang Shiji, and they will not take any action to interfere with the disposition of such equity interests, including, without limitation, claiming that such equity interests constitute communal property of marriage.

The spouse of each of the shareholders of Jingwei Zhihui had acknowledged that certain equity interests of Jingwei Zhihui, held by and registered in the name of his/her spouse would be disposed of pursuant to the loan agreement, equity option agreement and equity interest pledge agreement of which they were respectively a party, and they would not take any action to interfere with such arrangement, including claiming that such equity interests constitute property or communal property between his/her spouse and himself/herself.

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RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The VIE arrangements - continued

(5) *Exclusive Technical and Consulting Services Agreement*: The WFOEs and registered shareholders irrevocably agree that the WFOEs shall be the exclusive technology service provider to the VIEs in return for a service fee which is determined at the sole discretion of the WFOEs.

The term of each of agreement is ten years and will be extended automatically for another ten years unless terminated by the WFOEs. The WFOEs can terminate the agreement at any time by providing a 30-day prior written notice. The VIEs are not permitted to terminate the agreements prior to the expiration of the terms by December 22, 2020 and May 21, 2024, respectively, unless the WFOEs fail to comply with any of their obligations under this agreement and such breach makes the WFOEs unable to continue to perform the agreements.

(6) *Intellectual Property License Agreement:* The WFOEs and registered shareholders agree that the WFOEs shall have the exclusive right to license its intellectual property rights to the VIEs in return for a license fee. The license fee is determined at the discretion of the Company. The term of these agreements will be automatically renewed upon the extension of the term of the relevant intellectual property license agreement.

The term of the agreement will be extended for another five years with both parties' consents. The WFOEs may terminate the agreement at any time by providing a 30-day prior written notice. Any party may terminate the agreement immediately with written notice to the other party if the other party materially breaches the relevant agreement and fails to cure its breach within 30 days from the date it receives the written notice specifying its breach from the non-breaching party. The parties will review the agreement every three months and determine if any amendment is needed.

(7) *Loan Agreements:* Under loan agreements between the WFOEs and each of the shareholders of the VIEs, the WFOEs made interest-free loans to the shareholders of exclusively for the purpose of the initial capitalization and the subsequent financial needs of the VIEs. The loans can only be repaid with the proceeds derived from the sale of all of the equity interests in the VIEs to the WFOEs or their designated representatives pursuant to the equity option agreements. The term of each of these loans is ten years from the actual drawing down of such loans by the shareholders of the VIEs, and will be automatically extended for another ten years unless a written notice to the contrary is given by the WFOEs to the shareholders of the VIEs three months prior to the expiration of the loan agreements.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The VIE arrangements - continued

(8) *Equity Interest Pledge Agreement:* Shareholders of the VIEs have pledged all of their equity interests in the VIEs with their respective WFOEs and the WFOEs are entitled to certain rights to sell the pledged equity interests through auction or other means if the VIEs or the shareholders default in their obligations under other above-stated agreements.

These agreements are substantially the same, and that the equity interest pledge has become effective and will expire on the earlier of: (i) the date on which the VIEs and their shareholders have fully performed their obligations under the loan agreements, the exclusive technical service agreement, the intellectual property right license agreement and the equity option agreements; (ii) the enforcement of the pledge by the WFOEs pursuant to the terms and conditions under this agreement to fully satisfy its rights under such agreements; or (iii) the completion of the transfer of all equity interests of the VIEs by the shareholders of the VIEs to another individual or legal entity designated by the WFOEs pursuant to the equity option agreement and no equity interests of the VIEs are held by such shareholders.

In March 2016, the above contractual arrangements between Jingwei Sinan and Jingwei Zhihui were terminated. Jingwei Zhihui became a wholly owned subsidiary of Qianxiang Tiancheng. In November 2016, both Jingwei Sinan and Jupiter Way Limited were disposed of. The disposal did not have a material impact on the Company's consolidated financial statements.

Risks in relation to the VIE structure

The Company and the Company's legal counsel believe that Qianxiang Shiji's and Jingwei Sinan's contractual arrangements with the VIEs are in compliance with PRC law and are legally enforceable. However, uncertainties in the PRC legal system could limit the Company's ability to enforce these contractual arrangements and if the shareholders of the VIEs were to reduce their interest in the Company, their interests may diverge from that of the Company and that may potentially increase the risk that they would seek to act contrary to the contractual terms, for example by influencing the VIEs not to pay the service fees when required to do so. If the legal structure and contractual arrangements were found to be in violation of PRC laws and regulations, the PRC government could:

- Revoke the business and operating licenses of the WFOEs, the VIEs and their subsidiaries;
- Discontinue or restrict the operations of any related-party transactions among the WFOEs, the VIEs and their subsidiaries;
- Impose fines or other requirements on the WFOEs, the VIEs and their subsidiaries;
- Require the Company or the WFOEs, the VIEs and their subsidiaries to revise the relevant ownership structure or restructure operations; and/or
- Restrict or prohibit the Company's use of the proceeds of the additional public offering to finance the Company's business and operations in China.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The VIE arrangements - continued

The Company's ability to conduct its business including online advertising, online gaming (discontinued after the Company's resolution to dispose of Online Gaming in 2015), online talent show, other internet value added services, and internet finance services may be negatively affected if the PRC government were to carry out any of the aforementioned actions. As a result, the Company may not be able to consolidate the VIEs and the VIEs' subsidiaries in its consolidated financial statements as it may lose the ability to exert effective control over the VIEs and the VIEs' subsidiaries and shareholders, and it may lose the ability to receive economic benefits from the VIEs and the VIEs' subsidiaries.

Certain shareholders of the VIEs are also shareholders of the Company. The interests of the shareholders of the VIEs may diverge from that of the Company and that may potentially increase the risk that they would seek to act contrary to the contractual terms, for example by influencing the VIEs not to pay the service fees when required to do so. The Company cannot assure that when conflicts of interest arise, shareholders of the VIEs will act in the best interests of the Company or that conflicts of interests will be resolved in the Company's favor. Currently, the Company does not have existing arrangements to address potential conflicts of interest the shareholders of the VIEs may encounter in their capacity as beneficial owners and directors of the VIEs. The Company believes the shareholders of the VIEs will not act contrary to any of the contractual arrangements and the exclusive option agreements provide the Company with a mechanism to remove the current shareholders of the VIEs as beneficial shareholders of the VIEs should they act to the detriment of the Company. The Company relies on the current shareholders of VIEs whom also are directors and executive officers of the Company, to fulfill their fiduciary duties and abide by laws of Cayman Islands and act in the best interest of the Company or that conflicts will be resolved in the Company’s favor. If the Company cannot resolve any conflicts of interest or disputes between the Company and the shareholders of the VIEs, the Company would have to rely on legal proceedings, which could result in disruption of its business, and there is substantial uncertainty as to the outcome of any such legal proceedings.

The Company's ability to control the VIEs also depends on the power of attorney that the WFOEs have to vote on all matters requiring shareholder approval in the VIEs. As noted above, the Company believes this power of attorney is legally enforceable but may not be as effective as direct equity ownership.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The VIE arrangements - continued

The following financial statement balances and amounts of the Company's VIEs were included in the accompanying consolidated financial statements after elimination of intercompany balances and transactions between the offshore companies, WFOEs, VIEs and VIEs' subsidiaries. As of December 31, 2015 and 2016, the balance of the amount payable by the VIEs and their subsidiaries to the WFOEs related to the service fees were $172 and $nil, respectively and was eliminated upon consolidation.

	As of December 31,	
	2015	2016
Cash and cash equivalents	$15,359	$55,908
Restricted cash	-	288
Short-term investments	2,748	410
Accounts receivable, net	4,044	4,702
Financing receivable, net	72,619	228,224
Prepaid expenses and other current assets	22,932	17,988
Amounts due from related parties	425	10,219
Current assets held for sale	3,917	-
Total current assets	122,044	317,739
Long-term financing receivable, net	15,273	330
Property and equipment, net	2,327	1,058
Long-term investments	18,852	36,470
Other non-current assets	1,195	876
Non-current assets held for sale	1,888	-

Total non-current assets	39,535	38,734
Total assets	$161,579	$356,473
Accounts payable	$4,914	$5,423
Short-term debt	6,919	7,202
Accrued expenses and other current liabilities	13,762	11,277
Payable to investors	46,219	182,810
Amounts due to related parties	36	222
Deferred revenue and advance from customers	3,670	5,804
Income tax payable	5,652	7,163
Current liabilities held for sale	7,729	-
Total current liabilities	88,901	219,901
Total liabilities	$88,901	$219,901

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The VIE arrangements - continued

	Years ended December 31,		
	2014	2015	2016
Net revenue	$46,012	$39,017	$61,948
Loss from continuing operations	$(66,467)	$(68,991)	$(31,997)
(Loss) income from discontinued operations	$(26,025)	$4,302	$829

	Years ended December 31,		
	2014	2015	2016
Net cash provided by operating activities	$24,502	$34,652	$68,374
Net cash used in investing activities	$(20,696)	$(102,061)	$(187,621)
Net cash provided by financing activities	-	$55,928	$148,080

The VIEs contributed an aggregate of 98.6%, 94.9% and 97.8% of the consolidated net revenues for the years ended December 31, 2014, 2015 and 2016, respectively. As of the fiscal years ended December 31, 2015 and 2016, the VIEs accounted for an aggregate of 12.7% and 30.3%, respectively, of the consolidated total assets, and 26.3% and 50.2%, respectively, of the consolidated total liabilities. The assets not associated with the VIEs primarily consist of cash and cash equivalents and long-term investments.

There are no consolidated VIEs' assets that are collateral for the VIEs' obligations and can only be used to settle the VIEs' obligations. There are no creditors (or beneficial interest holders) of the VIEs that have recourse to the general credit of the Company or any of its consolidated subsidiaries. There are no terms in any arrangements, considering both explicit arrangements and implicit variable interests, which require the Company or its subsidiaries to provide

financial support to the VIEs. However, if the VIEs ever need financial support, the Company or its subsidiaries may, at its option and subject to statutory limits and restrictions, provide financial support to its VIEs through loans to the shareholders of the VIEs or entrustment loans to the VIEs.

Relevant PRC laws and regulations restrict the VIEs from transferring a portion of its net assets, equivalent to the balance of its statutory reserve and its share capital, to the Company in the form of loans and advances or cash dividends. Please refer to Note 23 for disclosure of restricted net assets.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

Consolidated Plans

In January 2016 and September 2016, the Company originated the issuance of two Shanghai Renren Finance Leasing Asset-Backed Special Plans, approximating RMB299.8 million ($45.2 million) and RMB510.6 million ($76.9 million), respectively. The Plans are collateralized by certain financing receivables arising from the Company's used automobile financing business.

The Plans consist of three tranches: AAA-rated senior securities (covering 68.0% and 70.5% of the total securities issued, respectively) and AA-rated senior securities (covering 10.5% and 11.0% of the total securities issued, respectively) which were purchased by external investors, and subordinate securities (covering 21.5% and 18.5% of the total securities issued, respectively) held by the Company. The Company also provided a guarantee to secure the full repayment of the principal and interest of the external investors in the Plans.

The Company holds significant variable interests in the Plans through holding the subordinate securities and the guarantee provided, from which the Company has the right to receive benefits from the Plans that could potentially be significant to the Plans.

The Company also has power to direct the activities of the Plans that most significantly impact the economic performance of the Plans by making revolving purchases of underlying financing receivables and providing payment collection services from the underlying financing receivables.

Accordingly, the Company is considered the primary beneficiary of the Plans and has consolidated the Plans' assets, liabilities, results of operations, and cash flows in the accompanying consolidated financial statements.

The assets of the Plans are not available to creditors of the Company. In addition, the investors of the Plans have no recourse against the assets of the Company.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

Consolidated Plans-continued

The following financial statement amounts and balances of the Plans were included in the accompanying consolidated financial statements after elimination of intercompany transactions and balances:

	As of December 31,	
	2015	2016
Financing receivable, net	-	$ 73,549
Total assets	-	$ 73,549
Accrued expenses and other current liabilities	-	$ 4
Payable to investors	-	141
Long-term payable to investors	-	59,916
Total liabilities	-	$ 60,061

	Years ended December 31,		
	2014	2015	2016
Net revenue	-	-	-
Net loss	-	-	$ 375

	Years ended December 31,		
	2014	2015	2016

Net cash provided by operating activities	-	-	-
Net cash used in investing activities	-	-	-
Net cash provided by financing activities	-	-	-

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Principles of consolidation

The consolidated financial statements of the Company include the financial statements of Renren Inc., its subsidiaries, its VIEs and VIEs' subsidiaries. All inter-company transactions and balances are eliminated upon consolidation.

Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses in the financial statements and accompanying notes. Significant accounting estimates reflected in the Company's consolidated financial statements include, but are not limited to, revenue recognition, allowance for financing receivable, allowance for doubtful accounts, share-based compensation, deferred tax valuation allowance, income taxes, impairment of goodwill and indefinite-lived intangible assets, fair value of derivative financial instruments and long-term available-for-sale investments, and impairment of long-term and short-term investments.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Restricted cash

Restricted cash primarily consists of cash deposits used to secure debt borrowings of the Company which is expected to be released in accordance with the debt agreement. Additionally, restricted cash as of December 31, 2015 also included cash received from a short-term debt borrowing restricted as to withdrawal and usage until the maturity of such short-term debt agreement. Such balance was released during the year ended December 31, 2016 upon repayment of the related short-term debt borrowing (see Note 11(ii)).

Fair value

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

Authoritative literature provides a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The level in the hierarchy within which the fair value measurement in its entirety falls is based upon the lowest level of input that is significant to the fair value measurement as follows:

· Level 1-inputs are based upon unadjusted quoted prices for identical assets or liabilities traded in active markets.

- Level 2-inputs are based upon quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3-inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Investments

(1) Short-term investments

The Company's short-term investments comprise of marketable securities which are classified as trading and available-for-sale, and derivative financial instruments that are regarded as assets. The trading investments are reported at fair values with the changes in fair values of those investments recognized as gain or loss. The available-for-sale investments are reported at fair values with the unrealized gains or losses recorded as accumulated other comprehensive income in equity. The Company's derivative financial instruments are measured at fair value. The changes in fair values of those derivative instruments are recognized as gain or loss.

The Company reviews its available-for-sale short-term investments for other-than-temporary impairment ("OTTI") based on the specific identification method. The Company considers available quantitative and qualitative evidence in evaluating the potential impairment of its short-term investments. If the cost of an investment exceeds the investment's fair value, the Company considers, among other factors, general market conditions, expected future performance of the investees, the duration and the extent to which the fair value of the investment is less than the cost, and the Company's intent and ability to hold the investment. The Company separates the amount of the OTTI into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings, which represents the difference between a security's amortized cost basis and the discounted present value of expected future cash flows. The amount due to other factors is recognized in the consolidated statements of comprehensive income (loss) if the entity neither intends to sell and will not more likely than not be required to sell the security before recovery. The difference between the amortized cost basis and the cash flows expected to be collected is accreted as interest income.

(2) Long-term investments

Equity method investments

Equity investment in common stock or in-substance common stock of an entity where the Company can exercise significant influence, but not control, is accounted for using the equity method. Significant influence is generally considered to exist when the Company has an ownership interest in the voting stock of the investee between 20% and 50%. Other factors, such as representation on the investee's board of directors, voting rights and the impact of commercial arrangements are also considered in determining whether the equity method of accounting is appropriate. An investment in in-substance common stock is an investment in an entity that has risk and reward characteristics that are substantially similar to that entity's common stock. The Company considers subordination, risks and rewards of ownership and obligation to transfer value when determining whether an investment in an entity is substantially similar to an investment in that entity's common stock.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Investments - continued

(2) Long-term investments - continued

Equity method investments - continued

Under the equity method, the investment is initially recorded at cost and adjusted for the Company's share of undistributed earnings or losses of the investee. Investment losses are recognized until the investment is fully written down as the Company does not guarantee the investee's obligations nor it is committed to provide additional funding.

When the Company's carrying value in an equity method affiliated company is reduced to zero, no further losses are recorded in the Company's consolidated financial statements unless the Company guaranteed obligations of the affiliated company or has committed additional funding. When the affiliated company subsequently reports income, the Company will not record its share of such income until it exceeds the amount of its share of losses not previously recognized.

The Company’s management regularly evaluates the impairment of the equity investment based on performance and the financial position of the investee as well as other evidence of market value. Such evaluation includes, but is not limited to, reviewing the investee's cash position, recent financings, projected and historical financial performance, cash flow forecasts and financing needs. An impairment charge is recorded when the carrying amount of the investment exceeds its fair value and this condition is determined to be other-than-temporary.

Warrants and call options

Warrants and call options represent the financial instruments purchased by the Company to acquire additional equity interest if the counterparty fulfilled certain conditions during certain period of time. Such warrants and purchased call options are recorded at fair value at the acquisition date and carried at cost less impairment.

Cost method investments

For equity investments in an investee that are not considered debt securities or equity securities that have readily determinable fair values and over which the Company neither has significant influence nor control, the Company carries the investment at cost and recognizes income as any dividends declared from distribution of investee's earnings. The Company reviews the cost method investments for impairment whenever events or changes in circumstances indicate that the carrying value may no longer be recoverable. An impairment loss is recognized in earnings equal to the difference between the investment's cost and its fair value at the balance sheet date of the reporting period for which the assessment is made. The fair value of the investment would then become the new cost basis of the investment.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Investments - continued

(2) Long-term investments - continued

Held-to-Maturity investment

Held-to-maturity investment consists of debt securities that the Company purchased from SoFi Lending Corp., which will mature on July 3, 2032 and has a fixed annual interest rate of 4%. The Company has the positive intent and ability to hold the securities to maturity. The Company's held-to-maturity investment is classified as long-term investments on the consolidated balance sheets based on their contractual maturity dates and are stated at their amortized costs. In December 2016, the Company received the remainder of the principal and earned interest.

Available-for-sale investment

The Company’s investments in convertible redeemable preferred shares and convertible debt are classified as available-for-sale investments which are reported at fair value, with unrealized gains and losses recorded in accumulated other comprehensive income. The Company monitors the investments for OTTI by considering factors including, but not limited to, current economic and market conditions, the operating performance of the investees including current earnings trends, the Company’s intent and ability to hold the investment as well as other company-specific information. An impairment loss on the available-for-sale securities is recognized in the consolidated statements of operations and comprehensive income when the decline in value is determined to be other-than-temporary.

Accounts receivable and allowance for doubtful accounts

Accounts receivable represents those receivables derived in the ordinary course of business from continuing operations which mainly consists of online advertising services and IVAS. An allowance for doubtful accounts is provided based on aging analyses of accounts receivable balances, historical bad debt rates, repayment patterns and customer credit worthiness.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Financing receivable

Financing receivable represents receivables derived from the internet finance business. Financing receivable is recorded at amortized cost, reduced by a valuation allowance estimated as of the balance sheet date. The amortized cost of a financing receivable is equal to the unpaid principal balance, plus net deferred origination costs. Net deferred origination costs are comprised of certain direct origination costs, net of origination fees received. Origination fees include fees charged to the individuals or companies that increase the financing's effective yield. Direct origination costs in excess of origination fees received are included in the financing receivable and amortized over the financing term using the effective interest method. Financing origination costs are limited to direct costs attributable to originating the financing, including commissions and personnel costs directly related to the time spent by those individuals performing activities related to the origination.

Due to limitations imposed by PRC laws and regulations, the Company appointed a senior management member (the "Intermediary") to act as an intermediary to facilitate certain financing services for its internet finance business (the "Intermediary Business Model"). Under the Intermediary Business Model, each individual or company is arranged to sign the financing agreement with the Intermediary. The Company provides funds to the Intermediary to finance the individuals or companies in accordance with the financing agreement. Immediately upon signing a financing agreement with an individual or a company, the Intermediary then transfers all of the creditor's rights arising from the financing agreement to the Company. Additionally, once investors are identified by the Company on Renren Licai, the Company transfers the underlying creditor's rights to the investors through the Intermediary. The Company, through the Intermediary, agrees to repurchase the creditor's rights from the investors prior to or upon the maturity of the investment period therefore acting as a principal in the transaction.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Financing receivable - continued

Under the Intermediary Business Model, the Intermediary is acting as an agent for the Company. As noted above, the funds provided to the individuals and companies are obtained from the Company who further agrees to take all the risk arising from the potential breaches of agreement by the individuals or the companies receiving financing. Additionally, the Intermediary's role is restricted to sign agreements with individuals and companies receiving financing, and investors and the Intermediary has no obligation to make any repayment to the investors once the creditors' rights are transferred. As such, the Intermediary never puts his own funds at risk and bears no risk in the arrangement and is considered an agent.

In May 2016, the Company terminated all of its financing business conducted under the Intermediary Business Model. All subsequent financing has been performed by the Company.

Allowance for financing receivable

An allowance for financing receivable is established through periodic charges to the provision for financing receivable losses when the Company believes that the future collection of principal is unlikely. Subsequent recoveries, if any, are recorded as credits against the allowance. The Company evaluates the creditworthiness of its portfolio based on a pooled basis due to the composition of homogeneous financing with similar size and general credit risk characteristics for similar financing businesses. The Company considers the credit worthiness of the individuals and the companies receiving financing, aging of the outstanding financing receivable and other specific circumstances related to the financing when determining the allowance for financing receivable. The allowance is subjective as it requires material estimates including such factors as known and inherent risks in the financing portfolio, adverse situation that may affect the ability of the individuals and the companies receiving financing to repay and current economic conditions.

Recovery of the carrying value of financing receivable is dependent to a great extent on conditions that are beyond the Company’s control.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Nonaccrual financing receivable

Financing income is calculated based on the contractual rate of the financing and recorded as financing income over the life of the financing using the effective interest method. Financing receivables are placed on non-accrual status upon reaching 90 days past due for these arising from financing for installment sales and apartment rental financing, or when reasonable doubt exists as to the full, timely collection of the financing receivable. When a financing receivable is placed on non-accrual status, the Company stops accruing financing income. Financing receivable is returned to accrual status if the related individual or company has performed in accordance with the contractual terms for a reasonable period of time and, in the Company's judgment, will continue to make period principal and financing income payments as scheduled.

Transfer of financial instruments

Sales and transfers of financial instruments are accounted under authoritative guidance for the transfers and servicing of financial assets and extinguishment of liabilities.

Through Renren Licai, the Company identifies individual investors and transfers creditors' rights originated from the aforementioned financing services to the individual investors. The Company further offers different investment periods to investors ranging from 1 to 12 months with various annual interest rates while those credit rights are held by the investors. The term of the sales require the Company to repurchase those creditors' rights from investors prior to or upon the maturity of the investment period. As a result, the sales of those creditors' rights are not accounted for as a sale and remain on the consolidated balance sheet and are recorded as payable to investors in the Company's consolidated balance sheet.

Property and equipment, net

Property and equipment, net is carried at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the following estimated useful lives:

Building	46 years
Furniture and vehicles	5 years
Computer equipment and application software	2-3 years
Leasehold improvements	Over the lesser of the lease term or useful life of the assets

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Intangible assets with indefinite lives

If an intangible asset is determined to have an indefinite life, it should not be amortized until its useful life is determined to be no longer indefinite. An intangible asset that is not subject to amortization is tested for impairment at least annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Such impairment test consists of the fair values of assets and their carrying value amounts and an impairment loss is recognized if and when the carrying amounts exceed the fair values. The estimates of fair values of intangible assets not subject to amortization are determined using various discounted cash flow valuation methodologies. Significant assumptions are inherent in this process, including estimates of discount rates. Discount rate assumptions are based on an assessment of the risk inherent in the respective intangible assets. For the years ended December 31, 2014, 2015 and 2016, the Company recorded impairment loss for indefinite-lived intangible assets from discontinued operations of $13,658, $nil and $nil, and from continuing operations of $nil, $nil and $nil respectively.

Impairment of long-lived assets and intangible assets with definite lives

Long-lived assets, such as property and equipment and definite-lived intangible assets are stated at cost less accumulated depreciation or amortization. Depreciation and amortization is computed using the straight-line method.

The Company evaluates the recoverability of long-lived assets, including identifiable intangible assets, with determinable useful lives whenever events or changes in circumstances indicate that an intangible asset's carrying amount may not be recoverable. The Company measures the carrying amount of long-lived asset against the estimated undiscounted future cash flows associated with it. Impairment exists when the sum of the expected future net cash flows is less than the carrying value of the asset being evaluated. Impairment loss is calculated as the amount by which the carrying value of the asset exceeds its fair value. Fair value is estimated based on various valuation

techniques, including the discounted value of estimated future undiscounted cash flows. The evaluation of asset impairment requires the Company to make assumptions about future cash flows over the life of the asset being evaluated. These assumptions require significant judgment and actual results may differ from assumed and estimated amounts. For the years ended December 31, 2014, 2015 and 2016, the Company recorded impairment loss for intangible assets with definite life from discontinued operations of $1,496, $nil and $nil, and from continuing operations of $307, $nil and $nil, respectively.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Goodwill

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations.

Goodwill is not amortized, but tested for impairment upon first adoption and annually, or more frequently if event and circumstances indicate that they might be impaired.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The fair value of each reporting unit is estimated using a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, and assumptions that are consistent with the plans and estimates being used to manage the Company's business, estimation of the long-term rate of growth for the Company's business, estimation of the useful life over which cash flows will occur, and determination of the Company's weighted average cost of capital. The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results and market conditions. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for the reporting unit.

The Company performs a two-step goodwill impairment test. The first step compares the fair values of each reporting unit to its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill is not considered impaired and the second step will not be required. If the carrying amount of a reporting unit exceeds its fair value, the second step compares the implied fair value of the affected reporting unit's goodwill to the carrying value of that goodwill. The implied fair value of goodwill is determined in a manner similar to accounting for

a business combination with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. This allocation process is only performed for purposes of evaluating goodwill impairment and does not result in an entry to adjust the value of any assets or liabilities. An impairment loss is recognized for any excess in the carrying value of goodwill over the implied fair value of goodwill. In estimating the fair value of each reporting unit the Company estimates the future cash flows of each reporting unit, the Company has taken into consideration the overall and industry economic conditions and trends, market risk of the Company and historical information. The Company recorded $46,864, $nil and $nil impairment charges of goodwill for the years ended December 31, 2014, 2015 and 2016, respectively.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Revenue recognition

The Company recognizes revenues when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collectability is reasonably assured.

Online advertising revenues

The Company provides advertisement placement services in its SNS platforms and online games. The Company primarily enters into pay-for-time contracts, under which the Company bills its customers based on the period of time to display the advertisements in the specific formats on specific web pages. The Company also enters into pay-for-volume arrangements, under which it bills its customers on the traffic volume basis, e.g. pay-per-click or pay-per-impression.

For pay-for-time contracts, revenue is recognized ratably over the period the advertising is displayed. For pay-for-volume contracts, revenue is recognized based on traffic volume tracked and the pre-agreed unit price.

Contractual billings in excess of recognized revenue and payments received in advance of revenue recognition are recorded as deferred revenues.

The Company principally enters into advertising placement contracts with advertisers' advertising agents and the Company offers volume rebates to certain advertisers' advertising agents. The Company recognizes estimated rebates as the reduction of revenues based on a systematic and rational allocation of the cost of honoring rebates earned and claimed to each of the underlying revenue transactions that results in progress by the customer toward earning the rebate or refund. Estimation of the total rebate is based on the estimates of the sales volume to be reached based on the historic experience of the Company. If amounts of future rebates cannot be reasonably estimated, a liability will be recognized for the maximum potential amount of the rebates.

Live streaming revenue

The Company generates live streaming revenue from both "Woxiu" and Renren mobile live streaming.

"Woxiu", which translates into "a show of your own" in Chinese, is a virtual stage the Company initially offered on the 56.com platform and then on the “Woxiu” platform after the completion of the disposition of 56.com (see Note 4.2). On "Woxiu", grassroots musicians and performers can live-stream their performances and share with viewers. Fans of the performing user can chat along with the performer and other live audience and purchase consumable virtual items on the platform with virtual currencies to show support to the performers. In the second quarter of 2016, the Company also launched its live streaming service on its Renren mobile terminal.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Revenue recognition - continued

Live streaming revenue - continued

For both "Woxiu" and Renren mobile live streaming, the amount of virtual currencies consumed is maintained by the Company's operating system and will be automatically deducted from users' accounts when the virtual currencies are used. Revenue is recognized monthly based on the virtual currencies consumed. The Company pays the performers a certain percentage of the virtual currencies consumed. The Company recognizes total revenue on a gross basis, and the commission paid to performers is recorded as cost of revenues. The Company calculates the amount of revenues recognized for each unit of virtual currency consumed using a moving weighted average method by dividing the total cumulative unrecognized deferred revenues by total unconsumed virtual currency.

Internet finance services

The Company generates revenue from its internet finance services business primarily through financing provided to used automobile dealers. Additionally, the Company also provided credit financing to college students on Renren Fenqi as well as apartment rental financing during the years ended December 31, 2015 and 2016. Both of those services were terminated in May 2016 and January 2016, respectively. The Company records financing income and service fees related to those services over the life of the underlying financing using the effective interest method on unpaid principal amounts. The service fees collected upfront, as well as the direct origination costs for the financing, are deferred and recognized as financing income as an adjustment to the yield on a straight line basis over the life of the portfolio financing.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Revenue recognition - continued

Internet finance services - continued

-Used automobile financing

The Company provides short-term financing services to used automobile dealers to fund the car dealers' cash needs for used automobile purchasing. The financing period is no more than 6 months and is secured by a pledge of the dealers' used automobiles with total value exceeding the principal of the financing. The Company charges an upfront service fee as well as financing income on a monthly basis.

-Financing for installment sales to college students

During the year ended December 31, 2015 and part of 2016, the Company provided financing services to college students on installment sales, through which students were able to purchase products online on Renren Fenqi or from other third-party online merchants through the Renren Fenqi platform and make payments on a monthly basis in 1 to 24 installments. The Company charged fees earned on the financing. The Company was not responsible for providing any post sale support or make any changes to the products and concluded that it was merely acting as an agent recording the related financing fee charged to the students ratably over the life of the underlying financing. The Company discontinued this service in May, 2016.

-Other financing

During the year ended December 31, 2015 and part of 2016, the Company provided rental financing services to individuals who are referred by apartment agents and needed funding to make a lump sum down payment to the apartment agents for a favorable discount of rental fee, as well as micro cash financing services to college students to fund their short-term consumption within a period of no more than 6 months. The Company generally charged financing income and service fees on a monthly basis. The Company discontinued this service in January 2016

In addition to the service fee charged for the above financing services, the Company also receives fees contingent on future events, mainly penalty fees for late repayment of the financing. Those contingent fees were immaterial for all periods presented.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Revenue recognition - continued

Online game revenues

The Company generates revenues from the provision of online game, primarily web-based online game services. The online games can be accessed and played by end users free of charge but the end users may choose to purchase in-game merchandise or premium features to enhance their game playing experience using virtual currencies. The end users can purchase virtual currencies by making direct online payments or purchasing prepaid cards ("PP-Cards"). The Company uses on-line payment services operated by independent service providers and pays a fee for such services. Net proceeds received from these service providers after deduction of service fees are recorded as deferred revenues. The Company sells PP-Cards through distributors at a discount to the face value of the PP-Card. As the Company does not have control over and generally does not know the ultimate selling price of the PP-Cards sold by the distributors, net proceeds received from distributors after deduction of sales discounts are recorded as deferred revenues.

End users consume virtual currencies by purchasing in-game merchandise or premium features online. The Company calculates the monetary value of each unit of virtual currency consumed using a moving weighted average method by dividing the total cumulative unrecognized deferred revenues by total unconsumed virtual currencies monthly in advance.

The Company categorizes in-game merchandise or premium features as either consumptive or permanent. For the consumptive in-game merchandise or premium features, revenues are recognized when the in-game merchandise or premium features are first used by the end users. For the permanent in-game merchandise or premium features, revenues are recognized ratably over the estimated average playing period of paying players for each applicable game,

which represents the Company's best estimate of the estimated average life of permanent in-game merchandise or premium features.

In estimating the average playing period of paying players for each applicable game, the Company considers the charging data, which are affected by various factors such as acceptance and popularity of the game, the game updates and other in-game items, promotional events launched, future operating strategies and market conditions. Given the short operating history of the Company's online games, the estimated average playing period of paying players for each applicable game may not accurately reflect the actual lives of the permanent in-game merchandise or premium features in that game. The Company reviews, at least annually, the average playing period of paying players for all applicable games to determine whether the estimated lives for permanent in-game merchandise or premium features remain reasonable. Based on the Company's latest review, such estimated lives remain reasonable and have not changed significantly over time. The Company may revise its estimates as it continues to collect operating data, and refine its estimation process and results accordingly. All paying players' data in an applicable game collected since the launch date of such game are used to perform the relevant assessment for that applicable game.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Revenue recognition - continued

Online game revenues - continued

If there is insufficient player data to determine the average playing period of paying players for an applicable game, such as in the case of a newly launched game, the Company estimates the average playing period of paying players based on other similar games the Company or third parties operate, taking into account of the game profile, the target audience and the appeal to paying players of different demographics, until sufficient data is collected, which is normally up to 12 months after launch.

The amount associated with unused virtual currencies, which are without contractual expiration term, is carried as deferred revenues indefinitely as the Company was not able to reasonably estimate the amount of virtual currency which will be ultimately given up by the users.

The Company also entered into revenue sharing agreements with various third-party game developers, under which the Company provides links of online games developed by those third-party game developers on the Company's platforms while the third-party game developers operate the games, including providing game software, hardware, technical support and customer services. All of the web games developed by third-party game developers can be accessed and played by game players on the Company's platforms without downloading separate software. The Company views the game developers to be its customers and considers its responsibility under such agreements to be that of distribution and payment collection for such games. The Company primarily collects payments from game players in connection with the sale of in-game currencies and remits the agreed-upon percentages of the proceeds to the game developers with the residual portion of such proceeds being deferred for revenue recognition until the estimated consumption date (the estimated date by which in-game currencies are consumed within the games for

purchase of in-game merchandise or premium features), which is typically within a short period of time after the purchase of the in-game currencies. Purchase of in-game currencies is not refundable unless there is unused in-game currency at the time a game is discontinued. Typically, a game will only be discontinued when the monthly revenue generated by a game becomes insignificant.

During 2015, the Company reached a resolution to dispose of the Online Gaming; the disposal was completed in March 2016. As such, online gaming revenues are included in discontinued operations for all periods presented (see Note 4.3).

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Cost of revenues

Cost of revenues consists of costs directly related to online advertising and IVAS business as well as costs incurred related to the internet financing operations which mostly include interest expenses paid to investors on Renren Licai and interest paid for asset-backed securities as well as provisions for financing receivables losses.

Business taxes

The Company reports revenue net of business taxes. Business taxes deducted in arriving at net revenue during 2014, 2015 and 2016 were $nil, $25 and $77, respectively.

Value added taxes

The value-added tax ("VAT") is also reported as a deduction to revenue when incurred and amounted to $2,356, $1,217 and $4,080 for the years ended December 31, 2014, 2015 and 2016, respectively. Entities that are VAT general taxpayers are allowed to offset qualified input VAT paid to suppliers against their output VAT liabilities. Net VAT balance between input VAT and output VAT is recorded in accrued expense and other current liabilities on the consolidated balance sheet.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Income taxes

Current income taxes are provided for in accordance with the laws of the relevant tax authorities.

Deferred income taxes are recognized when temporary differences exist between the tax basis of assets and liabilities and their reported amounts in the financial statements. Net operating loss carry forwards and credits are applied using enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more-likely-than-not that a portion of or all of the deferred tax assets will not be realized. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on their characteristics.

The impact of an uncertain income tax position on the income tax return is recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant tax authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Interest and penalties on income taxes will be classified as a component of the provisions for income taxes. The Company did not recognize any income tax due to uncertain tax position or incur any interest and penalties related to potential underpaid income tax expenses for the years ended December 31, 2014, 2015 and 2016, respectively.

Financial instruments

Financial instruments include cash and cash equivalents, term deposits, restricted cash, accounts receivable, financing receivable, amounts due from/to related parties, short-term investments, long-term financing receivable, long-term

investments, accounts payable, short-term debt, payable to investors, long-term debt, written put option and liability-classified warrant.

The fair value of cash and cash equivalents, term deposits, restricted cash, accounts receivable, amounts due from/to related parties, accounts payables, short-term debt and payable to investors approximate their carrying amounts reported in the consolidated balance sheets due to the short-term maturity of these instruments. The short-term investments, written put option, available-for-sale investments and liability-classified warrant are carried at fair value. The carrying value of financing receivables approximates fair value which was estimated by discounting scheduled cash flows through the estimated maturity with estimated discount rates based on current offering rates of comparable loans with similar terms. The carrying value of long-term debt approximates fair value as its interest rates are at the same level of the current market yield for comparable debts. The cost method investments are carried at carrying value and held-to-maturity investments are carried at amortized cost.

Research and development expenses

Research and development expenses are primarily incurred for development of new services, features and products for the Company's SNS, online games, internet finance business as well as further improve the Company's technology infrastructure to support these businesses. The Company has expensed all research and development costs when incurred.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Foreign currency translation

The functional and reporting currency of the Company is the United States dollar ("US dollar"). The financial records of the Company's subsidiaries and VIEs located in the PRC, Japan, Taiwan, Hongkong and Korea are maintained in their local currencies, Renminbi ("RMB"), Japanese Yen ("JPY"), New Taiwan Dollar ("TWD"), Hong Kong Dollar ("HKD") and Korea Won ("KRW"), respectively, which are also the functional currencies of these entities.

Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at the rates of exchange ruling at the balance sheet date. Transactions in currencies other than the functional currency during the year are converted into functional currency at the applicable rates of exchange prevailing when the transactions occurred. Transaction gains and losses are recognized in the statements of operations.

The Company's entities with functional currency of RMB, TWD, HKD, KRW and JPY, translate their operating results and financial positions into US dollar, the Company's reporting currency. Assets and liabilities are translated using the exchange rates in effect on the balance sheet date. Equity amounts are translated at historical exchange rates. Revenues, expenses, gains and losses are translated using the average rates for the year. Translation adjustments are reported as cumulative translation adjustments and are shown as a separate component in the statements of comprehensive (loss) income.

Comprehensive (loss) income

Comprehensive (loss) income includes net income or loss, unrealized gain (loss) on short-term investments, long-term available-for-sale investments and foreign currency translation adjustments and is reported in the consolidated statements of comprehensive (loss) income.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Share-based compensation

Share-based payment transactions with employees, such as share options are measured based on the grant date fair value of the equity instrument. The Company recognizes the compensation costs net of estimated forfeitures using the straight-line method, over the applicable vesting period. The estimate of forfeitures will be adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized through a cumulative catch-up adjustment in the period of change and will also impact the amount of stock compensation expense to be recognized in future periods. Share options granted to employees with market conditions attached are measured at fair value on the grant date and are recognized as the compensation costs over the estimated requisite service period, regardless of whether the market condition has been met.

Share awards issued to non-employees are measured at fair value at the earlier of the commitment date or the date the service is completed and recognized over the period the service is provided.

A change in any of the terms or conditions of share options is accounted for as a modification of stock options. The Company calculates the incremental compensation cost of a modification as the excess of the fair value of the modified option over the fair value of the original option immediately before its terms are modified, measured based on the share price and other pertinent factors at the modification date. For vested options, the Company recognizes incremental compensation cost in the period the modification occurred. For unvested options, the Company recognizes, over the remaining requisite service period, the sum of the incremental compensation cost and the remaining unrecognized compensation cost for the original award on the modification date.

Earnings per share

Basic earnings (loss) per ordinary share is computed by dividing net income (loss) attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per ordinary share reflect the potential dilution that could occur if securities were exercised or converted into ordinary shares. The Company had stock options, which could potentially dilute basic earnings per share in the future. For market-based stock awards, the options are included in the computation of diluted earnings per share if the market condition has been met at the end of reporting period. To calculate the number of shares for diluted income per share, the effect of share options is computed using the treasury stock method. Potential ordinary shares in the diluted net loss per share computation are excluded in periods of losses from continuing operations as their effect would be anti-diluted.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Accounting pronouncements newly adopted

In February 2015, the FASB issued ASU 2015-02, "Consolidation (Topic 810) — Amendments to the Consolidation Analysis". The amendments in Topic 810 respond to stakeholders' concerns about the current accounting for consolidation of variable interest entities, by changing aspects of the analysis that a reporting entity must perform to determine whether it should consolidate such entities. Under the amendments, all reporting entities are within the scope of Subtopic 810-10, Consolidation – Overall, including limited partnerships and similar legal entities, unless a scope exception applies. The amendments are intended to be an improvement to current U.S. GAAP, as they simplify the codification of FASB Statement No. 167, Amendments to FASB Interpretation No. 46 (R), with changes including reducing the number of consolidation models through the elimination of the indefinite deferral of Statement 167 and placing more emphasis on risk of loss when determining a controlling financial interest. The amendments are effective for publicly-traded companies for fiscal years beginning after December 15, 2015, and for interim periods within those fiscal years. Earlier adoption is permitted. The Company adopted this ASU on January 1, 2016. The adoption of this guidance did not have a significant effect on the Company's consolidated financial statements.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent accounting pronouncements not yet adopted

In May 2014, the FASB issued, ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)”. The guidance substantially converges final standards on revenue recognition between the FASB and the International Accounting Standards Board providing a framework on addressing revenue recognition issues and, upon its effective date, replaces almost all exiting revenue recognition guidance, including industry-specific guidance, in current U.S. generally accepted accounting principles.

The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps:

- Step 1: Identify the contract (s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

In August 2015, FASB issued its final standard formally amending the effective date of the new revenue recognition guidance. The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is in the process of evaluating the impact of adoption of this guidance on its consolidated financial statements.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent accounting pronouncements not yet adopted - continued

In November 2015, the FASB issued a new pronouncement which changes how deferred taxes are classified on organizations' balance sheets. The ASU eliminates the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations will be required to classify all deferred tax assets and liabilities as noncurrent. The amendments apply to all organizations that present a classified balance sheet. For public companies, the amendments are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Earlier application is permitted for all entities as of the beginning of an interim or annual reporting period. The Company does not expect the adoption of this guidance will have a significant effect on its consolidated financial statements.

In January 2016, the FASB issued a new pronouncement which is intended to improve the recognition and measurement of financial instruments. The ASU affects public and private companies, not-for-profit organizations, and employee benefit plans that hold financial assets or owe financial liabilities.

The new guidance makes targeted improvements to existing US GAAP by:

- Requiring equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income;

- Requiring public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes;

- Requiring separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements;

- Eliminating the requirement to disclose the fair value of financial instruments measured at amortized cost for organizations that are not public business entities;

- Eliminating the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; and

- Requiring a reporting organization to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk (also referred to as "own credit") when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent accounting pronouncements not yet adopted - continued

The new guidance is effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The new guidance permits early adoption of the own credit provision. The Company is currently evaluating the impact on its consolidated financial statements of adopting this guidance.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The guidance supersedes existing guidance on accounting for leases with the main difference being that operating leases are to be recorded in the statement of financial position as right-of-use assets and lease liabilities, initially measured at the present value of the lease payments. For operating leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election not to recognize lease assets and liabilities. For public business entities, the guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application of the guidance is permitted. In transition, entities are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Company is currently evaluating the impact on its consolidated financial statements of adopting this guidance, but expects that most existing operating lease commitments will be recognized as operating lease obligations and right-of-use assets as a result of this adoption.

In March 2016, the FASB issued a new pronouncement ASU 2016-07, Investments—Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting, which affects all entities that have an investment that becomes qualified for the equity method of accounting as a result of an increase in the level of ownership interest or degree of influence. The amendments eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor’s previously held interest and adopt the equity method of accounting as of

the date the investment becomes qualified for equity method accounting. Therefore, upon qualifying for the equity method of accounting, no retroactive adjustment of the investment is required. The amendments require that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. The amendments should be applied prospectively upon their effective date to increases in the level of ownership interest or degree of influence that result in the adoption of the equity method. The amendments are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Earlier application is permitted. The Company is currently evaluating the impact on its consolidated financial statements of adopting this guidance.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent accounting pronouncements not yet adopted - continued

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718). The new guidance simplifies certain aspects related to income taxes, statement of cash flows, and forfeitures when accounting for share-based payment transactions. This new guidance will be effective for the Company for the first reporting period beginning after December 15, 2016, with earlier adoption permitted. Certain of the amendments related to timing of the recognition of tax benefits and tax withholding requirements should be applied using a modified retrospective transition method. Amendments related to the presentation of the statement of cash flows should be applied retrospectively. All other provisions may be applied on a prospective or modified retrospective basis. The Company is currently evaluating the impact on its consolidated financial statements of adopting this guidance.

In June 2016, the FASB issued a new pronouncement ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which is intended to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The ASU requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. Organizations will continue to use judgment to determine which loss estimation method is appropriate for their circumstances. The ASU requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization’s portfolio. These disclosures include qualitative and quantitative requirements that provide additional information about the amounts recorded in the financial statements. In addition, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The ASU is effective for SEC filers for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early application will be permitted for all organizations for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company is currently evaluating the impact on its consolidated financial

statements of adopting this guidance.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent accounting pronouncements not yet adopted - continued

In August 2016, the FASB issued a new pronouncement ASU 2016-15, which amends the guidance in ASC 230 on the classification of certain cash receipts and payments in the statement of cash flows. The primary purpose of the ASU is to reduce the diversity in practice that has resulted from the lack of consistent principles on this topic. The ASU's amendments add or clarify guidance on eight cash flow issues:

- Debt prepayment or debt extinguishment costs.
- Settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing.
- Contingent consideration payments made after a business combination.
- Proceeds from the settlement of insurance claims.
- Proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies.
- Distributions received from equity method investees.
- Beneficial interests in securitization transactions.

· Separately identifiable cash flows and application of the predominance principle.

For public business entities, the guidance in the ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted for all entities. Entities must apply the guidance retrospectively to all periods presented but may apply it prospectively from the earliest date practicable if retrospective application would be impracticable. The Company is currently evaluating the impact on its consolidated financial statements of adopting this guidance.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent accounting pronouncements not yet adopted - continued

In November 2016, the FASB issued a new pronouncement, ASU 2016-18, which amends ASC 230 to add or clarify guidance on the classification and presentation of restricted cash in the statement of cash flows. Key requirements of the ASU are as follows:

- An entity should include in its cash and cash-equivalent balances in the statement of cash flows those amounts that are deemed to be restricted cash and restricted cash equivalents. The ASU does not define the terms “restricted cash” and “restricted cash equivalents” but states that an entity should continue to provide appropriate disclosures about its accounting policies pertaining to restricted cash in accordance with other GAAP. The ASU also states that any change in accounting policy will need to be assessed under ASC 250.

- A reconciliation between the statement of financial position and the statement of cash flows must be disclosed when the statement of financial position includes more than one line item for cash, cash equivalents, restricted cash, and restricted cash equivalents.

- Changes in restricted cash and restricted cash equivalents that result from transfers between cash, cash equivalents, and restricted cash and restricted cash equivalents should not be presented as cash flow activities in the statement of cash flows.

- An entity with a material balance of amounts generally described as restricted cash and restricted cash equivalents must disclose information about the nature of the restrictions.

For public business entities, the amendments are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact on its consolidated financial statements of adopting this guidance.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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3. SIGNIFICANT RISKS AND UNCERTAINTIES

Foreign currency risk

The RMB is not a freely convertible currency. The State Administration for Foreign Exchange, under the authority of the People's Bank of China, controls the conversion of RMB into foreign currencies. The value of the RMB is subject to changes in central government policies and to international economic and political developments affecting supply and demand in the China Foreign Exchange Trading System market. Cash and cash equivalents of the Company included aggregate amounts of $28,962 and $29,027 at December 31, 2015 and 2016, respectively, which were denominated in RMB.

Concentration of credit risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash, cash equivalents, term deposits, short-term investment, accounts receivable, financing receivable and amounts due from related parties. The Company places their cash, cash equivalents, term deposits and short-term investment, with financial institutions with high-credit ratings and quality. The Company conducts credit evaluations of customers in online advertising and internet finance business, and requires collateral or other security from the customers for certain of the financing receivable as described in Note 6.

There were no customers that accounted for 10% or more of total net revenue for the years ended December 31, 2014, 2015 and 2016.

There was one customer who accounted for 13% of the balance of accounts receivable as of December 31, 2016. No other customers accounted for 10% or more of the balance of accounts receivable or financing receivable as of December 31, 2015 and 2016.

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4. DISCONTINUED OPERATIONS

4.1 Deconsolidation of Nuomi Inc. and its subsidiaries

Nuomi Inc. and its subsidiaries (collectively the "Nuomi") primarily provided deep-discount localized social commerce services and products through Nuomi.com to Nuomi users. Entertainment, dining, health and beauty services made up the majority of its social commerce deals.

On August 23, 2013, the Company, Baidu Holdings Limited ("Baidu") and Nuomi Inc., entered into a share purchase agreement whereby Baidu would purchase the newly issued shares of Nuomi Inc.. On a fully-diluted basis, upon the completion of the transaction on October 26, 2013, the Company's ownership of Nuomi Inc. was reduced to 31.61%. As a result, from October 26, 2013, the Company no longer retained power of control over Nuomi and accordingly deconsolidated Nuomi's financial statements from the Company's consolidated financial statements.

On October 26, 2013, the Company used the equity method to account for the investment in Nuomi Inc. amounting to $63,626, which represented the fair value of 31.61% equity interest in Nuomi Inc. and was determined by the Company with the assistance of an independent valuation firm.

In February 2014, the Company sold the remaining 31.61% equity interest in Nuomi Inc. to Baidu in the amount of $68,066 with a gain of $56,993 (see Note 7).

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4. DISCONTINUED OPERATIONS- continued

4.2 Deconsolidation of Qianjun Technology

On October 28, 2014, the Company, the nominee shareholder of Qianjun Technology and a subsidiary of Sohu.com ("Sohu"), entered into a share purchase agreement, whereby Sohu would acquire 100% ownership of Qianjun Technology in the amount of $25,000, of which $21,831 was related to the repayment of intercompany loan provided by the Company to Qianjun Technology.

Upon the completion of the change of commerce registration, on December 1, 2014, the Company no longer retained power of control over Qianjun Technology and accordingly deconsolidated Qianjun Technology's financial statement from the Company's consolidated financial statements.

On December 1, 2014, the Company calculated a gain regarding such disposition as follows:

	Note	As of December 1, 2014
The proceeds		$ 25,000
Less: The repayment of intercompany loan provided by the Company		21,831
Net consideration		3,169
Less: Cash and cash equivalents		168
Other current assets		3,654
Property and equipment, net		2,347
Intangible assets, net		11,509

Goodwill		13,652
Other non-current assets		78
Income tax payable		(426)
Current liabilities		(8,426)
Amount due to Sohu related to the repayment of intercompany loan		(21,831)
Net assets of Qianjun Technology		725
Less: Transaction related cost	(i)	1,955
Gain on deconsolidation of Qianjun Technology		$ 489

(i) The transaction related cost represents the incremental cost resulting from the acceleration of the vesting of the nonvested restricted shares, which were granted to the employee of Qianjun Technology, to be fully vested on the disposition day (see Note 16).

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4. DISCONTINUED OPERATIONS- continued

4.3 Disposition of Online Gaming

On November 19, 2015, the Company reached a resolution to dispose of its Online Gaming which was subsequently sold in March 2016 for a gross consideration of $17,500, of which $7,500 was related to the repayment of intercompany loans provided by the Company to its Online Gaming business. The disposal of the Online Gaming represented a strategic shift and has a major effect on the Company's result of operations. Accordingly, assets, liabilities, revenues and expenses and cash flows related to the Online Gaming entities have been reclassified in the accompanying consolidated financial statements as discontinued operations for all periods presented. Additionally, long-lived assets classified as held for sale as of December 31, 2015 were measured at the lower of their carrying amount or fair value less cost to sell.

From March 31, 2016, the Company no longer retained power of control over Online Gaming and accordingly deconsolidated the Online Gaming's financial statement from the Company's consolidated financial statements.

On March 31, 2016, the Company calculated a gain regarding such disposition as follows:

	As of March 31, 2016
The proceeds	$ 17,500
Less: The repayment of intercompany loan provided by the Company	7,500
Net consideration	10,000

Less: Cash and cash equivalents	15,982
Prepaid expenses and other current assets	2,737
Property and equipment, net	194
Intangible assets, net	263
Other non-current assets	1,508
Accounts payable	(1,209)
Accrued expenses and other current liabilities	(7,062)
Amount due to the Company	(7,500)
Deferred revenue	(3,677)
Net assets of Online Gaming	1,236
Less: Tax expenses	454
Gain on deconsolidation of Online Gaming	$ 8,310

RENREN INC.

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4. DISCONTINUED OPERATIONS- continued

4.3 Disposition of Online Gaming - continued

The condensed cash flow of Online Gaming were as follows for the years ended December 31, 2014, 2015 and 2016:

	Years ended December 31,		
	2014	2015	2016
Net cash provided by (used in) operating activities	$13,404	$(10,164)	$11,171
Net cash (used in) provided by investing activities	$(1,668)	$(1,304)	$25

The operating results from discontinued operations included in the Company's consolidated statement of operations were as follows for the years ended December 31, 2014, 2015 and 2016.

	Years ended December 31,				
	2014			2015	2016
	Nuomi Inc.	Qianjun Technology	Renren Games	Renren Games	Renren Games
Major classes of line items constituting pretax profit (loss) of discontinued operations					
Net revenues	-	$ 6,822	$ 36,286	$ 17,071	$ 1,699
Cost of revenues	-	(15,361)	(13,309)	(9,426)	(871)
Selling, research and development, and general and administrative expenses	-	(11,018)	(16,534)	(6,362)	(485)

Impairment of intangible assets	-	(13,536)	(714)	-	-
Other income and expenses that are not major	-	1,963	(2,114)	1,181	150
(Loss) income from the operations of the discontinued operations, before income tax	-	(31,130)	3,615	2,464	493
Income tax benefit (expenses)	-	321	-	(944)	(102)
(Loss) income from the operations of the discontinued operations, net of tax	-	(30,809)	3,615	1,520	391
Gain on deconsolidation of the subsidiaries, net of tax	-	489	-	-	8,310
Gain on disposal of equity method investment, net of tax	56,993	-	-	-	-
Gain (loss) from the discontinued operations, net of tax	$56,993	$(30,320)	$ 3,615	$ 1,520	$ 8,701

All notes to the accompanying consolidated financial statements have been retrospectively adjusted to reflect the effect of the discontinued operations, where applicable.

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5. ACCOUNTS RECEIVABLE

Accounts receivable consists of the following:

	As of December 31,	
	2015	2016
Accounts receivable	$ 7,296	$ 7,541
Allowance of doubtful accounts	(3,252)	(2,839)
Accounts receivable, net	$ 4,044	$ 4,702

Accounts receivable mainly represent amounts earned under advertising contracts at the respective balance sheet dates. These amounts become billable according to the contract term.

Movement of allowance for doubtful accounts is as follows:

	As of December 31,		
	2014	2015	2016
Balance at beginning of year	$1,143	$2,946	$3,252
Charge to expenses	2,090	788	(205)
Transferring out as a result of deconsolidation of subsidiaries	(247)	-	-
Exchange difference	(40)	(482)	(208)
Balance at end of year	$2,946	$3,252	$2,839

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6. FINANCING RECEIVABLE

Financing receivable consists of the following:

	As of December 31,	
	2015	2016
Current financing receivable		
Used automobile financing	$72,269	$277,684
Financing for installment sales	27,702	11,205
Other financing	47,833	27,775
Net deferred origination costs	209	176
Less allowance for financing receivable	(3,556)	(15,067)
Current financing receivable, net	$144,457	$301,773
Long-term financing receivable		
Used automobile financing	$-	$53
Financing for installment sales	3,112	324
Other financing	12,188	-
Less allowance for long-term financing receivable	(27)	(47)
Long-term financing receivable, net	$15,273	$330

Financing receivable mainly represent both the principal and financing income receivable associated with the respective financing services expected to be collected from the individuals or companies receiving financing under the internet finance business at the respective balance sheet dates.

Used automobile financing is secured with pledged assets, which are used automobiles with value not less than the financing receivable. Other financing includes financing receivables related to rental financing provided to individuals referred by rental agents as well as micro cash financing to college students.

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6. FINANCING RECEIVABLE - continued

The following table presents nonaccrual financing receivable as of December 31, 2015 and 2016, respectively.

	As of December 31,	
	2015	2016
Used automobile financing	$ 432	$ 3,352
Financing for installment sales	2,977	6,817
Other financing	174	4,945
	$ 3,583	$ 15,114

The following table presents the aging of financing receivable as of December 31, 2016.

	0-90 days aging	over 90 days aging	total financing receivable
Used automobile financing	$275,007	2,730	$277,737
Financing for installment sales	4,712	6,817	11,529
Other financing	23,734	4,041	27,775
	$303,453	$13,588	$317,041

The following table presents the aging of financing receivable as of December 31, 2015.

	0-90	over 90	total

	days aging	days aging	financing receivable
Used automobile financing	$72,269	-	$72,269
Financing for installment sales	27,837	2,977	30,814
Other financing	59,847	174	60,021
	$159,953	$3,151	$163,104

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6. FINANCING RECEIVABLE - continued

Movement of allowance for financing receivable is as follows:

	As of December 31,	
	2015	2016
Balance at beginning of year	-	$ (3,583)
Charge to cost of revenues	(3,665)	(12,436)
Write off of financing receivable	-	119
Exchange difference	82	786
Balance at end of year	$ (3,583)	$ (15,114)

7. PREPAID EXPENSES AND OTHER CURRENT ASSETS

		As of December 31,	
	Note	2015	2016
Advances to suppliers		$ 799	$ 721
Prepaid expenses		4,194	2,341
Deposits		1,462	4,259
Loan to third parties		2,369	1,261
Receivable related to the disposition of equity method investment in Nuomi	(i)	18,460	-
Funds receivable	(ii)	12,220	4,495
Receivable from brokers	(iii)	4,879	5,853
Other current assets		5,938	1,819
Total		$ 50,321	$ 20,749

(i) As described in Note 4.1, in February 2014, the Company sold the remaining 31.61% equity interest in Nuomi to Baidu in the amount of $68,066, of which $49,606 was received in fiscal year 2014 and the remaining $18,460 was collected in March 2016.

(ii) Funds receivable mainly represents balances paid by individuals for repayments of financing on Renren Fenqi as well as amounts paid by investors for investments made on Renren Licai that are held at a third party electronic payment service provider as of December 31, 2015 and 2016. The balances were collected subsequent to year-end.

(iii) Receivable from brokers represents cash provided to brokers who hold the cash on behalf of the Company. The cash has not been used to purchase any securities and accordingly is recorded as a receivable.

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8. SHORT-TERM INVESTMENTS

Short-term investments comprise of marketable securities which are classified as trading and available-for-sale, and derivative financial instruments that are regarded as assets.

Trading securities

The following is a reconciliation of the beginning and ending balances for trading securities during the year ended December 31, 2016.

	As of December 31, 2015	Purchase	Sale	Gains (losses)	Exchange loss	As of December 31, 2016
Equity securities	$ 264	$ 1,179	$ 1,367	$ (73)	$ (3)	-
Corporate bonds	$ 741	119	833	(9)	(18)	-
Funds	$ 1,856	18,404	19,906	121	(64)	$ 411
Futures	$ (3)	-	526	538	(10)	$ (1)
Total	$ 2,858	$ 19,702	$ 22,632	577	$ (95)	$ 410

Available-for-sale securities

As of December 31, 2015 and 2016, the Company did not hold any short-term available-for-sale securities investments.

The following table provides additional information on the realized gains and losses in relation to the sales of available-for-sale securities for the years ended December 31, 2014, 2015, and 2016. For the purpose of determining gross realized gains or losses, the initial cost of securities sold was based on specific identification.

		Year ended December 31, 2014			Year ended December 31, 2015			Year ended December 31, 2016		
	Note	Proceeds	Initial costs	Gains	Proceeds	Initial costs	Gains	Proceeds	Initial costs	Gains
Equity securities	(i)	$352,733	$177,633	$175,100	$62,704	$59,136	$3,568	-	-	-
Corporate bonds		62,795	62,713	82	-	-	-	-	-	-
Total		$415,528	$240,346	$175,182	$62,704	$59,136	$3,568	-	-	-

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

8. SHORT-TERM INVESTMENTS - continued

Available-for-sale securities - continued

(i) *Equity securities*

During the years ended December 31, 2014, 2015 and 2016, the Company purchased and sold several stocks and recorded $175,100, $3,568 and $nil of gain in the consolidated statements of operations. In addition, the Company received stock dividends of $157 and $nil in the years ended December 31, 2015 and 2016, respectively, and recognized these as realized gain of short-term investments.

Derivative financial instruments

The Company used derivative financial instruments in the forms of interest rate swap contracts, interest rate swaption contracts and a series of equity contracts and included these derivative instruments in its trading portfolio.

Such derivative instruments were not designated or qualified as hedging instruments, and accordingly were accounted for by fair value at each period end through the statement of operations.

The following table provides additional information of the fair value of each financial instruments at year end and of the realized gains or losses during the reporting periods.

Realized Gains/(Losses)

	Assets (Liability) Derivatives as of December 31,		for the years ended December 31,		
	2015	2016	2014	2015	2016
Derivatives not designated as hedging instruments:					
Interest rate swaption-2013 batch	-	-	$ (1,302)	-	-
Interest rate swaption-2014 batch	10	-	(38,383)	(1,927)	(10)
Interest rate swap	(249)	-	(363)	(63)	(15)
Short call	-	-	10,919	-	-
Long call	-	-	(6,141)	-	-
Short put	-	-	(1,697)	-	-
H-Share Index Call Option	-	-	-	(59,554)	-
FXI UP Call Option	-	-	-	(39,100)	-
Total	$ (239)	-	$ (36,967)	$ (100,644)	$ (25)

RENREN INC.

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9. LONG-TERM INVESTMENTS

	Note	As of December 31, 2015	2016
Equity method investments:			
Social Finance Inc. ("SoFi")	(i)	$235,920	$231,952
Eall (Tianjin) Network Technology Co., Ltd. ("Eall Network")	(xvi)	-	18,137
Hayman Credes Offshore Fund, LP ("Hayman")	(ii)	29,678	-
Rise Companies Corp. ("Rise")	(iii)	15,144	14,326
Golden Axe	(iv)	1,143	16,243
Others	(v)	90,832	77,068
Total equity method investments		372,717	357,726
Cost method investments:			
Hylink Advertising Co., Ltd. ("Hylink")	(vi)	2,315	2,161
StoreDot Ltd. ("StoreDot")	(vii)	10,001	10,001
GoGo Tech Holdings Limited ("GoGo")	(viii)	16,100	11,127
Motif Investing Inc. ("Motif")	(ix)	40,000	7,700
LendingHome Corporation ("LendingHome")	(x)	65,843	65,843
Credit Shop Inc. ("Credit Shop")	(xi)	15,000	35,000
Eunke Technology Ltd. ("Eunke")	(xii)	25,000	25,000
Others	(xiii)	31,456	37,605
Total cost method investments		205,715	194,437
Held-to-maturity investments:			
SoFi Loan Notes.	(xiv)	5,879	-
Available-for-sale investments:			
Snowball Finance Inc. ("Snowball")	(xv)	35,534	36,337
Eall Technology Limited ("Eall")	(xvi)	20,829	2,892
268V Limited	(xvii)	98,782	24,170

Omni Prime Inc. ("Omni")	(xviii)	28,866	27,053
Zhu Chao Holding Company Limited ("Zhu Chao")	(xix)	15,000	18,722
Others	(xx)	26,767	34,011
Total available-for-sale investments		225,778	143,185
Warrant:			
Warrant of Snowball	(xv)	901	-
Total long-term investments		$810,990	$695,348

RENREN INC.

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9. LONG-TERM INVESTMENTS - continued

Equity method investments

(i) In September 2012, March 2014, January 2015, and October 2015, the Company entered into agreements to purchase 5,573,719 Series B Preferred Shares, 6,020,695 Series D Preferred Shares, 2,361,116 Series E Preferred Shares and 9,507,933 Series F Preferred Shares issued by SoFi at a price of $8.791258 per Series B Share, $3.453 per Series D Share, $9.4578 per Series E Share and $15.7763 per Series F Share for a total consideration of $242,120. In November 2012, SoFi split 1 Series B Preferred Share into 4 Series B Preferred Shares and the Company held 22,294,876 Series B Preferred Shares after that. The Company held 21.20% and 21.06% equity interest of SoFi as of December 31, 2015 and 2016, respectively and recognized its share of gain in SoFi of $3,902 and loss of $3,968 for the years ended December 31, 2015 and 2016, respectively. In April 2017, the Company disposed 5,719,986 preferred shares of SoFi for total net proceeds of $91,926.

(ii) In December 2014, the Company invested $30,000 in Hayman which is a Cayman Islands exempted limited partnership and served as a limited partner. The Company recognized its share of loss of $322 and $157 for the years ended December 31, 2015 and 2016, respectively. From February to April 2016, the Company withdrew all of its investment in Hayman and received total proceeds of $29,521.

(iii) In April 2014, the Company entered into an agreement to purchase 7,856,395 Series A Preferred Shares issued by Rise at a price of $2.1872 per share for a total consideration of $17,183. The Company held 25.30% equity interest of Rise as of December 31, 2016 and recognized its share of loss of $882 and $818 for the years ended December 31, 2015 and 2016, respectively.

(iv) In January 2015, the Company entered into an agreement to purchase 2,000,000 Ordinary Shares and 26,081,176 Series B Preferred Shares issued by Golden Axe Inc. for a total consideration of $18,943 (the "Consideration"). The Company paid $1,143 in December 2015 and $7,167 of the Consideration was settled by both paying cash and forgiving previous loans provided to Golden Axe Inc. in January 2016, at which point, $10,633 of the Consideration remained outstanding. In 2016, concurrent with a restructuring of Golden Axe, the Company

entered into a subsequent agreement to acquire 20.46% equity interest of a related entity, Shenzhen Golden Axe Co, Ltd. (collectively with Golden Axe Inc., "Golden Axe"), for the remainder of the Consideration of $10,633. As a result, the Company held 20.46% equity interest of Golden Axe as of December 31, 2016 and recognized its share of loss of $nil and $2,275 for the years ended December 31, 2015 and 2016, respectively.

(v) Others represents other equity method investments with individual carrying amounts less than $15,000 as of December 31, 2015 and 2016, respectively.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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9. LONG-TERM INVESTMENTS - continued

Equity method investments **-** continued

In August 2015, the Company disposed of all its investment in Japan Macro Opportunities Offshore Partners, LP ("JMOOP"), which was previously accounted for as an equity method investment. JMOOP's audited financial statements for the year ended December 31, 2014 as well as the unaudited financial statements for the year ended December 31, 2015 are included at the end of this annual report in accordance with Regulations S-X Rule 3-09. The unaudited financial statements for the year ended December 31, 2015 is not reflective of the Company's ownership period of JMOOP during the year ended December 31, 2015. The summarized financial information below is reflective of the Company's ownership period of JMOOP.

The summarized financial information for all of the Company’s equity method investments were as follows:

	As of December 31,	
	2015	2016
Total current assets	$2,606,921	$7,176,015
Total assets	$2,753,244	$7,250,680
Total current liabilities	$1,144,880	$5,200,536
Total liabilities	$1,220,771	$5,340,139
Noncontrolling interests	$-	$443,885

	For the years ended December 31,		
	2014	2015	2016
Net revenues	$117,896	$199,069	$406,686

Gross profits	$104,908	$167,512	$351,782
Income (loss) from continuing operations	$36,157	$(58,658)	$(25,455)
Net income (loss)	$36,157	$(58,658)	$(25,455)

Cost method investments

(vi) In April 2011, the Company acquired 2% equity interest of Hylink at total cash consideration of $2,381. Hylink is mainly engaged in advertising agency service. The Company was not able to exercise significant influence over the operating and financial decisions of Hylink, and thus the Company used the cost method to account for its investment.

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

9. LONG-TERM INVESTMENTS - continued

Cost method investments – continued

(vii) In August 2014, the Company entered into an agreement to purchase Series B Preferred Shares issued by StoreDot at total cash consideration of $10,001 and held 6.06% equity interest of StoreDot. The Company was not able to exercise significant influence over the operating and financial decisions of StoreDot, and thus the Company used the cost method to account for its investment.

(viii) In November 2014, the Company entered into an agreement to acquire 10% equity interest of GoGo for a total consideration of $8,100. In May 2015, June 2015 and May 2016, the Company acquired additional equity interest of GoGo for a total consideration of $5,000, $3,000 and $500, respectively. The Company held 13.89% and 10.48% equity interest of GoGo as of December 31, 2015 and 2016, respectively. The Company was not able to exercise significant influence over the operating and financial decisions of GoGo, and thus the Company used the cost method to account for its investment. As of December 31, 2016, as a result of a decrease in fair value of GoGo from its new financing in 2016, the Company performed an impairment analysis and recognized an OTTI loss of $5,473 in 2016. In determining the fair value of the investment in GoGo, the Company applied the market approach using unobservable inputs, such as a lack of marketability discount and probability weighting for each scenario including liquidation, redemption and an initial public offering.

(ix) In January 2015, the Company entered into an agreement to purchase 5,579,734 Series E Preferred Shares issued by Motif for a total consideration of $40,000 and held 10% equity interest of Motif as of December 31, 2015. The Company was not able to exercise significant influence over the operating and financial decisions of Motif, and thus the Company used the cost method to account for its investment. As of December 31, 2016, as a result of a failure to achieve its business plan and deterioration of the Company's results, the Company performed an impairment analysis and recognized an OTTI loss of $32,300 in 2016. In determining the fair value of the investment in Motif, the Company applied the asset-based approach using unobservable inputs, such as a lack of marketability discount and probability weighting for each scenario including liquidation and an initial public offering.

(x) In March 2015, the Company entered into an agreement to purchase 6,153,999 Series C Preferred Shares issued by LendingHome for a total consideration of $65,843 and held 14.72% equity interest of LendingHome as of December 31, 2015. The Company was not able to exercise significant influence over the operating and financial decisions of LendingHome, and thus the Company used the cost method to account for its investment.

(xi) In January 2015, the Company acquired 204,471 Series A Preferred Shares issued by Credit Shop at a price of $73.36 for a total consideration of $15,000. Additionally, the parties also reached an agreement, whereby the Company would provide a revolving line of credit up to $15,000 to Credit Shop. That agreement also included an option whereby the Company or Credit Shop have the option to convert the full $15,000 revolving line into Series A Preferred Shares of Credit Shop. Prior to or in conjunction with the exercise of the option, the Company is required to have fully funded the $15,000 revolving loan. Additionally, upon the exercise of the option, the Company is also required to purchase additional Series A Preferred Shares from Credit Shop in the amount of $5,000.

Such option is not legally detachable or transferable and therefore was not separately accounted. In December 2015, Credit Shop exercised the option; the Company therefore purchased $20,000 of Series A Preferred Shares in February 2016. As of December 31, 2016, the Company held 40.99% equity interest of Credit Shop. The Company accounted for the investment under the cost method given that such shares have substantive liquidation preference over ordinary shares and are not considered in-substance common stock.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

9. LONG-TERM INVESTMENTS - continued

Cost method investments – continued

(xii) In March 2015, the Company entered into an agreement to purchase 4,770,131 Series B Preferred Shares issued by Eunke for a total consideration of $25,000, and held 21.9% equity interest of Eunke as of December 31, 2015. The Company accounted for the investment under the cost method given that such shares have substantive liquidation preference over ordinary shares and are not considered in-substance common stock.

(xiii) Others represents other cost method investments with individual carrying amount less than $10,000 as of December 31, 2015 and 2016, respectively.

Held-to-Maturity investments

(xiv) In July 2012, the Company entered into a note purchase agreement with SoFi Lending Corp., a subsidiary of SoFi, to purchase $10,000 SoFi Loan Notes issued by SoFi Lending Corp. The loan has a maturity date of July 3, 2032 and a fixed annual interest rate of 4% with no redemption feature. The Company had the positive intent and ability to hold the investments to maturity. In December 2016, SoFi Lending Corp. elected to repay the SoFi Loan Notes in advance, and the Company therefore received all the remaining principal and earned interest in cash. The Company received repayments, including return of the principal of $984, $5,879 and earned interest of $181, $166 from SoFi Lending Corp. for the years ended December 31, 2015 and 2016.

Available-for-sale investments

Long-term available-for-sale investments represent convertible redeemable preferred shares and convertible debt. As of December 31, 2015 and 2016, the Company held following long-term available-for-sale investments:

	As of December 31, 2016				As of December 31, 2015		
	Cost	Gross unrealized gains	Other-than -temporary impairment	Fair value	Cost	Gross unrealized gains	Fair value
Convertible redeemable preferred shares	$172,928	$ 16,387	$ (50,830)	$ 138,485	$ 183,644	$ 35,634	$ 219,278
Convertible debt	4,700	-	-	4,700	6,500	-	6,500
Total	$ 177,628	$ 16,387	$ (50,830)	$ 143,185	$ 190,144	$ 35,634	$225,778

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

9. LONG-TERM INVESTMENTS - continued

Available-for-sale investments - continued

(xv) In November 2014, the Company acquired 35,040,427 Series C Preferred Shares issued by Snowball at a price of $0.9988 per share. As part of the acquisition, the Company received a detachable preferred share warrant, exercisable within 2 years of the share acquisition, to (1) purchase additional up to 8,872,590 Series C Preferred Share at a price of $1.6906 per share; (2) if Snowball issued subsequent equity securities, purchase such subsequent equity securities at a price amounting to the lower of $1.6906 and the per share price paid by investors purchasing such subsequent equity securities. The total consideration for the purchase of Series C Preferred Shares and warrant was $34,998, of which $901 was allocated to the value of warrant based on its fair value at the acquisition date. The Company did not exercise the warrant and it expired in September 2016. As a result, the Company recorded a loss of $901.

The Company has determined that the Series C Preferred Shares are redeemable at the option of the investors according to the redemption terms further included below:

(1) Each holder of the preferred shares then outstanding may require Snowball to redeem all but not less than all of the then outstanding preferred shares held by such requesting holder, at any time after the earliest of (i) five years from the issuance of the preferred shares if there is no firm commitment underwritten registered public offering of the shares or other securities of Snowball, (ii) any material adverse change in the regulatory environment, or (iii) any material breach by Snowball and/or the founders of Snowball of the preferred share purchase agreements, the shareholders' agreement, the Amended Memorandum and Articles of Snowball, or other relevant agreements and documents.

(2) The redemption price per preferred share shall be the sum of the original issue price (as adjusted) and all declared but unpaid dividends, plus an assumed 8 percent compounded per annum return for each year the preferred shares were outstanding.

As such, the Company determined that the shares are debt securities in nature and accounted for those as available-for-sale securities. Unrealized holding gains of $1,437 and $803 were reported in other comprehensive income for the years ended December 31, 2015 and 2016, respectively.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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9. LONG-TERM INVESTMENTS - continued

Available-for-sale investments - continued

(xvi) In September 2014, the Company entered into an agreement to purchase 5,321,428 Series B-1 Preferred Shares and 649,351 Series B-2 Preferred Shares issued by Eall at a price of $3.08 per Series B-1 share and $2.62 per Series B-2 share for a total consideration of $18,090. In July 2015, the Company purchased an additional 652,598 Series B-1 Preferred Shares at a price of $3.08 per Series B-1 share for a total consideration of $2,010. The Company has determined that all of the purchased shares are redeemable at the option of the investors according to the redemption terms further included below:

(1) Each holder of the then outstanding preferred shares may require that Eall redeem all or part of the preferred shares then outstanding, on or after the earlier of (i) January 1, 2019, or (ii) the occurrence of any material breach or violation of any of the Memorandum and Articles of Eall, the preferred share purchase agreements, the shareholders agreement, and other relevant agreements and documents and/or the applicable laws by Eall or any direct or indirect holder of the ordinary shares of Eall.

(2) The redemption price per preferred share shall be the amount equal to 100 percent of the original issue price, plus all accrued or declared but unpaid dividends on such preferred shares (subject to adjustments for share split, share dividend, reclassification or other similar events).

As such, the Company determined that they are debt securities in nature and accounted for those as available-for-sale securities.

In July 2016, Eall conducted a restructuring such that the Company ultimately held a 20.4% investment in both Eall and Eall Network, a shell company controlled by the founding shareholders of Eall. The Company still accounted the investment in Eall as available-for-sale investment as there were no changes to the nature and redemption rights of the investment and recorded its investment at fair value as of December 31, 2016.

Additionally, the Company accounted for its investment in Eall Network as an in-substance common stock investment over which the Company could exercise significant influence. As a result, the Company recorded its investment in Eall Network as an equity method investment at $17,937 based on the fair value of the investment at the time of the restructuring. The Company recognized its share of loss of $200 related to its investment in Eall Network for the year ended December 31, 2016.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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9. LONG-TERM INVESTMENTS - continued

Available-for-sale investments - continued

(xvii) In January 2015, the Company entered into an agreement to purchase 64,281,655 Series D Preferred Shares issued by 268V Limited for a total consideration of $75,000. The Company has determined that the Series D Preferred Shares are redeemable at the option of the investors according to the redemption terms further included below:

(1) At the option of a holder of the preferred shares, 268V Limited shall redeem all, or any, of the outstanding preferred shares held by the requesting holder, at any time after the earliest of (i) the date that there is a material breach by 268V Limited or by any direct or indirect owners of the ordinary shares of 268V Limited, of the preferred share purchase agreements, the shareholder agreement, the restated Articles, and other relevant agreements and documents, (ii) any material adverse change in the regulatory environment that will cause the agreements that provide 268V Limited the control over its variable interest entity to be invalid or unenforceable, or (iii) the failure by 268V Limited to complete a firm underwritten public offering of the shares or other equity securities within five years from the issuance date of the preferred shares.

(2) The redemption price shall be equal to the greater of (i) an amount equal to the sum of the original issue price (as adjusted), plus an assumed 12 percent compounded per annum return for each year the preferred shares were outstanding, and all declared but unpaid dividends thereon up to the date of redemption or (ii) the fair market value of each preferred share.

As such, the Company determined that they are debt securities in nature and accounted for those as available-for-sale securities. As of December 31, 2016, as a result of a decrease in fair value of 268V Limited from its new financing in 2016, the Company performed an impairment analysis and recognized an OTTI loss of $50,830 in 2016. In determining the fair value of the investment in 268V Limited, the Company applied the market approach using unobservable inputs, such as a lack of marketability discount and probability weighting for each scenario including liquidation, and initial public offering. Unrealized holding gains of $23,782 and $nil were reported in other comprehensive income for the year ended December 31, 2015 and 2016, respectively.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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9. LONG-TERM INVESTMENTS - continued

Available-for-sale investments – continued

(xviii) In July 2015 and March 2016, the Company purchased 14,727,541 Series B Preferred Shares and 510,248 shares of Series B++ Preferred Shares issued by Omni at the price of $1.358 per Series B Preferred Share and $1.96 per Series B++ Preferred Share for a total consideration of $21,000, respectively. The Company has determined that the Series B Preferred Shares and Series B++ Preferred Shares are redeemable at the option of the investor according to the redemption terms further included below:

(1) If so requested by any holder of the preferred shares, Omni shall redeem all or part of such outstanding preferred shares, at any time after the earliest of (i) July 30, 2021, if Omni has not consummated an underwritten public offering of its ordinary shares, (ii) any change of laws or policy with respect to the validity of the agreements that provide Omni with control over its variable interest entity, (iii) any competent governmental authority having determined that it is illegal for Omni to carry on its business as conducted and as proposed to be conducted in accordance with applicable laws, regulations, policies or discretion of competent governmental authorities, and Omni has been unable to carry on such business for at least 3 consecutive months due to such determination or (iv) any material breach by Omni and/or its founders of the preferred share purchase agreements, shareholder agreement or relevant agreements and documents.

(2) The price at which each preferred share shall be redeemed shall be equal to the greater of (i) 150 percent of the original issue price of such preferred shares and (ii) the fair market value of such preferred shares.

As such, the Company determined that they are debt securities in nature and accounted for those as available-for-sale securities. Unrealized holding gains of $8,866 and loss of $2,813 were reported in other comprehensive income for the year ended December 31, 2015 and 2016, respectively.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(In thousands of US dollars, except share data and per share data, or otherwise noted)

9. LONG-TERM INVESTMENTS - continued

Available-for-sale investments – continued

(xix) In January 2015, the Company entered into an agreement to purchase 1,553,566 Series A Preferred Shares issued by Zhu Chao for a total consideration of $15,000. The Company has determined that the Series A Preferred Shares are redeemable at the option of the investor according to the redemption terms further included below:

(1) Each holder of the then outstanding preferred shares is entitled to request Zhu Chao to redeem all or part of its outstanding preferred shares on or after the earliest of (i) August 10, 2020, if there has been no firm commitment underwritten public offering of the ordinary shares of Zhu Chao, (ii) the last date of the three-month period commencing from the delivery of notice of the occurrence of any PRC regulatory development by the majority preferred shareholders to Zhu Chao, if, during such three-month period, the ordinary shareholders of Zhu Chao have failed to devise a feasible alternative legal structure reasonably satisfactory to the majority preferred shareholders that will give effect to the rights and preferences of the preferred shareholders under the Memorandum and Articles of Zhu Chao, the preferred share purchase agreement, the shareholder agreement and other relevant agreements and documents ("Zhu Chao Transaction Agreements"), as closely as possible, or (iii) the occurrence of any material breach by Zhu Chao or any holder of the ordinary shares of Zhu Chao of any of the Zhu Chao Transaction Agreements.

(2) The redemption price per preferred share shall be the amount equal to 200 percent the original issue price of the preferred share, plus all accrued or declared but unpaid dividends on such preferred share.

As such, the Company determined that they are debt securities in nature and accounted for those as available-for-sale securities. Unrealized holding gains of $nil and $3,722 were reported in other comprehensive income for the year ended December 31, 2015 and 2016, respectively.

(xx)

Others represents other long-term available-for-sale investments with individual carrying amount less than $10,000 as of December 31, 2015 and 2016, respectively.

The fair value of long-term available-for-sale investments as measured is further discussed in Note 15.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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10. PROPERTY AND EQUIPMENT, NET

	As of December 31,	
	2015	2016
Building	$32,142	$29,989
Computer equipment and application software	22,861	18,724
Furniture and vehicles	163	137
Leasehold improvements	1,343	775
	$56,509	$49,625
Less: Accumulated depreciation	$(23,130)	$(20,869)
Less: Accumulated impairment loss	(90)	(90)
	$33,289	$28,666

Depreciation expense from continuing operations was $11,966, $7,338 and $2,626 and from discontinued operations was $5,379, $1,500 and $52, for the years ended December 31, 2014, 2015 and 2016, respectively.

No impairment loss was incurred for the years ended December 31, 2014, 2015 and 2016, respectively.

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11. SHORT-TERM DEBT AND LONG-TERM DEBT

Short-term debt

	Note	As of December 31, 2015	2016
East West Bank	(i), (ii), (iv)	$106,919	$30,000
Bank of Shanghai	(iii)	-	7,202
Total		$106,919	$37,202

(i) In April 2015, the Company entered into an agreement with the East West Bank through which the Company was granted a line of credit of $15,437 for one year. The Company has drawn $6,919 as of December 31, 2015. The loan bears 95% of the People's Bank of China interest rate and is repayable within one year or earlier at the discretion of the Company. In April 2016, the Company extended the line of credit agreement for an additional year until July 1, 2017 with other terms unchanged. In July 2016, the Company repaid the entire loan.

(ii) In December 2015, the Company entered into a short-term loan agreement with East West Bank for $100,000. The cash receipt was restricted as to withdrawal and usage until the maturity date of the loan. The loan borne an annual interest rate of the greater of 3.25% or the prime rate published in the Money Rates section of the Western Edition of The Wall Street Journal and has a loan period of 45 days. The loan was repaid by the Company in February 2016.

(iii) In November 2016, the Company entered in to a short-term loan agreement with Bank of Shanghai for $7,202. The loan bears an annual interest rate of 141.5% of the one year loan interest rate quoted by the People's Bank of China and has a loan period of six months. The Chief Operating Officer ("COO") of the Company provided joint and several liability guarantee for the loan. The Company repaid the loan in May 2017.

(iv) In December 2016, the Company entered into a short-term loan agreement with East West Bank for $30,000. The loan bears an annual interest rate equal to the one month LIBOR rate plus 1.2% and has a loan period of six month.

RENREN INC.

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11. SHORT-TERM DEBT AND LONG-TERM DEBT - continued

Long-term debt

	Note	As of December 31, 2015	2016
An asset management company	(v)	$69,468	$42,786
A trust company	(vi)	52,604	52,604
Total		$122,072	$95,390

(v) In November 2015, the Company entered into a long-term loan agreement with an asset management company to borrow $69,468 in order to finance the investment in SoFi. The loan bears an annual interest rate ranging from 12% to 16% upon certain scenarios, including a qualified public offering of SoFi during the period of the loan, and requests the pledge of certain assets of the Company consisting of building, the long-term investment in Hayman, and certain shares of SoFi owned by the Company including 4,970,573 Series B Preferred Stock, 6,020,695 Series D Preferred Stock and 2,361,116 Series E Preferred Stock. The loan in expected to be repaid within four years. The Chief Executive Officer ("CEO") of the Company provided joint and several liability guarantee for the loan. The loan can be repaid in advance at the option of the Company upon distribution from the long-term investment in one of its equity method investee, or upon approval from the asset management company. In January 2016, the Company received the notice for such distribution from the equity method investee and repaid $23,608 of the loan balance. In early 2017, the Company made a request to the asset management company for an early repayment. Such request was approved and the Company repaid the remainder of the loan before the report date.

(vi) In October 2015, the Company entered into a long-term loan agreement with a trust company to borrow $59,260 in order to finance the investment in SoFi. The loan bears an annual interest rate 6% and requests the pledge of 7,512,535 Series F Preferred Stock of SoFi owned by the Company. The loan is expected to be repaid within three years and could be extended to five years if specific revenue targets of SoFi are reached.

Additionally, the Company issued the trust company a warrant to purchase 1,502,507 Series F Preferred Stock of SoFi from the Company at a preliminary exercise price of $15.7763 per share upon occurrence of certain events within five years, including a qualified public offering of SoFi. Such warrant was considered as liability-classified warrants and separately recorded based on its fair value under the caption of "Other non-current liabilities" on the consolidated balance sheet.

The Company recognized a discount of $6,656 based on the initial fair value of the warrant as a reduction of the loan. The discount is recognized over the term of the loan using the effective interest method, based on an imputed interest rate of 9.95%.

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12. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	Note	As of December 31, 2015	2016
Employee payroll and welfare payables		$ 4,700	$ 2,800
Written put option	(i)	7,000	-
Other tax payable		6,335	7,013
Accrued professional, marketing and leasing fees		4,983	3,965
Other payables		6,270	5,902
Accrued advertising sales rebate		443	101
Total		$ 29,731	$ 19,781

(i) In December 2014, the Company wrote an option which allows Effective Space Solution ("ESS"), an equity method investee, to require an additional investment of $7,000 from the Company if the aggregate amount of pre-sale letters received by ESS from its potential clients exceeded $10,000 during the next 3 years. Such written put option was recorded based on its fair value as of December 31, 2014 and 2015. During the year ended December 31, 2015, the Company determined that its investment in ESS was fully impaired and recorded an OTTI. The Company further determined that the fair value of the written option as of December 31, 2015 approximated the amount paid by the Company in 2016 to exercise the put option given that the underlying investment was valued at $nil. In April 2016, ESS exercised the option and the Company further settled its option obligation with ESS.

13. INCOME TAXES

The Company, CIAC, Renren Gongying Inc, Link224 Inc., Renren Lianhe Holdings, Wole Inc., JiehunChina Inc., Renren Wealth Inc., Renren CRSP Holdings Inc., Renren CHYP Holdings Inc., Renren PLML Holdings Inc., Renren KURY Holdings Inc., Renren ONER Holdings Inc., Renren LSTAR Holdings Inc., Renren BLCR Holdings Inc., Renren ZHCH Holdings Inc., Renren CHRYPH Holdings Inc., Renren Study Inc., and Renren Finance Inc. are all incorporated in the Cayman Islands. They are tax-exempted under the tax laws of the Cayman Islands.

Chime Technologies, Inc. and Game USA are incorporated in the US and subject to state income tax and federal income tax at different tax rates, depending upon taxable income levels. Chime Technologies, Inc. and Game USA did not have taxable income and no income tax expense was provided for the year ended December 31, 2014, 2015 and 2016.

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13. INCOME TAXES - continued

Other subsidiaries and VIEs of the Company domiciled in the PRC were subject to 25% statutory income tax rate in the years presented.

The EIT Law includes a provision specifying that legal entities organized outside PRC will be considered residents for Chinese income tax purposes if their place of effective management or control is within PRC. If legal entities organized outside PRC were considered residents for Chinese income tax purpose, they would become subject to the EIT Law on their worldwide income. This would cause any income from legal entities organized outside PRC earned to be subject to PRC's 25% EIT. The Implementation Rules to EIT Law provide that non-resident legal entities will be considered as PRC residents if substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. reside within PRC.

Despite the present uncertainties resulting from the limited PRC tax guidance on the issue, the Company does not believe that the legal entities organized outside PRC should be characterized as PRC residents for EIT Law purposes.

Under the EIT Law and its implementation rules which became effective on January 1, 2008, dividends generated after January 1, 2008 and payable by a foreign-invested enterprise in PRC to its foreign investors who are non-resident enterprises are subject to a 10% withholding tax, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with PRC that provides for a different withholding arrangement. The Cayman Islands, where the Company is incorporated, does not have a tax treaty with PRC.

The Company's subsidiaries and VIEs located in the PRC had aggregate accumulated deficits as of December 31, 2016. Accordingly, no deferred tax liability had been accrued for the Chinese dividend withholding taxes as of December 31, 2016.

The current and deferred component of income tax expenses which were substantially attributable to the Company's PRC subsidiaries and VIEs and VIEs' subsidiaries, are as follows:

	Years ended December 31,		
	2014	2015	2016
Current income tax expense	$ 1,620	$ 3,124	$ 2,470
Deferred income tax expense	4,897	-	-
Total income tax expense	$ 6,517	$ 3,124	$ 2,470

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13. INCOME TAXES - continued

The principal components of the deferred tax assets and liabilities are as follows:

	As of December 31,	
	2015	2016
Current deferred tax assets		
Provision for doubtful accounts	$2,526	$5,339
Accrued payroll and welfare	1,175	700
Accrued liabilities-current	2,520	2,409
Less valuation allowance	(6,221)	(8,448)
Current deferred tax assets, net	$-	$-
Non-current deferred tax assets		
Excessive advertising fee-non-current	$1,415	$1,572
Excessive employee education fee-non-current	152	150
Net operating loss carry forwards	60,571	54,567
Less valuation allowance	(62,138)	(56,289)
Non-current deferred tax assets, net	$-	$-
Non-current deferred tax liabilities	$-	$-

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13. INCOME TAXES - continued

The Company operates through multiple subsidiaries and VIEs and VIEs' subsidiaries. The valuation allowance is considered on each individual entity basis. The subsidiaries and VIEs and VIEs' subsidiaries registered in the PRC have total deferred tax assets related to net operating loss carry forwards of $60,571 and $54,567 as of December 31, 2015 and 2016, respectively. The Company assessed the available evidence to estimate if sufficient future taxable income would be generated to use the existing deferred tax assets. As of December 31, 2015 and 2016, valuation allowances were established because the Company believes that it is more likely than not that its deferred tax assets will not be realized as it does not expect to generate sufficient taxable income in the near future.

Reconciliation between the income taxes expense (benefits) computed by applying the PRC tax rate to loss before the provision of income taxes and the actual provision for income taxes is as follows:

	Years ended December 31,		
	2014	2015	2016
Loss before provision of income tax	$(12,708)	$(214,585)	$(173,400)
PRC statutory income tax rate	25 %	25 %	25 %
Income tax at statutory tax rate	(3,177)	(53,646)	(43,350)
Taxable deemed interest income from inter-company interest-free loans	5,407	5,632	6,925
Non-deductible loss and other expenses not deductible for tax purposes	1,869	41,114	42,571
Effect of income tax exemption of the Company in the Cayman Islands	(17,942)	(27)	(54)
Changes in valuation allowance	20,360	10,051	(3,622)
Income tax expenses	$6,517	$3,124	$2,470

The Company did not identify significant unrecognized tax benefits for the years ended December 31, 2014, 2015 and 2016, respectively. The Company did not incur any interest and penalties related to potential underpaid income tax expenses.

Since January 1, 2008, the relevant tax authorities have not conducted a tax examination on PRC entities. In accordance with relevant PRC tax administration laws, tax years from 2010 to 2016 of the Company's PRC subsidiaries and VIEs and VIEs' subsidiaries remain subject to tax audits as of December 31, 2016, at the tax authority's discretion.

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14. ORDINARY SHARES

Under a series of share repurchase programs approved by the Company's board of directors on September 29, 2011, December 26, 2012, June 28, 2013 and June 28, 2014, during the years ended December 31, 2014, 2015 and 2016, the Company repurchased 80,728,137, 10,912,110 and nil ordinary shares for total considerations of $87,323, $10,292 and $nil, respectively.

15. FAIR VALUE MEASUREMENTS

Assets and liabilities disclosed at fair value

The Company measures its cash and cash equivalents, restricted cash, financing receivables, cost method investments and short term and long-term debt at amortized cost. The carrying values of cash and cash equivalents and restricted cash approximated fair value and represented a level 2 measurement. The carrying value of financing receivables approximate their fair value due to their short-term nature and are considered level 3 measurement. Such fair value was estimated by discounting scheduled cash flows through the estimated maturity with estimated discount rates based on current offering rates of comparable financings with similar terms. The carrying value of the debt obligations approximate fair value considering the borrowing rates are at the same level of the current market yield for the comparable debts and represent a level 2 measurement.

The fair value of the cost method investments was $214,492 as of December 31, 2016, as compared with $194,437 of carrying value. Cost method investments do not have a quoted market price. The Company determined the fair value of the cost method investments generally by adopting a market approach concluding on the overall investee’s equity value which takes into consideration a number of factors that include expected market multiples from publicly traded companies in the industry, and allocating this value to the various classes of preferred and common shares by using an option-pricing method which takes into consideration a number of factors that include lack of marketability discount, interest rate, expected volatility, probability weight for each scenario including liquidation, redemption and initial

public offering as applicable. The determination of the fair value requires the Company to make certain assumptions and estimates regarding industry economic factors. This represents a level 3 measurement.

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15. FAIR VALUE MEASUREMENTS - continued

Assets and liabilities measured at fair value on a recurring basis

The Company measured its short-term investments, long-term available-for-sale investment, written put option and liability-classified warrant at fair value on a recurring basis as of December 31, 2015 and 2016.

The short-term investments included the investments in equity securities and corporate bonds that were traded publicly in the open market and were valued based on the quoted market price.

The Company's derivative financial instruments were classified as Level 2, as they were not actively traded and were valued using pricing models that used observable market inputs. The Company did not have any transfers between Level 1 and Level 2 fair value measurements during the periods presented.

The following table summarizes the Company's financial assets and liabilities measured and recorded at fair value on recurring basis as of December 31, 2015 and 2016, respectively:

	As of December 31, 2015 Fair Value Measurement at the Reporting Date using			As of December 31, 2016 Fair Value Measurement at the Reporting Date using		
	Quoted price in	Significant other	Significant	Quoted price in	Significant other	Significant

	active markets for identical assets	observable inputs	unobservable in puts		active markets for identical assets	observable inputs	unobservable in puts	
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Short-term investments								
Trading securities:								
Equity securities	264	-	-	264	-	-	-	-
Corporate bonds	741	-	-	741	-	-	-	-
Funds	1,856	-	-	1,856	411	-	-	411
Future	(3)	-	-	(3)	(1)	-	-	(1)
Derivative financial instruments:								
Interest rate swaptions	-	10	-	10	-	-	-	-
Interest rate swap	-	(249)	-	(249)	-	-	-	-
Long-term investments								
Available-for-sale investments:								
Convertible redeemable preferred shares	-	-	219,278	219,278	-	-	138,485	138,485
Convertible debt	-	-	6,500	6,500	-	-	4,700	4,700
Accrued expense and other current liabilities								
Written put option	-	-	(7,000)	(7,000)	-	-	-	-
Liability-classified warrant	-	-	(6,656)	(6,656)	-	-	(6,551)	(6,551)
Total	$ 2,858	$ (239)	$ 212,122	$ 214,741	410	-	$ 136,634	$ 137,044

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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15. FAIR VALUE MEASUREMENTS - continued

Assets and liabilities measured at fair value on a recurring basis - continued

The following table provides additional information about the reconciliation of the fair value measurements of assets and liabilities using significant unobservable inputs (level 3).

	Convertible redeemable preferred shares	Convertible Debt	Written put option	Liability-classified warrant
Balance as of December 31, 2014	$ 51,492	$ 5,000	$ (730)	$ -
Initial recognition	131,457	1,500	-	(6,656)
Gains (losses) for the period				
Earnings	695	-	(6,270)	-
Other comprehensive income	35,634	-	-	-
Balance as of December 31, 2015	$ 219,278	$ 6,500	$ (7,000)	$ (6,656)
Initial recognition	6,492	3,200	-	-
Derecognition	(17,937)	(5,000)	7,000	-
Gains (losses) for the period				
Earnings	(50,830)	-	-	105
Other comprehensive income	(18,518)	-	-	-
Balance as of December 31, 2016	$ 138,485	$ 4,700	$ -	$ (6,551)

Trading securities recorded in short-term investments were valued using the market approach based on the quoted prices in active markets at the reporting date.

Derivative financial instruments were valued based on quoted market prices of similar instruments and other significant inputs derived from or corroborated by observable market data.

Long-term available-for-sale investments do not have a quoted market rate. The Company determined the fair value of the long-term available-for-sale investments generally by adopting a market approach concluding on the overall investee's equity value which takes into consideration a number of factors that include expected market multiples from publicly traded companies in the industry, and allocating this value to the various classes of preferred and common shares by using an option-pricing method which takes into consideration a number of factors that include lack of marketability discount, interest rate, expected volatility, probability weight for each scenario including liquidation, redemption and initial public offering as applicable. The determination of the fair value requires the Company to make certain assumptions and estimates regarding industry economic factors.

The Company determined that the fair value of the written option as of December 31, 2015 approximated the amount paid by the Company in 2016 to exercise the put option given that the underlying investment was valued at $nil.

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15. FAIR VALUE MEASUREMENTS - continued

Assets and liabilities measured at fair value on a recurring basis - continued

The liability-classified warrant was valued using Black-Scholes model with the following assumptions.

	Years ended December 31,			
	2015		2016	
Exercise price	$ 15.78		$ 15.78	
Annual risk-free interest rate	1.4	%	1.7	%
Volatility	29	%	28	%
Dividend yield	-		-	

The assumptions are inherently uncertain and subjective. Changes in any unobservable inputs may have a significant impact on the fair values.

Assets measured at fair value on a nonrecurring basis

The Company measured its property and equipment, goodwill and other intangible assets, long-term investments (excluding the long-term available-for-sale investments) at fair value on a nonrecurring basis whenever events or changes in circumstances indicate that the carrying value may no longer be recoverable.

As of December 31, 2015, the Company performed an impairment test on its equity method investment in ESS using the income approach and recorded an impairment loss of $4,258 during the year ended December 31, 2015. The impairment of the equity method investment in ESS is considered a level 3 asset because the Company used

unobservable inputs, such as the estimated terminal growth rate and discount rate. The estimated terminal growth rate and discount rate used in the fair value measurement were 3% and 30%, respectively.

As of December 31, 2016, the Company performed impairment tests on its equity method investments and cost method investments using the market approach or asset-based approach and recorded OTTI losses of $7,519 and $43,958 for its equity method investments and cost method investments during the year ended December 31, 2016, respectively (see Note 9). The impairment of the equity method investments and cost method investments is considered level 3 because the Company used unobservable inputs, such as a lack of marketability discount and probability weighting for each scenario including liquidation, redemption and an initial public offering as applicable**.**

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16. SHARE-BASED COMPENSATION

Stock options

The Company adopted 2003 Stock Incentive Plan (the "2003 Plan"), 2004 Stock Incentive Option Plan (the "2004 Plan"), 2005 Stock Incentive Plan (the "2005 Plan"), 2006 Equity Incentive Plan (the "2006 Plan"), 2008 Equity Incentive Plan (the "2008 Plan"), 2009 Equity Incentive Plan (the "2009 Plan"), 2011 Share Incentive Plan (the "2011 Plan"), 2016 Share Incentive Plan (the "2016 Plan") and the Equity Incentive Plan specifically for Online Gaming (the "Link224 Inc. Plan") for the granting of stock options and incentive stock options to employees and executives to reward them for service to the Company and to provide incentives for future service. In 2006, the Company adopted 2006 Plan to replace the 2003 Plan, 2004 Plan and 2005 Plan. On February 26, 2016, the Company amended 2011 Plan and 45,000,000 ordinary shares have been added to the award pool under the 2011 Plan. The maximum aggregate number of shares which may be issued pursuant to all awards under the 2006 Plan, 2008 Plan, 2009 Plan, 2011 Pan, 2016 Plan and Link224 Inc. Plan is 97,430,220, 30,529,630, 40,000,000, 110,014,158, 53,596,236 and 13,055,529, respectively. The term of the options may not exceed ten years from the date of the grant, except for the situation of amendment, modification and termination. The awards under the above plans are subject to vesting schedules ranging from immediately upon grant to six years subsequent to grant date.

On December 28, 2012, the Company modified the exercise price of the outstanding share options granted from $4.00 per ADS to $3.30 per ADS, which is the closing price of the Company's ADS on the modification date. The eligible outstanding options for this modification as of December 31, 2012 totaled at 27,480,309. The total incremental cost as a result of the modification was $4,281, which was fully recognized as of the year ended December 31, 2016.

On May 19, 2014, the Company granted 69,593,691 share options to certain employees with exercise price of $1.097 per share. Amongst, 34,796,847 shares were under agreement where 25% of the options will be vested on May 19, 2015 and 1/36 of the remaining 75% will be vested at the 18th day of each calendar month after May 19, 2015 through the end of the fourth year; 34,796,844 were under conditional option agreement where (1) 100% of the options shall be forfeited on May 19, 2017 unless the average closing price of one ADS of the Company during any 30-day period

beginning on or after May 19, 2014 and ending on or before May 19, 2017 is $6.00 or higher, and (2) 25% of the options will be vested on May 19, 2015 and 1/36 of the remaining 75% will be vested at the 18th day of each calendar month after May 19, 2015 through the end of the fourth year, however, that any conditional management options shall not be vested until the end of said 30-day period. On December 23, 2015, the Company's Compensation Committee approved to waive the award condition for certain outstanding share options. The total incremental cost as a result of the modification was $10,926.

On December 29, 2014, the Company's Compensation Committee approved to reduce the exercise price for all outstanding options previously granted by the Company with an exercise price higher than $0.873 per ordinary share to $0.873 per share. This action was accounted for as a share option modification and required the remeasurement of these share options. This remeasurement resulted in a total incremental share-based compensation of $6,350.

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16. SHARE-BASED COMPENSATION - continued

Stock options - continued

Excluding the options containing market and service vesting conditions, the Company calculated the estimated fair value of the options on the respective grant dates using the binomial option pricing model with the assistance from independent valuation firms, with the following assumptions used in 2014 and 2016. The Company did not grant any options in 2015. The weighted-average grant-date fair value of the share options granted during 2014 and 2016 was $0.55 and $0.54, respectively.

	Years ended December 31,			
	2014		2016	
	Using binomial model		Using binomial model	
Risk-free interest rate	2.6	%	2.0	%
Volatility	54	%	50	%
Expected term (in years)	10		10	
Exercise price	$ 1.097		$ 1.227	
Dividend yield	-		-	

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16. SHARE-BASED COMPENSATION - continued

Stock options - continued

(1) Volatility

The volatility of the underlying ordinary shares during the life of the options was estimated based on the historical stock price volatility of listed comparable companies over a period comparable to the expected term of the options.

(2) Risk-free interest rate

Risk-free interest rate was estimated based on the yield to maturity of treasury bonds of the United States with a maturity period close to the expected life of the options.

(3) Expected term

For the options granted to employees, the Company estimated the expected term based on the vesting and contractual terms and employee demographics. For the options granted to non-employees, the Company estimated the expected term as the original contractual term.

(4) Dividend yield

The dividend yield was estimated by the Company based on its expected dividend policy over the expected term of the options.

(5) *Exercise price*

The exercise price of the options was determined by the Company's board of directors.

(6) *Fair value of underlying ordinary shares*

The closing market price of the Company's ordinary shares on the grant date was used.

For the options containing market and service vesting conditions, the Company estimated the fair value and derived service period of these options using a Monte Carlo simulation pricing model. The calculation was based on the exercise price of $1.097 per ordinary share, the stock price of $2.60, annual risk free rate of 2.197%, volatility of 52% and a term of 10 years.

The aggregate intrinsic value was calculated as the difference between the exercise price of the underlying awards and the closing stock price of $0.84, $1.23, and $0.53 of the Company's ordinary share on December 31, 2014, 2015 and 2016, respectively. The total intrinsic value of options exercised for the years ended December 31, 2014, 2015 and 2016 were $5,463, $2,044, and $1,118, respectively. The total fair value of options vested during the years ended December 31, 2014, 2015 and 2016 were $12,068, $23,008, and $12,721, respectively.

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16. SHARE-BASED COMPENSATION - continued

Stock options - continued

The following table summarizes information with respect to share options outstanding as of December 31, 2016:

	Options outstanding				Options exercisable			
Range of exercise prices	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Weighted average intrinsic value	Number of exercisable	Weighted average remaining contractual life	Weighted average exercise price	Weighted average intrinsic value
$0.08~$0.18	1,469,135	1.78	$ 0.18	$ 514	1,469,100	1.78	$ 0.18	$ 514
$0.2~$0.3	400,000	0.77	$ 0.28	$ 102	399,999	0.77	$ 0.28	$ 102
$0.35~$0.38	1,059,802	0.77	$ 0.36	$ 184	1,059,792	0.77	$ 0.36	$ 184
$0.873~$1.3	142,517,623	7.37	$ 0.97	-	77,563,638	6.53	$ 0.87	-
	145,446,560			$ 800	80,492,529			$ 800

	Number of shares	Weighted average exercise price	Weighted average grant date fair value
Balance, January 1, 2015	117,848,006	$ 0.81	$ 0.68
Exercised	(3,089,784)	$ 0.44	$ 0.28
Forfeited	(1,875,825)	$ 0.87	$ 0.65

Balance, December 31, 2015	112,882,397	$ 0.82	$ 0.69
Granted	39,752,430	$ 1.227	$ 0.54
Exercised	(2,637,393)	$ 0.44	$ 0.33
Forfeited	(4,550,874)	$ 0.09	$ 1.60
Balance, December 31, 2016	145,446,560	$ 0.96	$ 0.63
Exercisable, December 31, 2016	80,492,529	$ 0.85	
Expected to vest, December 31, 2016	64,954,031	$ 1.09	

For employee stock options, the Company recorded share-based compensation from continuing operations of $18,282, $22,989, and $19,420 and from discontinued operations of $777, $1,736 and $nil for the years ended December 31, 2014, 2015, and 2016, respectively, based on the fair value on the grant dates over the requisite service period of award using the straight-line method.

For non-employee options, the Company recorded share-based compensation from continuing operations of $614, $77, and $nil and from discontinued operations of $nil for the years ended December 31, 2014, 2015, and 2016, respectively, based on the fair value on the grant dates over the requisite service period of award using the straight-line method.

As of December 31, 2016, there was $35,835 unrecognized share-based compensation expense relating to share options. This amount is expected to be recognized over a weighted-average vesting period of 2.39 years.

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16. SHARE-BASED COMPENSATION - continued

Nonvested restricted shares

Immediately before the disposition of Qianjun Technology in November 2014 (see Note 4.2), the Company accelerated the vesting of the nonvested restricted shares that were previously granted to Qianjun Technology's employees and these became fully vested. As a result, the Company recorded incremental share-based compensation expenses of $1,955, which was considered as disposition-related cost and recorded as a deduction of the gain on deconsolidation of the subsidiaries.

A summary of the nonvested restricted shares activity is as follows:

	Weighted number of nonvested restricted shares	Weighted average fair value per ordinary share at the grant dates
Outstanding as of December 31, 2014	5,712,993	1.10
Granted	6,025,092	0.97
Vested	(2,084,511)	1.04
Forfeited	(3,643,836)	1.04
Outstanding as of December 31, 2015	6,009,738	1.02
Granted	14,244,837	1.00
Vested	(2,648,934)	1.02
Forfeited	(1,670,433)	1.02

Outstanding as of December 31, 2016	15,935,208	1.00

The Company recorded compensation expenses based on the fair value of nonvested restricted shares on the grant dates over the requisite service period of award using the straight line vesting attribution method. The fair value of the nonvested restricted shares on the grant date was the closing market price of the ordinary shares as of the date. The Company recorded the compensation expenses related with nonvested restricted shares from continuing operations of $1,196, $1,509 and $4,124 and from discontinued operations of $2,735, $nil and $nil for the years ended December 31, 2014, 2015 and 2016, respectively.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

16. SHARE-BASED COMPENSATION - continued

Nonvested restricted shares - continued

Total unrecognized compensation expense amounting to $14,923 related to nonvested restricted shares granted as of December 31, 2016. The expense is expected to be recognized over a weighted-average period of 2.88 years.

In December 2015, the Company provided a loan of $1,930 to one of its employees who was also a 25% noncontrolling shareholder of Wanmen, a subsidiary in which the Company initially owned a 75% equity interest. The employee used the loan to further contribute to Wanmen's capital. In January 2016, the Company waived the loan to the noncontrolling interest shareholder. The Company determined that the waiver of the loan and the capital contribution of Wanmen were a single transaction and accounted for the waiver of the loan as share-based compensation expense during the year ended December 31, 2015. In February 2016, Wanmen further received a capital injection from another external investor; as a result, the Company lost control over Wanmen and deconsolidated Wanmen during the year ended December 31, 2016.

The amount of share-based compensation expense for options and nonvested restricted shares attributable to cost of revenues, selling and marketing, research and development, general and administrative expenses and loss from the operations of the discontinued operations are as follows:

	Years ended December 31,		
	2014	2015	2016
Gross amount:			
Selling and marketing	$193	$243	$770
Research and development	916	781	1,363

General and administrative	18,983	25,481	21,411
	20,092	26,505	23,544
Expense from the discontinued operations	3,512	1,736	-
Total share-based compensation expense	$23,604	$28,241	$23,544

There was no income tax benefit recognized in the statements of operations for share-based compensation for the years ended December 31, 2014, 2015 and 2016.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

17. RELATED PARTY BALANCES AND TRANSACTIONS

Details of related party balances and transactions as of December 31, 2015 and 2016 are as follows:

(1) Amounts due from related parties

As of December 31, 2015 and 2016, amounts due from related parties were $16,484 and $13,419, respectively, and details are as follows:

	Note	As of December 31, 2015	2016
Golden Axe, equity investee of the Company	(i)	$ 15,963	$ -
Tianjin Yi Chuang Xin He Information Technology Co., Ltd., (“Yi Chuang Xin He”), a subsidiary of Eall, available-for-sale investee of the Company	(ii)	-	10,082
Others		521	3,337
Total		$ 16,484	$ 13,419

(i) The balance represents loans to Golden Axe. Since December 2014, the Company entered into a series of loan agreements with Golden Axe, pursuant to which, short-term loans with an aggregate amount of $15,804 were provided by the Company. Among the loans, $3,320 bears interest of 5% per annum and the rest is interest-free. In December 2015, Golden Axe became an equity investee of the Company. In January 2016, $4,905 of loans were forgiven in order to settle an equivalent portion of the consideration payable for the Company's investment in Golden Axe. In April 2016, Golden Axe repaid the remainder of the loan to the Company. See the related investment discussion at Note 9 (iv).

(ii) The balance represents the loan to Yi Chuang Xin He. Yi Chuang Xin He is a subsidiary of Eall, which is an available-for-sale investee of the Company. In May 2016, the Company entered into agreements with Eall and Yi Chuang Xin He for a series of loan transactions, pursuant to which the Company made a loan amounting to RMB70 million to Yi Chuang Xin He. At the same time, Eall made a loan in US dollar to the Company amounting to RMB70 million ($10,692). Both of the loans are free of interest. The loan due from Yi Chuang Xin He is repayable on demand. The loan due to Eall is repayable 5 work days after Yi Chuang Xin He repays the loan to the Company. The Company recorded the loans as amount due from and amount due to related parties as the Company does not have the right to offset and does not intend on setting off the loans. As of December 31, 2016, both of the loans remained outstanding.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

17. RELATED PARTY BALANCES AND TRANSACTIONS - continued

(2) Amounts due to related parties:

		As of December 31,	
		2015	2016
Eall	(i)	$ -	$ 10,692
Others		36	222
Total		$ 36	$ 10,914

(i) The balance represents the loan provided by Eall (see Note 17 (1)).

(3) Transactions with related parties for amount due from related parties

	Years ended December 31,		
	2014	2015	2016
Loan to Beautiful Bay Co., Ltd, substantially controlled by the majority shareholder of OPH which is controlled by the CEO of the Company	$ -	$ 4,775	$ -
Loan to Yi Chuang Xin He	-	-	10,542
Others	751	182	4,083
Total	$ 751	$ 4,957	$ 14,625

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

17. RELATED PARTY BALANCES AND TRANSACTIONS - continued

(4) Transactions with related parties for amount due to related parties

	Years ended December 31,		
	2014	2015	2016
Loan from Eall	$ -	$ -	$ 10,692
Others	400	152	413
Total	$ 400	$ 152	$ 11,105

(5) In July 2012, the Company purchased $10,000 Series 2012-A Senior Secured Sofi Loan Notes issued by SoFi Lending Corp., a subsidiary of SoFi. OPH is a shareholder of SoFi and the Company's chairman and CEO, Joe Chen, is a director of SoFi. In September 2012, March 2014, January and February 2015, and October 2015, the Company invested $49,000, $20,789, $22,331 and $150,000 in newly issued Series B preferred shares, Series D preferred shares, Series E preferred shares and Series F preferred shares of SoFi, respectively, concurrently with a group of other investors. These transactions were approved by the independent, disinterested members of the Company's board and the audit committee of the board.

(6) In November 2015, the CEO of the Company provided joint and several liability guarantee for a long-term debt with a principal of $69,468 (see Note 11).

(7) In 2006, the Company entered into an agreement to make a loan of $167 to Liu Guolan, who is the mother-in-law of the Company’s CEO, for her investment into Beijing Hulian Shidai Telecom Technology Co., Ltd. (“Hulian Shidai”). The period of the loan is 10 years.

In 2016, the Company received $7,188 from Liu Guolan for the repayment of the loan, which is all the proceeds directly or indirectly received by Liu Guolan through holding the investment in Hulian Shidai. $7,021 of the

repayment was recorded as other income in the year ended December 31, 2016 as the Company has no further obligations to the relevant payment received.

(8) In November 2016, the COO of the Company provided joint and several liability guarantee for a short-term debt with a principal of $7,202 (see Note 11).

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

18. SEGMENT INFORMATION

The Company's Chief Operating Decision Maker (the "CODM") is the CEO, who is responsible for decisions about allocating resources and assessing performance of the Company.

The Company had two reportable segments as of and for the years ended December 31, 2016, 2015 and 2014, namely Renren and Internet Finance.

	Year ended December 31, 2014			Year ended December 31, 2015			Year ended December 31, 2016		
	Renren	Internet Finance	Total	Renren	Internet Finance	Total	Renren	Internet Finance	Total
Net revenues	$46,641	$27	$46,668	$32,507	$8,604	$41,111	$34,047	$29,317	$63,364
Cost of revenues	34,563	100	34,663	29,732	6,988	36,720	25,880	25,887	51,767
Operating expenses	171,246	1,672	172,918	87,331	22,366	109,697	63,713	20,897	84,610
Operating loss	(159,168)	(1,745)	(160,913)	(84,556)	(20,750)	(105,306)	(55,546)	(17,467)	(73,013)
Net income (loss) from continuing operations	31,535	(1,745)	29,790	(202,427)	(20,750)	(223,177)	(176,586)	(17,467)	(194,053)
Net income from discontinued operations	30,288	-	30,288	1,520	-	1,520	8,701	-	8,701
Net income (loss)	$61,823	$(1,745)	$60,078	$(200,907)	$(20,750)	$(221,657)	$(167,885)	$(17,467)	$(185,352)

The Company does not allocate assets to its current operating segments as management does not believe that allocating these assets is useful in evaluating these segments' performance. Accordingly, the Company has not made disclosure of total assets by reportable segment.

The majority of the Company's revenue for the years ended December 31, 2014, 2015 and 2016 was generated from the PRC.

As of December 31, 2014, 2015 and 2016, respectively, substantially all of long-lived assets of the Company were located in the PRC.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

19. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted net income (loss) per ordinary share for the years ended:

	Years ended December 31,		
	2014	2015	2016
Net income (loss):			
Income (loss) from continuing operations	$29,790	$(223,177)	$(194,053)
Income on discontinued operations, net of tax	30,288	1,520	8,701
Net income (loss)	60,078	(221,657)	(185,352)
Add: net loss attributable to noncontrolling interest	382	1,529	-
Net income (loss) attributable to Renren Inc. shareholders	$60,460	$(220,128)	$(185,352)
Weighted average number of ordinary shares outstanding used in computing net income (loss) per ordinary share-basic	1,059,446,436	1,019,378,556	1,022,664,396
Incremental weighted average ordinary shares from assumed exercise of stock options using the treasury stock method	8,185,273	7,857,646	4,512,567
Weighted average number of ordinary shares outstanding used in computing net income per ordinary share-diluted	1,067,631,709	1,027,236,202	1,027,176,963
Net income (loss) per ordinary share attributable to Renren Inc. shareholders - basic:			
Income (loss) per ordinary share from continuing operations	$0.03	$(0.22)	$(0.19)
Income per ordinary share from discontinued operations	$0.03	$0.00	$0.01
Net income (loss) per ordinary share attributable to Renren Inc. shareholders - basic:	$0.06	$(0.22)	$(0.18)

Net income (loss) per ordinary share attributable to Renren Inc. shareholders - diluted:			
Income (loss) per ordinary share from continuing operations	$0.03	$(0.22)	$(0.19)
Income per ordinary share from discontinued operations	$0.03	$0.00	$0.01
Net income (loss) per ordinary share attributable to Renren Inc. shareholders - diluted:	$0.06	$(0.22)	$(0.18)

For the years ended December 31, 2015 and 2016, 71,934,546 and 142,517,623 stock options and 2,232,348 and 3,354,015 nonvested shares were excluded from the calculation of diluted weighted average number of common shares, respectively, as their effect was anti-dilutive.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

20. COMMITMENTS

(1) Operating lease as lessee

The Company leases its facilities and offices under non-cancelable operating lease agreements. In addition, the Company pays telecommunications carriers and other service providers for telecommunications services and for hosting its servers at their internet data centers under non-cancelable agreements, which are treated as operating leases. These leases expire through 2018 and are renewable upon negotiation. Rental and bandwidth expenses under operating leases for 2014, 2015 and 2016 from continuing operations were $18,575, $12,113, and $5,964 respectively and from discontinued operations were $12,272, $2,553 and $183, respectively.

Future minimum lease payments under such non-cancellable leases as of December 31, 2016 are as follows:

2017	$5,006
2018	3,193
2019	2,920
Total	$11,119

(2) Future minimum principal payments related to the Company's long-term debts as of December 31, 2016 are as follows (see Note 11):

2017	$-
2018	59,260
2019	42,786
Total	$102,046

(3) Unconditional investment commitment

The Company was obligated to pay up to $24,865 and $2,887 for the acquisition of investments under various arrangements as of December 31, 2015 and 2016, respectively.

21. EMPLOYEE BENEFIT PLAN

Full time employees of the Company in the PRC participate in a government-mandated defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other welfare benefits are provided to employees. The Company accrues for these benefits based on certain percentages of the employees' salaries. The total provisions for such employee benefits from continuing operations were $11,769, $10,032 and $6,469 and from discontinued operations were $4,261, $621 and $85 for the years ended December 31, 2014, 2015 and 2016, respectively.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

22. OTHER COMPREHENSIVE INCOME (LOSS)

Movement of accumulated other comprehensive income is as follow:

	Foreign currency translation adjustments	Unrealized gain (loss) on available-for-sale investments	Total
Balance as of December 31, 2013	$ 14,306	$ 160,475	$174,781
Other comprehensive loss	(5,039)	(161,968)	(167,007)
Balance as of December 31, 2014	$ 9,267	$ (1,493)	$7,774
Exchange difference	(7,777)	37,127	29,350
Balance as of December 31, 2015	$ 1,490	$ 35,634	$37,124
Exchange difference	(10,994)	(19,247)	(30,241)
Balance as of December 31, 2016	$ (9,504)	$ 16,387	$6,883

23. STATUTORY RESERVE AND RESTRICTED NET ASSETS

In accordance with the Regulations on Enterprises with Foreign Investment of China and their articles of association, the Company's subsidiaries and VIE entities located in the PRC, being foreign invested enterprises established in the PRC, are required to provide for certain statutory reserves. These statutory reserve funds include one or more of the following: (i) a general reserve, (ii) an enterprise expansion fund or discretionary reserve fund, and (iii) a staff bonus and welfare fund. Subject to certain cumulative limits, the general reserve fund requires a minimum annual

appropriation of 10% of after-tax profit (as determined under accounting principles generally accepted in China at each year-end); the other fund appropriations are at the subsidiaries' or the affiliated PRC entities' discretion. These statutory reserve funds can only be used for specific purposes of enterprise expansion, staff bonus and welfare, and are not distributable as cash dividends except in the event of liquidation of the Company's subsidiaries, the Company's affiliated PRC entities and their respective subsidiaries. The Company's subsidiaries and VIE entities are required to allocate at least 10% of their after-tax profits to the general reserve until such reserve has reached 50% of their respective registered capital. As of December 31, 2016, none of the Company's PRC subsidiaries and VIE entities had a general reserve that reached the 50% of their registered capital threshold, therefore they will continue to allocate at least 10% of their after-tax profits to the general reserve fund.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

23.STATUTORY RESERVE AND RESTRICTED NET ASSETS - continued

Appropriations to the enterprise expansion reserve and the staff welfare and bonus reserve are to be made at the discretion of the board of directors of each of the Company's subsidiaries.

The appropriation to these reserves by the Company's PRC subsidiaries was $nil, $nil and $nil for the years ended December 31, 2014, 2015 and 2016, respectively.

As a result of these PRC laws and regulations and the requirement that distributions by PRC entities can only be paid out of distributable profits computed in accordance with PRC GAAP, the PRC entities are restricted from transferring a portion of their net assets to the Company. Amounts restricted include paid-in capital and the statutory reserves of the Company's PRC subsidiaries and VIE entities. The aggregate amounts of capital and statutory reserves restricted which represented the amount of net assets of the relevant subsidiaries and VIE entities in the Company not available for distribution was $350,823 and $370,971 as of December 31, 2015 and 2016, respectively.

RENREN INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2014, 2015 AND 2016

(In thousands of US dollars, except share data and per share data, or otherwise noted)

24. SUBSEQUENT EVENT

Long-term investment

(1) In January 2017, the Company purchased additional common shares of Beijing Cai Qiu Shi Ji Technology Development Co., Ltd. ("Caiqiu"), a cost method investee of the Company, with a consideration of $1,462 from one of Caiqiu's shareholder. As a result, the Company's equity ownership increased to 15%.

(2) In January 2017, the Company purchased common shares of Shanghai Sinceme Networking and Technology Co. Ltd. ("Sinceme") with a consideration of $2,939 from one of Sinceme's shareholder.

(3) In January 2017, the Company purchased additional common shares issued by Shenzhen Xing Tu Zhi Kong Technology Co., Ltd, a cost method investee of the Company, with a consideration of $4,321. As a result, the Company's equity ownership increased to 16.06%.

(4) In January 2017, the Company provided a loan of $1,440 to Kuwei Optics Technology (Shanghai) Co., Ltd., a subsidiary of an equity method investee of the Company.

(5) In February 2017, the Company purchased a convertible promissory note with a consideration of $2,000 from Plum Inc., an equity method investee of the Company.

(6) In April 2017, the Company disposed 5,719,986 preferred shares of SoFi for total net proceeds of $91,926.

(7) From February 2017 to April 2017, due to capital commitments, the Company made investments of $400, $120 and $90 to 11.2 Capital I, L.P., Arbor Venture Fund I, L.P. and Social Leverage Capital Fund II, L.P., respectively.

RENREN INC.

Additional Information - Financial Statement Schedule I

Condensed Financial Information of Parent Company

BALANCE SHEETS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	As of December 31,	
	2015	2016
ASSETS		
Current assets:		
Cash and cash equivalents	$5,633	$15,694
Restricted cash	115,370	-
Prepaid expenses and other current assets	18,848	-
Amounts due from subsidiaries	1,062,047	1,127,402
Total current assets	1,201,898	1,143,096
Long-term investments	242,099	232,952
Investment in subsidiaries	(350,092)	(529,991)
TOTAL ASSETS	$1,093,905	$846,057
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	100,000	30,000
Accrued expenses and other current liabilities	3,135	1,446
Amounts due to related party	-	10,692
Total current liabilities	103,135	42,138
Long-term liabilities	52,604	52,604
Other non-current liabilities	7,622	12,849
TOTAL LIABILITIES	$163,361	$107,591
Equity:		
Class A ordinary shares, $0.001 par value, 3,000,000,000 shares authorized, 714,365,091 and 719,651,418 shares issued and outstanding as of December 31, 2015 and 2016, respectively	714	720

Class B ordinary shares, $0.001 par value, 500,000,000 shares authorized, 305,388,450 and 305,388,450 shares issued and outstanding as of December 31, 2015 and 2016, respectively	305	305
Additional paid-in capital	1,243,083	1,266,592
Accumulated deficit	(350,682)	(536,034)
Accumulated other comprehensive income	37,124	6,883
Equity	930,544	738,466
TOTAL LIABILITIES AND EQUITY	$1,093,905	$846,057

RENREN INC.

Additional Information - Financial Statement Schedule I

Condensed Financial Information of Parent Company

STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Selling and marketing	$625	$243	$770
Research and development	1,342	780	1,363
General and administrative	24,964	28,811	25,477
Total operating expenses	26,931	29,834	27,610
Other income (loss)	332	(528)	307
Exchange loss on offshore bank accounts	(2,314)	(376)	(3)
Interest income	7,059	646	130
Interest expenses	-	(985)	(5,728)
Realized gain on short-term investments	167,225	4,102	-
Earnings (loss) in equity method investments	4,835	(3,516)	(3,968)
Gain (loss) on disposal of equity method investments	60,116	(534)	-
Equity in loss of subsidiaries and variable interest entities	(149,862)	(189,103)	(148,480)
Net income (loss)	$60,460	$(220,128)	$(185,352)
Other comprehensive (loss) income, net of tax:			
Foreign currency translation	(5,039)	(7,777)	(10,994)
Net unrealized gain on available-for-sale investments, net of tax of $nil for the years ended December 31, 2014, 2015 and 2016, respectively	13,223	40,695	(18,518)
Transfer to statements of operations of realized gain on available-for-sale securities, net of tax of $nil for the years ended December 31, 2014, 2015 and 2016, respectively	(175,191)	(3,568)	(729)
Other comprehensive (loss) income	$(167,007)	$29,350	$(30,241)
Comprehensive loss	$(106,547)	$(190,778)	$(215,593)

RENREN INC.

Additional Information - Financial Statement Schedule I

Condensed Financial Information of Parent Company

STATEMENT OF CHANGES IN EQUITY

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Class A ordinary shares		Class B ordinary shares		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive income	Total Renren Inc.'s equity
	Shares	Amount	Shares	Amount				
Balance at January 1, 2014	789,976,372	$ 790	305,388,450	$ 305	$ 1,285,283	$ (191,014)	$ 174,781	$ 1,270,145
Stock-based compensation	-	-	-	-	23,604	-	-	23,604
Other comprehensive income	-	-	-	-	-	-	(167,007)	(167,007)
Net income	-	-	-	-	-	60,460	-	60,460
Exercise of share option and restricted shares vesting	10,792,736	11	-	-	2,748	-	-	2,759
Repurchase of ordinary shares	(80,728,137)	(81)	-	-	(87,242)	-	-	(87,323)
Balance at December 31, 2014	720,040,971	$ 720	305,388,450	$ 305	$ 1,224,393	$ (130,554)	$ 7,774	$ 1,102,638
Stock-based compensation	-	-	-	-	28,241	-	-	28,241
Other comprehensive income	-	-	-	-	-	-	29,350	29,350
Net income	-	-	-	-	-	(220,128)	-	(220,128)
Exercise of share option and restricted shares vesting	5,236,230	5	-	-	1,362	-	-	1,367

Repurchase of ordinary shares	(10,912,110)	(11)	-	-	(10,281)	-	-	(10,292)
Purchase of noncuntrolling Interest in Jiehun China	-	-	-	-	119	-	-	119
Decrease in equity interest of Wanmen	-	-	-	-	(751)	-	-	(751)
Balance at December 31, 2015	714,365,091	$ 714	305,388,450	$ 305	$ 1,243,083	$ (350,682)	$ 37,124	$ 930,544
Stock-based compensation	-	-	-	-	23,544	-	-	23,544
Other comprehensive income	-	-	-	-	-	-	(30,241)	(30,241)
Net income	-	-	-	-	-	(185,352)	-	(185,352)
Exercise of share option and restricted shares vesting	5,286,327	6	-	-	1,144	-	-	1,150
Deconsolidation of Wanmen	-	-	-	-	(1,179)	-	-	(1,179)
Balance at December 31, 2016	719,651,418	$ 720	305,388,450	$ 305	$ 1,266,592	$ (536,034)	$ 6,883	$ 738,466

RENREN INC.

Additional Information - Financial Statement Schedule I

Condensed Financial Information of Parent Company

STATEMENTS OF CASH FLOWS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2014	2015	2016
Cash flows from operating activities:			
Net income (loss)	$60,460	$(220,128)	$(185,352)
Equity in income of subsidiaries and variable interest entities	149,862	189,103	148,480
Share-based compensation expense	22,827	24,575	23,544
(Gain) loss on disposal of equity method investment	(60,116)	534	-
Exchange loss on offshore accounts	2,314	376	3
Gain on short-term investments and fair value change of derivatives	(167,225)	(4,102)	-
(Earnings) loss in equity method investment	(4,835)	3,516	3,968
Fair value change of liability-classified warrant	-	-	(105)
Changes in operating assets and liabilities:			
Prepaid expenses and other current assets	1,770	2,796	107
Accrued expenses and other current liabilities	(444)	(5,040)	(1,689)
Other non-current liabilities	-	966	5,332
Increase in amounts due from subsidiaries	(512,295)	(128,551)	(65,055)
Capital distribution received from Japan Macro	25,321	-	-
Net cash used in operating activities	(482,361)	(135,955)	(70,767)
Cash flows from investing activities:			
Restricted cash	-	(15,370)	15,370
Decrease in term deposits	250,495	139,514	-
Proceeds from sale of available-for-sale securities	415,528	33,416	-
Proceeds from sale of derivative financial instruments	80,861	-	-
Proceeds from principal return on SoFi Loan Note	1,370	984	5,879
Proceeds from sale of equity method investment	46,484	-	18,460
Proceeds from capital withdrawal from equity method investee	74,721	9,854	-
Dividend received from available-for-sale securities	1,050	137	-
Purchase of available-for-sale securities	(129,407)	-	-
Purchase of derivative financial instruments	(90,112)	-	-
Purchase of equity method investment	(20,789)	(172,331)	(1,000)
Purchase of cost method investment	-	(300)	-

Net cash provided by (used in) investing activities	630,201	(4,096)	38,709
Cash flows from financing activities:			
Repurchase of ordinary shares	(76,462)	(10,292)	-
Proceeds from exercise of share options	2,514	1,231	1,430
Proceeds from borrowings	-	159,260	30,000
Restricted cash for debt borrowings	-	(100,000)	100,000
Repayment of borrowings.	-	-	(100,000)
Proceeds from loan from a related party	-	-	10,692
Repayment of promissory note issued to Nuomi Inc.	(60,884)	-	-
Net cash (used in) provided by financing activities	(134,832)	50,199	42,122
Net increase (decrease) in cash and cash equivalents	13,008	(89,852)	10,064
Cash and cash equivalents at beginning of year	82,586	95,485	5,633
Effect of exchange rate changes	(109)	-	(3)
Cash and cash equivalents at end of year	$95,485	$5,633	$15,694

RENREN INC.

Additional Information - Financial Statement Schedule I

Condensed Financial Information of Parent Company

NOTES TO FINANCIAL STATEMENTS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

1. BASIS FOR PREPARATION

The condensed financial information of the Parent Company has been prepared using the same accounting policies as set out in the Company's consolidated financial statements except that the Parent Company used the equity method to account for investments in its subsidiaries and VIE.

The condensed financial information is provided since the restricted net assets of the Company's subsidiaries, VIE and VIE's subsidiaries were $370,971, over 25% of the consolidated net assets of the Company as of December 31, 2016.

2. INVESTMENTS IN SUBSIDIARIES, VIE AND VIE'S SUBSIDIARIES

The Parent Company and its subsidiaries, VIEs and VIEs' subsidiaries were included in the consolidated financial statements where inter-company balances and transactions were eliminated upon consolidation. For purpose of the Parent Company's stand-alone financial statements, its investments in subsidiaries, VIEs and VIEs' subsidiaries were reported using the equity method of accounting. The Parent Company's share of loss from its subsidiaries, VIEs and VIEs' subsidiaries were reported as share of loss of subsidiaries, VIEs and VIEs' subsidiaries in the accompanying Parent Company financial statements. Ordinarily under the equity method, an investor in an equity method investee would cease to recognize its share of the losses of an investee once the carrying value of the investment has been reduced to $nil absent an undertaking by the investor to provide continuing support and fund losses. For the purpose of this Schedule I, the Parent Company has continued to reflect its share, based on its proportionate interest, of the losses of subsidiaries, VIEs and VIEs' subsidiaries regardless of the carrying value of the investment even though the Parent Company is not obligated to provide continuing support or fund losses.

Japan Macro

Opportunities Offshore

Partners, L.P.

(A Cayman Islands Exempted Limited Partnership)

Financial Statements as of and for the

Year Ended December 31, 2014, and

Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

To the Managing General Partner of

Japan Macro Opportunities Offshore Partners, L.P.:

We have audited the accompanying financial statements of Japan Macro Opportunities Offshore Partners, L.P. (a Cayman Islands Exempted Limited Partnership) (the "Partnership"), which comprise the statement of assets and liabilities, as of December 31, 2014, and the related statements of operations and changes in partners' capital for the year then ended (all expressed in United States dollars), and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Partnership's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Japan Macro Opportunities Offshore Partners, L.P. as of December 31, 2014, and the results of its operations and changes in its partners' capital, for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

/s/ Deloitte &Touche

March 27, 2015

Member firm of
Deloitte Touche Tohmatsu Limited

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JAPAN MACRO OPPORTUNITIES OFFSHORE PARTNERS, L.P.

(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2014
(Expressed in U.S. dollars)

ASSETS	
INVESTMENT IN JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P. (the "Master Fund") — At fair value	$69,518,336
CASH	1,406,590
DISTRIBUTIONS RECEIVABLE FROM MASTER FUND	7,095,108
TOTAL	$78,020,034
LIABILITIES AND PARTNERS' CAPITAL	
CAPITAL DISTRIBUTIONS PAYABLE	$8,468,512
CAPITAL WITHDRAWALS PAYABLE	24,687
ACCRUED EXPENSES	38,300
TOTAL LIABILITIES	8,531,499
PARTNERS' CAPITAL	69,488,535
TOTAL	$78,020,034

See notes to financial statements and attached financial statements of the Master Fund.

JAPAN MACRO OPPORTUNITIES OFFSHORE PARTNERS, L.P.

(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2014
(Expressed in U.S. dollars)

REALIZED AND UNREALIZED GAIN ON INVESTMENTS ALLOCATED FROM MASTER FUND:	
Realized gain on derivative instruments and securities	$90,413,688
Net change in unrealized appreciation/depreciation on derivative instruments and securities	(19,327,687)
Realized and unrealized gain on derivative instruments and securities allocated from Master Fund	71,086,001
NET INVESTMENT LOSS ALLOCATED FROM MASTER FUND:	
Interest expense	(31,644)
Management fees	(1,355,510)
Professional, administrator and other expenses	(256,552)
Net investment loss allocated from Master Fund	(1,643,706)
PARTNERSHIP EXPENSES — Other expenses	(60,963)
NET INVESTMENT LOSS	(1,704,669)
INCREASE IN PERFORMANCE DISTRIBUTION AT MASTER FUND	(16,768,057)
NET INCREASE IN PARTNERS' CAPITAL RESULTING FROM OPERATIONS	$52,613,275

See notes to financial statements and attached financial statements of the Master Fund.

JAPAN MACRO OPPORTUNITIES OFFSHORE PARTNERS, L.P.

(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF CHANGES IN PARTNERS' CAPITAL
FOR THE YEAR ENDED DECEMBER 31, 2014
(Expressed in U.S. dollars)

	General Partner	Limited Partners	Total
PARTNERS' CAPITAL — January 1, 2014	$ -	$154,334,159	$154,334,159
DECREASE IN PARTNERS' CAPITAL RESULTING FROM CAPITAL TRANSACTIONS			
Capital contributions	-	40,950,000	40,950,000
Capital distributions	-	(177,175,768)	(177,175,768)
Capital withdrawals	-	(1,233,131)	(1,233,131)
NET DECREASE IN PARTNERS CAPITAL RESULTING FROM CAPITAL TRANSACTIONS	-	(137,458,899)	(137,458,899)
INCREASE IN PARTNERS' CAPITAL RESULTING FROM INVESTMENT OPERATIONS			
Net realized and unrealized gain on derivative instruments and securities allocated from Master Fund	-	71,086,001	71,086,001
Net investment loss allocated from Master Fund	-	(1,704,669)	(1,704,669)
Increase in performance distribution at Master Fund (see Note 4)	-	(16,768,057)	(16,768,057)
NET INCREASE IN PARTNERS' CAPITAL RESULTING FROM INVESTMENT OPERATIONS	-	52,613,275	52,613,275
PARTNERS' CAPITAL — December 31, 2014	$ -	$69,488,535	$69,488,535

See notes to financial statements and attached financial statements of the Master Fund.

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JAPAN MACRO OPPORTUNITIES OFFSHORE PARTNERS, L.P.

(A Cayman Islands Exempted Limited Partnership)

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2014
(Expressed in U.S. dollars)

1. ORGANIZATION

Japan Macro Opportunities Offshore Partners, L.P. (the "Partnership") is a Cayman Islands exempted limited partnership organized on March 22, 2010, which began operations on July 9, 2010. The limited partnership agreement (the "Partnership Agreement") was most recently amended and restated on April 25, 2014. The Partnership is registered under the Mutual Funds Law of the Cayman Islands. The Partnership has elected to be taxed as a corporation from a U.S. federal income tax perspective. The investment objective of the Partnership is to achieve capital appreciation through investments in public and private securities and other financial instruments. This investment strategy is executed solely through an investment in Japan Macro Opportunities Master Fund, L.P. (the "Master Fund") (a Cayman Islands Exempted Limited Partnership). Japan Macro Opportunities Partners, L.P. a Delaware limited partnership (the "Onshore Fund"), also invests in the Master Fund. As of December 31, 2014, the Partnership owns approximately 42% of the Master Fund, after the impact of the accrued performance distribution at December 31, 2014. See Note 4 Related-Party Transactions for additional details.

Hayman Offshore Management, Inc. is the general partner (the "General Partner") of the Partnership, and a general partner of the Master Fund. Hayman Capital Management L.P. is the managing general partner of the Master Fund (the "Managing General Partner"). Hayman Advisors SLP, L.P., an affiliate of the General Partner, was designated by the General Partner as the special limited partner (the "Special Limited Partner") of the Master Fund. For the year ended December 31, 2014, the General Partner had no partner capital balance in the Partnership.

Equinoxe Alternative Investment Services (Bermuda) Ltd. performed various administrative services for the Partnership in 2014.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements are presented using accounting principles generally accepted in the United States of America (GAAP). Financial statements prepared on a GAAP basis require management to make estimates and assumptions that affect the amounts and disclosures reported in the financial

statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein. The Partnership is an investment company and therefore complies with accounting and reporting guidance presented in *Accounting Standards Codification 946, Financial Services – Investment Companies*.

Investment in Master Fund — The Partnership's investment in the Master Fund is valued at fair value as determined by the General Partner based on the partners' capital balance reflected in the financial statements of the Master Fund. The performance of the Partnership is directly affected by the performance of the Master Fund. The financial statements of the Master Fund, which are an integral part of these financial statements, are attached.

Income and Expense Recognition — The Partnership's pro-rata share of income and expense and realized and unrealized gain and loss from its direct investment in the Master Fund are included in their appropriate revenue and expense categories in the Partnership's Statement of Operations. In addition, the Partnership accrues its own direct expenses.

Cash and Cash Equivalents — The Partnership defines cash and cash equivalents as cash and short-term, highly liquid investments with original maturities of 90 days or less.

Income Taxes — The Partnership is registered as an exempted limited partnership pursuant to the Exempted Limited Partnership Law of the Cayman Islands. No local income, profits, or capital gains taxes are levied in the Cayman Islands at the current time. The Partnership has also received an undertaking from the Cayman Islands' government that, for a period of 50 years from May 11, 2010, the Partnership will be exempt from taxation in the Cayman Islands. The only taxes payable by the Partnership on its income are withholding taxes applicable to certain income.

The Partnership determines whether a tax position of the Partnership is more likely than not to be sustained upon examination by the applicable taxing authority, including the resolution of any related appeals or litigation processes, based on the technical merits of the position. The Partnership reviews and evaluates tax positions in the jurisdictions in which the Partnership operates and determines whether or not there are uncertain tax positions that require financial statement recognition. Based on this review, management concluded that, the Partnership's tax returns will remain open for examination by major tax jurisdictions, including U.S. Federal, U.S. states, Japan, Cayman Islands and foreign jurisdictions where the Partnership and Master Fund make significant investments, for the amount of time specified under the applicable statutes of limitations (with limited exceptions). The Partnership's tax returns will remain open for examination by tax authorities for a period of three years from when they are filed. Accordingly, the Partnership's 2011 and subsequent tax returns remain open for examination. The Partnership is additionally not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months. As a result, no income tax liability or expense has been recorded in the accompanying financial statements.

Capital Contributions, Distributions, Withdrawals and Allocation of Partnership Profits and Losses — Capital contributions received at each closing are maintained in special memorandum accounts on the books and records of the Master Fund and invested in a portfolio of investments (each, a "Tranche"). A new Tranche is established at each closing and only those investors making capital contributions at that closing have an interest in that Tranche. The appreciation, depreciation and expenses attributable to a Tranche are allocated only to investors with an interest in that Tranche. The Partnership is a single legal entity, and the Tranches are not separate legal entities. As of December 31, 2014, the Partnership is invested in nine Tranches in the Master Fund — E, K, R, S, U, W, X, Y, and Z. The table below summarizes the contributions, distributions, and withdrawals for each Tranche outstanding at any time during the year ended December 31, 2014:

Tranche	Contributions	Distributions	Withdrawals
E	$-	$6,580,348	$-
G	-	2,326,484	1,234,350
H	-	2,218,065	-
I	-	1,167,581	-
J	-	2,145,995	-
K	-	11,664,019	-
L	-	1,959,626	-
O	-	3,845,789	-
P	-	24,666,034	-
Q	-	4,941,418	-
R	-	20,714,500	-
S	-	19,717,060	-
U	-	1,572,996	-
W	-	20,794,699	-
X	-	12,658,376	(1,219)
Y	40,000,000	38,596,000	-
Z	950,000	1,606,778	-
	$40,950,000	$177,175,768	$1,233,131

Capital withdrawals are permitted at the end of each quarter after a limited partner has held a tranche interest for at least three years. Withdrawals made within the first three years will be subject to a 5% withdrawal fee. Capital withdrawal requests must be delivered prior to the end of the quarter preceding the withdrawal date. Withdrawal fees of $1,219 were charged to limited partners that withdrew from the Onshore Fund during the year ended December 31, 2014. Withdrawal fees are reported as a reduction in withdrawals of Tranche X and were allocated pro-rata among the remaining Limited Partners in the tranche across the Partnership and the Onshore Fund. The General Partner does not charge a withdrawal fee when the partners in a Tranche are all affiliated.

Using the net asset value from the close, subsequent to the withdrawal request, the General Partner will determine the net asset value of the tranche and segregate the pro-rata portion of each asset in the tranche for the benefit of the

withdrawing limited partner. The General Partner will then sell the segregated assets prior to the withdrawal date and specially allocate the gains and losses attributable to the segregated assets to the withdrawing investor.

Capital withdrawals are recorded as liabilities, net of any performance distribution, when the amount requested in the withdrawal notice becomes fixed and determinable. Withdrawal notices received for which the dollar amount is not fixed remain in capital until the amount is determined.

The profits and losses of each Tranche of the Partnership are allocated to each partner based upon the amount of such partner's capital balance of each Tranche as of the beginning of each month.

Indemnities — The General Partner on behalf of the Partnership enters into certain contracts that contain a variety of indemnifications. The Partnership's maximum exposure under these arrangements is unknown. However, the Partnership has not had any prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

3. FAIR VALUE MEASUREMENTS

The Partnership uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership has the ability to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

Level 2 — Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The General Partner believes the most relevant fair value disclosure relates to the Master Fund's investment portfolio and can be found in Note 3 of the Master Fund's financial statements, which are attached to these statements.

4. RELATED-PARTY TRANSACTIONS, INCLUDING MANAGEMENT AND PERFORMANCE DISTRIBUTION

Management fees and the performance distributions occur at the Master Fund level. During the year ended December 31, 2014, the Partnership was allocated management fees of $1,355,510. For the year ended December 31, 2014, the

performance distribution paid to the special limited partner was $13,787,184. As of December 31, 2014, the accrued performance distribution payable to the Special Limited Partner with respect to the Partnership (based on a hypothetical liquidation of the Master Fund) is $16,758,693. The Special Limited Partner of the Master Fund has no claim to, and does not receive any economic benefit from, any accrued performance distribution until distributions made to a limited partner exceed aggregate capital contributions to all Tranches made by such partner.

As of December 31, 2014, two affiliated limited partners, unaffiliated with the General Partner, owned approximately 86% of the Partnership. Their interests represent approximately 36% of the partners' capital of the Master Fund.

The Partnership has investor concentration as discussed above and could be materially affected by their actions. Due to the nature of the master fund/feeder fund structure, the Partnership could be materially affected by contributions or withdrawals of the Master Fund's interests made by investors in the Onshore Fund.

5. FINANCIAL HIGHLIGHTS

The following are the Partnership's financial highlights, by Tranche, for the year ended December 31, 2014. Total returns are calculated by Tranche for the limited partner group as a whole, which may differ from returns for any individual partners due to certain limited partners being exempt from management fees.

	Total Return [1]			**Ratios to Average Limited Partners' Capital [2,3]:**			
	Before Performance Distribution	Performance Distribution	After Performance Distribution	Expenses — Excluding Performance Distribution	Performance Distribution	Expenses — Including Performance Distribution	Net Investment Loss
Tranche E	60.46 %	(8.38)%	52.08 %	(1.63)%	(11.27)%	(12.90)%	(1.63)%
Tranche K	40.68	5.96	46.64	(1.80)	12.94	11.14	(1.80)
Tranche R	77.05	(8.26)	68.79	(1.76)	(19.04)	(20.80)	(1.76)
Tranche S	66.12	(10.17)	55.95	(1.76)	(16.92)	(18.69)	(1.76)
Tranche U	88.99	(3.70)	85.29	(1.86)	(24.56)	(26.42)	(1.86)
Tranche W	55.22	(23.28)	31.94	(1.74)	(32.78)	(34.51)	(1.74)
Tranche X	52.18	(5.37)	46.81	(1.68)	(9.73)	(11.41)	(1.68)
Tranche Y	160.42	(30.92)	129.50	(1.56)	(35.60)	(37.16)	(1.56)
Tranche Z	318.08	(63.32)	254.76	(1.50)	(43.88)	(45.39)	(1.50)

[1] Computed as the percentage change in value during the period of a theoretical limited partner investment made at the beginning of the year or when a Tranche was created, net of all fees and expenses. Total return has not been annualized for those Tranches created during the year.

[2] Average partners' capital has been computed based on monthly valuations. Ratios have been annualized for those Tranches created during the year. Performance distribution ratios have not been annualized.

[3] Includes the proportionate share of the Partnership's income and expenses allocated from the Master Fund.

6. SUBSEQUENT EVENTS

For the purpose of issuing these financial statements, management evaluated events and transactions through and including March 27, 2015, the date these financial statements were available to be issued. Effective January 1, 2015, SEI Global Securities, Inc. was appointed as the administrator for the Partnership and the Master Fund.

* * * * * *

Japan Macro Opportunities

Master Fund, L.P.

(A Cayman Islands Exempted Limited Partnership)

Financial Statements as of and for the

Year Ended December 31, 2014, and

Independent Auditors' Report

FJ-11

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INDEPENDENT AUDITORS' REPORT

To the Managing General Partner of

Japan Macro Opportunities Master Fund, L.P.:

We have audited the accompanying financial statements of Japan Macro Opportunities Master Fund, L.P. (a Cayman Islands Exempted Limited Partnership) (the "Master Fund"), which comprise the statement of assets and liabilities, including the condensed schedule of investments, as of December 31, 2014, and the related statements of operations and changes in partners' capital for the year then ended (all expressed in United States dollars), and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Master Fund's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Master Fund's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Japan Macro Opportunities Master Fund, L.P. as of December 31, 2014, and the results of its operations and changes in its partners' capital for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

/s/ Deloitte &Touche

March 27, 2015

Member firm of
Deloitte Touche Tohmatsu Limited

JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.

(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2014
(Expressed in U.S. dollars)

ASSETS	
DERIVATIVE INSTRUMENTS — Long — At fair value (cost $66,787,250)	$157,746,553
SECURITIES — At fair value (cost $10,461,054)	10,461,054
CASH AND CASH EQUIVALENTS	248,848,879
TOTAL	$417,056,486
LIABILITIES AND PARTNERS' CAPITAL	
DERIVATIVE INSTRUMENTS — Short — At fair value (proceeds $3,777,309)	$14,406,851
COLLATERAL PAYABLE	76,101,054
ACCRUED EXPENSES	99,308
CAPITAL DISTRIBUTIONS PAYABLE	161,547,565
TOTAL LIABILITIES	252,154,778
PARTNERS' CAPITAL	164,901,708
TOTAL	$417,056,486

See notes to financial statements.

JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.

(A Cayman Islands Exempted Limited Partnership)

CONDENSED SCHEDULE OF INVESTMENTS
AS OF DECEMBER 31, 2014
(Expressed in U.S. dollars)

	Fair Value
DERIVATIVE INSTRUMENTS — Long (95.7% of partners' capital):	
Interest rate swaptions — Japanese LIBOR (1.2% of partners' capital):	
1 year swaptions with maturities (May 2015)	$46,106
3 year swaptions with maturities (January 2015–May 2017)	1,930,218
Total interest rate swaptions — Japanese LIBOR (cost $20,600,690)	1,976,324
Foreign currency options — Japanese Yen (94.5% of partners' capital):	
1 year options with maturities (January 2015–May 2015)	19,198,769
2 year options with maturities (January 2016–May 2016)	56,530,280
3 year options with maturities (January 2016–May 2017)	80,041,180
Total foreign currency options — Japanese Yen (cost $46,186,560)	155,770,229
DERIVATIVE INSTRUMENTS — Long — (cost $66,787,250)	$157,746,553
SECURITIES — US GOVERNMENT OBLIGATIONS (6.3% of partners' capital)	
US Treasury notes 2–30 year original maturities (July 2015–May 2044)	$9,076,123
US Treasury inflation-indexed bonds 30 year original maturities (April 2029–February 2043)	1,384,931
SECURITIES — US GOVERNMENT OBLIGATIONS — (cost $10,461,054)	$10,461,054
DERIVATIVE INSTRUMENTS — Short (8.7% of partners' capital):	
Foreign currency options — Japanese Yen	
2 year options with maturities (January 2016–May 2016)	$(9,348,297)
3 year options with maturities (January 2016–May 2017)	(5,058,554)
Total foreign currency options — Japanese Yen (proceeds $3,777,309)	(14,406,851)
DERIVATIVE INSTRUMENTS — Short — (proceeds $3,777,309)	$(14,406,851)

See notes to financial statements.

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JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.

(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2014
(Expressed in U.S. dollars)

REALIZED AND UNREALIZED GAINS/(LOSSES) ON DERIVATIVE INSTRUMENTS AND SECURITIES:	
Net realized gains/losses on derivative instruments and securities	$220,291,267
Net change in unrealized appreciation/depreciation on derivative instruments and securities	(26,327,786)
Net realized and unrealized gains on derivative instruments and securities	193,963,481
EXPENSES:	
Management fees	2,963,978
Interest expense	65,813
Professional, administrator and other	589,492
Total expenses	3,619,283
NET INVESTMENT LOSS	(3,619,283)
NET INCREASE IN PARTNERS' CAPITAL RESULTING FROM OPERATIONS	$190,344,198

See notes to financial statements.

JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.

(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF CHANGES IN PARTNERS' CAPITAL
FOR THE YEAR ENDED DECEMBER 31, 2014
(Expressed in U.S. dollars)

	Special Limited Partner	Japan Macro Opportunities Partners, L.P.	Japan Macro Opportunities Offshore Partners, L.P.	Total
PARTNERS' CAPITAL — January 1, 2014	$30,356,678	$158,334,713	$154,358,735	$343,050,126
DECREASE IN PARTNERS' CAPITAL RESULTING FROM CAPITAL TRANSACTIONS				
Capital contributions	-	14,300,000	40,950,000	55,250,000
Capital withdrawals	-	(142,223)	(1,288,870)	(1,431,093)
Capital distributions	(40,106,737)	(205,029,018)	(177,175,768)	(422,311,523)
NET DECREASE IN PARTNERS CAPITAL RESULTING FROM CAPITAL TRANSACTIONS	(40,106,737)	(190,871,241)	(137,514,638)	(368,492,616)
INCREASE IN PARTNERS' CAPITAL RESULTING FROM INVESTMENT OPERATIONS				
Net realized gains/losses on derivative instruments and securities	-	129,877,578	90,413,689	220,291,267
Net change in unrealized appreciation/depreciation on derivative instruments and securities	-	(7,000,099)	(19,327,687)	(26,327,786)
Net investment loss	-	(1,975,577)	(1,643,706)	(3,619,283)
NET INCREASE IN PARTNERS' CAPITAL RESULTING FROM INVESTMENT OPERATIONS	-	120,901,902	69,442,296	190,344,198

Performance distribution (see Note 7)	41,865,970	(25,097,913)	(16,768,057)	-
PARTNERS' CAPITAL — December 31, 2014	$32,115,911	$63,267,461	$69,518,336	$164,901,708

See notes to financial statements.

JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.

(A Cayman Islands Exempted Limited Partnership)

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2014
(Expressed in U.S. dollars)

1. ORGANIZATION

Japan Macro Opportunities Master Fund, L.P. (the "Master Fund") is a Cayman Islands exempted limited partnership organized under the laws of the Cayman Islands. In March 2012, the Master Fund registered with the Cayman Islands Monetary Authority ("CIMA") pursuant to an amendment to the Mutual Funds Law of the Cayman Islands which requires "master funds" as defined therein to register with and be regulated by CIMA. The investment objective of the Master Fund is to generate superior risk-adjusted rates of return through investments in the Japanese foreign currency exchange and credit markets. To achieve its investment objective, the Master Fund invests in fixed-income and foreign exchange securities and derivative products in the Japanese capital markets within a broad global macroeconomic strategy focusing on the risks to Japanese interest rate and currency volatility contained within the market for sovereign credit.

The Master Fund receives capital contributions from Japan Macro Opportunities Partners, L.P. (the "Onshore Fund") and Japan Macro Opportunities Offshore Partners, L.P. (the "Offshore Fund"). Hayman Capital Management, L.P. is the managing general partner for the Master Fund (the "Managing General Partner") and is the general partner of the Onshore Fund. Hayman Offshore Management, Inc., a Cayman Islands exempted company, serves as the general partner of the Master Fund and Offshore Fund (the "General Partner"). Hayman Advisors SLP, L.P., an affiliate of the Managing General Partner, was designated by the Managing General Partner as the special limited partner (the "Special Limited Partner") of the Master Fund. For the year ended December 31, 2014, the General Partner and the Managing General Partner had no partner capital balance in the Master Fund. The Master Fund, pursuant to an amended and restated agreement of the Limited Partnership (the "Agreement"), was formed on March 22, 2010, and began operations on July 9, 2010.

The Master Fund operates under a "master/feeder structure" whereby the Onshore Fund and the Offshore Fund invest substantially all of their investable assets in the Master Fund. As of December 31, 2014, the Onshore Fund, the Offshore Fund, and the Special Limited Partner owned approximately 38%, 42% and 20% of the Master Fund, respectively, after the impact of the accrued performance distribution at December 31, 2014. See Note 7 Related-Party Transactions for additional details.

Equinoxe Alternative Investment Services (Bermuda) Ltd. performed various administrative services for the Master Fund during 2014.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements are presented using accounting principles generally accepted in the United States of America (GAAP). Financial statements prepared on a GAAP basis require management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein. The Master Fund is an investment company and therefore complies with accounting and reporting guidance presented in *Accounting Standards Codification 946, Financial Services – Investment Companies*.

Cash and Cash Equivalents — The Master Fund defines cash and cash equivalents as cash and short-term, highly liquid investments with original maturities of 90 days or less. As of December 31, 2014, $248,848,879 is invested in money market funds offered by JP Morgan.

Derivative Instruments — Derivative instruments are valued at fair value in accordance with the Managing General Partner's valuation policy. Valuations are obtained from third-party pricing services which rely on observable market inputs and market information received from dealers, or brokers, when available and considered reliable.

Foreign Currency Translations — Assets and liabilities denominated in foreign currencies are translated into United States dollar amounts at the period-end exchange rates. Purchases and sales of investments, and income and expenses that are denominated in foreign currencies are translated into U.S. dollar amounts on the transaction date. Adjustments arising from foreign currency transactions are reflected in the Statement of Operations.

The Master Fund does not isolate the portion of the operating results that are due to the changes in foreign exchange rates. Such fluctuations are included in the net realized and unrealized gain or loss on derivative instruments and securities in the Statement of Operations. Investments in Japanese Yen denominated securities have additional risks not present in securities denominated in U.S. dollars.

Income and Expense Recognition — Interest is recorded on the accrual basis. Operating expenses are recorded on the accrual basis as incurred. Realized gains and losses on derivative instruments and securities are recorded on an identified cost basis.

Income Taxes — The partners of the Master Fund are individually liable for taxes on their share of Master Fund taxable income.

The Master Fund determines whether a tax position of the Master Fund is more likely than not to be sustained upon examination by the applicable taxing authority, including the resolution of any related appeals or litigation processes, based on the technical merits of the position. The Master Fund reviews and evaluates tax positions in the jurisdictions in which the Master Fund operates and determines whether or not there are uncertain tax positions that require financial statement recognition. Based on this review, management concluded that the Master Fund's tax returns will be open for examination by major tax jurisdictions, including U.S. Federal, U.S. states, Japan and the Cayman Islands, for the amount of time specified under the applicable statutes of limitations (with limited exceptions). Accordingly, the Master Fund's 2011 and subsequent tax returns remain open for examination. The Master Fund is additionally not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months. As a result, no income tax liability or expense has been recorded in the

accompanying financial statements.

The Master Fund has been registered as an exempted limited partnership pursuant to the Exempted Limited Partnership Law of the Cayman Islands. No local income, profits, or capital gains taxes are levied in the Cayman Islands at the current time. The Master Fund has also received an undertaking from the Cayman Islands' Government that, for a period of 50 years from May 11, 2010, the Master Fund will be exempt from taxation in the Cayman Islands. The only taxes payable by the Master Fund on its income are withholding taxes applicable to certain income.

Indemnities — The Managing General Partner on behalf of the Master Fund enters into certain contracts that contain a variety of indemnifications. The Master Fund's maximum exposure under these arrangements is unknown. However, the Master Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

Capital Contributions, Distributions, Withdrawals, and Income/Expenses Allocations — Capital contributions received at each closing are maintained in special memorandum accounts on the books and records of the Master Fund and invested in a portfolio of investments (each, a "Tranche"). The Managing General Partner establishes a new Tranche at each closing and only those investors making capital contributions at that closing have an interest in that Tranche. The appreciation, depreciation and expenses attributable to a Tranche are allocated only to investors with an interest in that Tranche.

The Master Fund is a single legal entity, and the Tranches are not separate legal entities. Since commencement of operations, the Managing General Partner has established 26 Tranches. As of December 31, 2014, 11 Tranches are in existence. The table below summarizes investor contributions, distributions, and withdrawals for each tranche for the year ended December 31, 2014. Withdrawals of $106,802 were made to pay for feeder fund level expenses.

Tranche	Contributions	Distributions	Withdrawals
Tranche E	$ -	$ 7,390,785	$ 2,952
Tranche G	-	2,326,484	1,235,469
Tranche H	-	6,941,523	2,488
Tranche I	-	2,671,625	1,474
Tranche J	-	2,145,995	1,495
Tranche K	-	11,664,019	2,521
Tranche L	-	1,959,626	2,042
Tranche N	-	269,877	2,847
Tranche O	-	8,485,223	3,849
Tranche P	-	27,096,922	11,041
Tranche Q	-	6,176,773	3,185
Tranche R	-	23,393,125	5,456
Tranche S	-	21,811,325	4,887
Tranche T	-	106,575,860	23,522
Tranche U	-	21,120,547	3,624
Tranche V	-	36,773,547	6,486
Tranche W	-	24,518,553	6,170
Tranche X	-	43,960,973	100,923
Tranche Y	40,000,000	38,596,000	8,079
Tranche Z	15,250,000	28,432,741	2,583
	$ 55,250,000	$ 422,311,523	$ 1,431,093

The Master Fund may make distributions to limited partners from time to time as determined by the Managing General Partner. See Note 7 for details regarding performance distributions. Capital withdrawals are permitted at the end of each quarter after a limited partner has held a Tranche interest for at least three years. Withdrawals made within the first three years will be subject to a 5% withdrawal fee. Capital withdrawal requests must be delivered prior to the end of the quarter preceding the withdrawal date. Withdrawal fees of $4,025 were recorded by the Master Fund during

the year ended December 31, 2014, and are reported as a reduction in the withdrawals of the tranche and were allocated pro-rata among the remaining Limited Partners in the tranche. The Managing General Partner does not charge a withdrawal fee for withdrawals from single investor Tranches.

Using the net asset value from the close, subsequent to the withdrawal request, the Managing General Partner will determine the net asset value of the Tranche and segregate the pro-rata portion of each asset in the Tranche for the benefit of the withdrawing limited partner. The Managing General Partner will then sell the segregated assets prior to the withdrawal date and specially allocate the gains and losses attributable to the segregated assets to the withdrawing investor.

Capital withdrawals are recorded as liabilities, net of any performance distribution, when the amount requested in the withdrawal notice becomes fixed and determinable. Withdrawal notices received for which the dollar amount is not fixed remain in capital until the amount is determined.

3. FAIR VALUE MEASUREMENTS

The Master Fund uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Master Fund has the ability to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

Level 2 — Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes “observable” requires significant judgment by the Managing General Partner. The Managing General Partner considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument

within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the Managing General Partner's perceived risk of that instrument.

Investments in U.S. Government obligations are valued by a third-party pricing service using market observable data, such as reported sales of similar securities, broker quotes, yields, bids, offers, and reference data and are therefore classified as Level 2.

Most derivative instruments that are not exchange-traded are considered Level 2. These over-the-counter (OTC) derivatives, including interest rate swaptions and foreign currency options, are valued by a third-party pricing service using observable inputs, such as quotations received from brokers. In instances where models are used, the value of an OTC derivative depends upon the contractual terms of, and specific risks inherent in the instrument, as well as, the availability and reliability of, observable inputs. Such inputs include market prices for reference securities, yield curves, credit curves, measures of volatility, prepayment rates, and correlations of such inputs.

No level 3 holdings were held at any time during the year ended December 31, 2014.

A valuation committee established by the Managing General Partner meets on a monthly basis to review and approve the valuation of the Master Fund's investments, to ensure that the valuations are in accordance with the pricing policy adopted by the Managing General Partner and the methods described above.

As of December 31, 2014, the financial instruments carried on the Statement of Assets and Liabilities by caption and by level within the valuation hierarchy are presented in the table that follows. The financial instruments are further classified by geography within the Condensed Schedule of Investments.

	Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Cash equivalents	$248,848,879	$-	$ -	$ 248,848,879
U.S. Government obligations	-	10,461,054	-	10,461,054
Interest rate swaptions	-	1,976,324	-	1,976,324
Foreign currency options	-	155,770,229	-	155,770,229
Total	$248,848,879	$168,207,607	$ -	$ 417,056,486

	Liabilities at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Foreign currency options	$ -	$ (14,406,851)	$ -	$ (14,406,851)
Total	$ -	$ (14,406,851)	$ -	$ (14,406,851)

4. BALANCE SHEET OFFSETTING

The Master Fund presents derivative exposure on a gross basis on the Statement of Assets and Liabilities. Below is a table that shows the gross amounts of derivative positions recorded on the Statement of Assets and Liabilities.

Offsetting of Financial Assets and Derivative Assets	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statement of Assets and Liabilities	Net Amounts of Assets Presented in the Statement of Assets and Liabilities	Cash Collateral (Received) / Posted	Net Amount
Derivatives Instruments - Long					
Foreign currency options	$ 155,770,229	$ -	$ 155,770,229	$(84,299,514)	$71,470,715
Interest rate swaptions	1,976,324	-	1,976,324	-	1,976,324
Total Derivatives Instruments - Long	$ 157,746,553	$ -	$ 157,746,553	$(84,299,514)	$73,447,039

Offsetting of Financial Assets and Derivative Liabilities	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statement of Assets and Liabilities	Net Amounts of Liabilities Presented in the Statement of Assets and Liabilities	Cash Collateral (Received) / Posted	Net Amount
Foreign currency options	$ -	$ (14,406,851)	$ (14,406,851)	$8,198,460	$(6,208,391)

Over the Counter derivative transactions are subject to the terms and conditions of the International Swaps and Derivatives Association (“ISDA”) agreements entered into by the Master Fund and its trading counterparties. The ISDA agreements allow for the right of setoff in cases of early termination. Two of the ISDA agreements place restrictions on collateral received by the Master Fund. One of the agreements requires the Master Fund to hold the collateral in the state of New York. The amount of collateral from this counterparty held by the Master Fund at December 31, 2014 was approximately $17,370,000. Another ISDA agreement requires the Master Fund to hold collateral at The Bank of New York Mellon. The amount of collateral from this counterparty held by the Master Fund at December 31, 2014 was $10,461,054.

5. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK

Derivative Contracts — In the normal course of business, the Master Fund enters into derivative financial instruments (“derivatives”). The derivatives in which the Master Fund invests are primarily interest rate swaptions and foreign

currency options. Derivatives serve as a component of the Master Fund's investment strategy and are utilized primarily to structure the portfolio or individual investments to economically match the investment objective of the Master Fund.

As of December 31, 2014, the derivative instruments carried on the Statement of Assets and Liabilities are presented in the table below.

Derivatives Not Accounted for as Hedging Instruments	Number of Contracts	Derivative Instruments (Assets)	(Liabilities)
Interest rate swaption contracts	35	$1,976,324	$-
Foreign currency option contracts	60	155,770,229	(14,406,851)
Total derivative instruments		$157,746,553	$(14,406,851)

The impact of these derivative instruments on the Statement of Operations is presented in the table below.

Derivatives Not Accounted for as Hedging Instruments	Net Change in Unrealized Appreciation/(Depreciation) on Derivative Instruments	Net Realized Gains/(Losses) on Derivative Instruments
Interest rate swaption contracts	$ 17,736,704	$ (27,657,236)
Foreign currency option contracts	(44,705,736)	248,566,843
Total	$ (26,969,032)	$ 220,909,607

For the year ended December 31, 2014, the volume of derivative transactions of the Master Fund was as follows:

Derivatives Not Accounted for as Hedging Instruments	Contracts Entered Into	Contracts Sold/ Expired
Interest rate swaption contracts	2	60
Foreign currency option contracts	22	294
Total	24	354

Swaptions — The Master Fund enters into swaptions in the normal course of pursing its investment objectives. Swaptions are used to create exposure for the Master Fund based on its directional view of interest rates. Swaptions are options that grant the holder the right to enter into an underlying swap. The underlying swaps of the Master Fund's swaptions are interest rate swaps. Interest rate swaps are agreements between two parties to exchange cash flows based on a notional principal amount. The Master Fund may elect to pay a fixed rate and receive a floating rate, or, receive a fixed rate and pay a floating rate on a notional principal amount. Swaptions are marked to market by a third-party pricing service and the change, if any, is recorded as a net change in unrealized appreciation or depreciation on derivative instruments in the Statement of Operations. When the swaption contract is terminated early, the Master Fund records a realized gain or loss. The risks of swaptions include changes in market conditions that affect the value of the contract or the cash flows and the possible inability of the counterparty to fulfill its obligations under the agreement. The Master Fund's maximum risk of loss from counterparty credit risk is the market value of the positions held by the counterparty. This risk is mitigated by having a master netting arrangement between the Master Fund and the counterparty and by the posting of collateral by the counterparty to the Master Fund to cover a portion of the Master Fund's exposure to the counterparty.

Options — The Master Fund holds foreign currency denominated interest rate swaptions and the value of these swaptions may decrease if the foreign currency depreciates in value. The Master Fund purchases options for the purpose mitigating foreign exchange risk and to enhance returns on its portfolio. Options are contracts that grant the holder, in return for payment of the purchase price (the "premium") of the option, the right to either purchase or sell a financial instrument at a specified price within a specified period of time or on a specified date, from or to the writer of the option.

The Master Fund's focus is to execute an investment strategy that is primarily concentrated in Japanese LIBOR interest rate swaptions and Japanese Yen foreign currency options, and as a result will potentially be materially impacted by changes in the movement of Japanese LIBOR interest rates and the Japanese Yen.

6. DUE FROM (TO) BROKERS

The Master Fund does not clear its own derivative transactions. It has established accounts with other financial institutions for this purpose. This can, and often does, result in concentration of credit risk with one or more of these firms. Such risk, however, is mitigated by the obligation of U.S. financial institutions to comply with rules and regulations governing broker/dealers and futures commission merchants. These rules and regulations generally require maintenance of net capital, as defined, and segregation of customers' funds and securities from holdings of the firm.

7. RELATED-PARTY TRANSACTIONS

The Master Fund pays the Managing General Partner, a management fee, as compensation for managing the business and affairs of the Master Fund, equal to 1.25% per annum of the capital account of each limited partner. Management fees are calculated and paid quarterly in advance as of the first day of each calendar quarter in accordance with the Agreement.

The Managing General Partner and the General Partner may reduce or waive the management fee for any individual investor.

The Agreement provides for a performance distribution to the Special Limited Partner at the time of withdrawals or distributions. Performance distributions only occur after capital has been returned to investors. For tranches that invested prior to April 25, 2014 the performance distribution calculation is performed in respect to aggregate contributions to all Tranches. However, for contributions made after April 25, 2014 the performance distributions calculation is performed at the Tranche level and does not take into account contributions to other Tranches (if any).

Withdrawals or distributions attributable to a Tranche initially shall be allocated to the limited partners in that Tranche Pro Rata. Thereafter, withdrawals or distributions are to be allocated as follows:

i) First, to the limited partner until the limited partner has received an aggregate amount of withdrawals or distributions to the extent of their capital contributions;

ii) Second, 80% to the limited partners and 20% to the Special Limited Partner until aggregate withdrawals or distributions to the limited partner are equal to 10 times capital contributed by the limited partner;

iii) Thereafter, 65% to the limited partner and 35% to the Special Limited Partner.

For the year ended December 31, 2014, total capital distributions to the Special Limited Partner were $40,106,737, of which $25,074,725 was payable as of December 31, 2014 and is included in capital distributions payable on the Statement of Assets and Liabilities. The accrued performance distribution is presented as the capital balance of the Special Limited Partner on the statement of changes in partners' capital calculated, pursuant to the Agreement, based on a hypothetical liquidation of the Master Fund at December 31, 2014. The accrued performance distribution is calculated for each limited partner taking into consideration such partner's contributions. The Special Limited Partner has no claim to, and does not receive any economic benefit from, any accrued performance distribution until distributions made to a limited partner exceed capital contributions made by such partner.

The Managing General Partner shall be paid an annual fee of $1,000 on January 1 of each year, which shall be charged proportionally among all Tranches based on the relative net asset value of each Tranche.

8. FINANCIAL HIGHLIGHTS

The following are the Master Fund's financial highlights, by Tranche, for the year ended December 31, 2014. Total returns are calculated by Tranche for the limited partner group as a whole, which may differ from returns for any individual partners due to certain limited partners being exempt from management fees.

	Total Return [1]			**Ratios to Average Limited Partners' Capital [2]:**			
	Before Performance Distribution	Performance Distribution	After Performance Distribution	Expenses — Excluding Performance Distribution	Performance Distribution	Expenses — Including Performance Distribution	Net Investment Loss
Tranche E	60.59%	(8.47)%	52.12%	(1.57)%	(11.40)%	(12.97)%	(1.57)%
Tranche K	40.76	5.96	46.72	(1.75)	12.94	11.19	(1.75)
Tranche R	77.17	(8.26)	68.91	(1.71)	(19.04)	(20.74)	(1.71)
Tranche S	66.79	(10.73)	56.06	(1.72)	(16.92)	(18.64)	(1.72)
Tranche T	59.77	(6.52)	53.25	(1.63)	(14.78)	(16.42)	(1.63)
Tranche U	89.09	(2.93)	86.16	(1.79)	(24.82)	(26.60)	(1.79)
Tranche V	84.26	(2.39)	81.87	(1.84)	(23.31)	(25.15)	(1.84)
Tranche W	55.31	(23.28)	32.03	(1.67)	(32.77)	(34.44)	(1.67)
Tranche X	52.15	(4.60)	47.55	(1.61)	(8.96)	(10.57)	(1.61)
Tranche Y	160.51	(30.91)	129.60	(1.46)	(35.15)	(36.61)	(1.46)
Tranche Z	318.23	(63.34)	254.89	(1.43)	(43.89)	(45.31)	(1.43)

[1] Computed as the percentage change in value during the period of a theoretical limited partner investment made at the beginning of the year or when a Tranche was created, net of all fees and expenses. Total return for tranches issued or withdrawn during the year have not been annualized.

[2] Average partners' capital has been computed based on monthly valuations. Ratios for Tranches issued during the year have been annualized. Performance distribution ratios have not been annualized.

9. SUBSEQUENT EVENTS

For the purpose of issuing these financial statements, management evaluated events and transactions through and including March 27, 2015, the date these financial statements were available to be issued. Effective January 1, 2015, SEI Global Securities, Inc. was appointed as the Master Fund's administrator.

* * * * * *

Japan Macro
Opportunities Offshore
Partners, L.P.

(A Cayman Islands Exempted Limited Partnership)

Financial Statements (in liquidation) as of and for the

Year Ended December 31, 2015

JAPAN MACRO OPPORTUNITIES OFFSHORE PARTNERS, L.P.
(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF ASSETS AND LIABILITIES (IN LIQUIDATION)
AS OF DECEMBER 31, 2015
(Expressed in U.S. dollars)

ASSETS	
CASH	$31,928
DUE FROM MASTER FUND	11,945
TOTAL	$43,873
LIABILITIES AND PARTNERS' CAPITAL	
ACCRUED EXPENSES	$43,873
TOTAL LIABILITIES	43,873
PARTNERS' CAPITAL	—
TOTAL	$43,873

See notes to financial statements and attached financial statements of the Master Fund.

JAPAN MACRO OPPORTUNITIES OFFSHORE PARTNERS, L.P.
(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF OPERATIONS (IN LIQUIDATION)
FOR THE YEAR ENDED DECEMBER 31, 2015
(Expressed in U.S. dollars)

REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS ALLOCATED FROM MASTER FUND:	
Realized gain on derivative instruments and securities	$51,807,593
Net change in unrealized appreciation/depreciation on derivative instruments and securities	(38,746,724)
Net realized and unrealized gain on derivative instruments and securities allocated from Master Fund	13,060,869
NET INVESTMENT LOSS ALLOCATED FROM MASTER FUND:	
Interest expense	(17,912)
Management fees	(559,784)
Professional, administrator and other expenses	(168,081)
Net investment loss allocated from Master Fund	(745,777)
PARTNERSHIP EXPENSES — Other expenses	(59,532)
NET INVESTMENT LOSS	(805,309)
INCREASE IN PERFORMANCE DISTRIBUTION AT MASTER FUND	(2,451,772)
NET INCREASE IN PARTNERS' CAPITAL RESULTING FROM OPERATIONS	$9,803,788

See notes to financial statements and attached financial statements of the Master Fund.

JAPAN MACRO OPPORTUNITIES OFFSHORE PARTNERS, L.P.
(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF CHANGES IN PARTNERS' CAPITAL (IN LIQUIDATION)
FOR THE YEAR ENDED DECEMBER 31, 2015
(Expressed in U.S. dollars)

	General Partner	Limited Partners	Total
PARTNERS' CAPITAL — January 1, 2015	$ -	$69,488,535	$69,488,535
DECREASE IN PARTNERS' CAPITAL RESULTING FROM CAPITAL TRANSACTIONS			
Capital distributions	-	(79,292,323)	(79,292,323)
DECREASE IN PARTNERS' CAPITAL RESULTING FROM CAPITAL TRANSACTIONS	-	(79,292,323)	(79,292,323)
INCREASE (DECREASE) IN PARTNERS' CAPITAL RESULTING FROM INVESTMENT OPERATIONS			
Net realized and unrealized gain on derivative instruments and securities allocated from Master Fund	-	13,060,869	13,060,869
Net investment loss	-	(805,309)	(805,309)
Increase in performance distribution at Master Fund (see Note 4)	-	(2,451,772)	(2,451,772)
NET INCREASE IN PARTNERS' CAPITAL RESULTING FROM INVESTMENT OPERATIONS	-	9,803,788	9,803,788
PARTNERS' CAPITAL — December 31, 2015	$ -	$-	$-

See notes to financial statements and attached financial statements of the Master Fund.

JAPAN MACRO OPPORTUNITIES OFFSHORE PARTNERS, L.P.

(A Cayman Islands Exempted Limited Partnership)

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2015

(Expressed in U.S. dollars)

1. ORGANIZATION

Japan Macro Opportunities Offshore Partners, L.P. (the "Partnership") is a Cayman Islands exempted limited partnership organized on March 22, 2010, which began operations on July 9, 2010. The limited partnership agreement (the "Partnership Agreement") was most recently amended and restated on April 25, 2014. The Partnership is registered under the Mutual Funds Law of the Cayman Islands. The Partnership has elected to be taxed as a corporation from a U.S. federal income tax perspective. The investment objective of the Partnership is to achieve capital appreciation through investments in public and private securities and other financial instruments. This investment strategy is executed solely through an investment in Japan Macro Opportunities Master Fund, L.P. (the "Master Fund") (a Cayman Islands Exempted Limited Partnership). Japan Macro Opportunities Partners, L.P. a Delaware limited partnership (the "Onshore Fund"), also invests in the Master Fund. As of December 31, 2015, the capital balance is $0 in the Master Fund.

Hayman Offshore Management, Inc. is the general partner (the "General Partner") of the Partnership, and a general partner of the Master Fund. Hayman Capital Management L.P. is the managing general partner of the Master Fund (the "Managing General Partner"). Hayman Advisors SLP, L.P., an affiliate of the General Partner, was designated by the General Partner as the special limited partner (the "Special Limited Partner") of the Master Fund. For year ended December 31, 2015, the General Partner had no partner capital balance in the Partnership.

As of January 1, 2015, SEI Global Securities, Inc. was appointed as the Partnership's administrator.

2. SIGNIFICANT ACCOUNTING POLICIES

Liquidation Basis of Accounting — The Partnership changed its basis of accounting from the going concern basis to the liquidation basis effective August 31, 2015, the end of the period that trading activity ceased in the Master Fund.

Subsequent to the cessation of trading activities, net available cash was distributed to limited partners in accordance with their pro-rata tranche ownership ratios. Under this basis of accounting, assets are valued at their estimated net realizable values and liabilities are valued at their estimated settlement amounts. The Master Fund and the Partnership are investment companies and therefore comply with accounting and reporting guidance presented in Accounting Standards Codification 946, Finanical Services — Investment Companies.

The accompanying financial statements are presented using accounting principles generally accepted in the United States of America (“GAAP”). Financial statements prepared on a GAAP basis require management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein. The Managing General Partner anticipates that all remaining assets will likely be liquidated within 24 months.

Income and Expense Recognition — The Partnership's pro-rata share of income and expense and realized and unrealized gain and loss from its direct investment in the Master Fund are included in their appropriate revenue and expense categories in the Partnership's Statement of Operations. In addition, the Partnership accrues its own direct expenses.

Cash and Cash Equivalents — The Partnership defines cash and cash equivalents as cash and short-term, highly liquid investments with original maturities of 90 days or less. As of December 31, 2015, $31,928 is invested in money market funds offered by JP Morgan.

Income Taxes — The Partnership is registered as an exempted limited partnership pursuant to the Exempted Limited Partnership Law of the Cayman Islands. No local income, profits, or capital gains taxes are levied in the Cayman Islands at the current time. The Partnership has also received an undertaking from the Cayman Islands' government that, for a period of 50 years from May 11, 2010, the Partnership will be exempt from taxation in the Cayman Islands. The only taxes payable by the Partnership on its income are withholding taxes applicable to certain income.

The Partnership determines whether a tax position of the Partnership is more likely than not to be sustained upon examination by the applicable taxing authority, including the resolution of any related appeals or litigation processes, based on the technical merits of the position. The Partnership reviews and evaluates tax positions in the jurisdictions in which the Partnership operates and determines whether or not there are uncertain tax positions that require financial statement recognition. Based on this review, management concluded that, the Partnership's tax returns will remain open for examination by major tax jurisdictions, including U.S. Federal, U.S. states, Japan, Cayman Islands and foreign jurisdictions where the Partnership and Master Fund make significant investments, for the amount of time specified under the applicable statutes of limitations (with limited exceptions). The Partnership's tax returns will remain open for examination by tax authorities for a period of three years from when they are filed. Accordingly, the Partnership's 2012 and subsequent tax returns remain open for examination. The Partnership is additionally not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months. As a result, no income tax liability or expense has been recorded in the accompanying financial statements.

Capital Contributions, Distributions, Withdrawals and Allocation of Partnership Profits and Losses — Capital contributions received at each closing are maintained in special memorandum accounts on the books and records of the Master Fund and invested in a portfolio of investments (each, a "Tranche"). A new Tranche is established at each closing and only those investors making capital contributions at that closing have an interest in that Tranche. The appreciation, depreciation and expenses attributable to a Tranche are allocated only to investors with an interest in that Tranche. The Partnership is a single legal entity, and the Tranches are not separate legal entities. As of December 31, 2015, all tranches have capital balances of $0. The table below summarizes the distributions for each Tranche outstanding at any time during the year ended December 31, 2015:

Tranche	Distributions
E	$(2,324,339)
K	(749,831)
U	(61,538)
W	(9,434,950)
X	(4,999,736)
Y	(59,660,218)
Z	(2,061,711)
	$(79,292,323)

Capital withdrawals are permitted at the end of each quarter after a limited partner has held a tranche interest for at least three years. Withdrawals made within the first three years will be subject to a 5% withdrawal fee. Capital withdrawal requests must be delivered prior to the end of the quarter preceding the withdrawal date. No withdrawal fees were recored by the Partnership during the year ended December 31, 2015. The General Partner does not charge a withdrawal fee when the partners in a Tranche are all affiliated.

Using the net asset value from the close, subsequent to the withdrawal request, the General Partner will determine the net asset value of the tranche and segregate the pro-rata portion of each asset in the tranche for the benefit of the withdrawing limited partner. The General Partner will then sell the segregated assets prior to the withdrawal date and specially allocate the gains and losses attributable to the segregated assets to the withdrawing investor.

Capital withdrawals are recorded as liabilities, net of any performance distribution, when the amount requested in the withdrawal notice becomes fixed and determinable. Withdrawal notices received for which the dollar amount is not fixed remain in capital until the amount is determined.

The profits and losses of each Tranche of the Partnership are allocated to each partner based upon the amount of such partner’s capital balance of each Tranche as of the beginning of each month.

Indemnities — The General Partner on behalf of the Partnership enters into certain contracts that contain a variety of indemnifications. The Partnership’s maximum exposure under these arrangements is unknown. However, the Partnership has not had any prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

3. FAIR VALUE MEASUREMENTS

The Partnership uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership has the ability to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

Level 2 — Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The General Partner believes the most relevant fair value disclosure relates to the Master Fund's investment portfolio and can be found in Note 3 of the Master Fund's financial statements, which are attached to these statements.

As of December 31, 2015, there were no investments held in the Master Fund.

4. RELATED-PARTY TRANSACTIONS, INCLUDING MANAGEMENT AND PERFORMANCE DISTRIBUTION

Management fees and the performance distributions occur at the Master Fund level. During the year ended December 31, 2015, the Partnership was allocated management fees of $559,784. For the year ended December 31, 2015, the performance distribution paid to the special limited partner was $19,210,464, of which $2,451,772 relates to 2015.

5. FINANCIAL HIGHLIGHTS

The following are the Partnership's financial highlights, by Tranche, for the year ended December 31, 2015. Total returns are calculated by Tranche for the limited partner group as a whole, which may differ from returns for any individual partners due to certain limited partners being exempt from management fees.

Total returns presented below are prepared in accordance with GAAP. The results of the calculations may not be representative of the economic results achieved by individual investors as the GAAP calculations are required to be calculated in a manner which can create differences between economic returns and GAAP compliant returns during periods with limited capital.

	Total Return [1]			**Ratios to Average Limited Partners' Capital [2,3]:**				
	Before Performance Distribution	Performance Distribution	After Performance Distribution	Expenses — Excluding Performance Distribution	Performance Distribution	Expenses — Including Performance Distribution	Net Investment Loss	
Tranche E	(65.95)%	— %	(65.95)%	1.23 %	1.11 %	2.34 %	(1.23)%	

Tranche K	(0.44)	—	(0.44)	0.42	—	0.42	(0.42)
Tranche U	(6.39)	—	(6.39)	1.15	(0.71)	0.44	(1.15)
Tranche W	(60.58)	—	(60.58)	1.25	1.02	2.27	(1.25)
Tranche X	(71.60)	(0.01)	(71.61)	1.23	0.78	2.01	(1.23)
Tranche Y	17.55	0.04	17.59	1.24	4.52	5.76	(1.24)
Tranche Z	(52.95)	0.01	(52.94)	1.33	4.33	5.66	(1.33)

[1] Computed as the percentage change in value during the period of a theoretical limited partner investment made at the beginning of the year or when a Tranche was created, net of all fees and expenses.

[2] Average partners' capital has been computed based on monthly valuations.

[3] Includes the proportionate share of the Partnership's income and expenses allocated from the Master Fund.

6. SUBSEQUENT EVENTS

For the purpose of issuing these financial statements, management evaluated events and transactions through and including March 29, 2016, the date these financial statements were available to be issued.

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Japan Macro Opportunities

Master Fund, L.P.

(A Cayman Islands Exempted Limited Partnership)

Financial Statements (in liquidation) as of and for the

Year Ended December 31, 2015

JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.
(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF ASSETS AND LIABILITIES (IN LIQUIDATION)
AS OF DECEMBER 31, 2015
(Expressed in U.S. dollars)

ASSETS	
CASH AND CASH EQUIVALENTS	$350,294
TOTAL	$350,294
LIABILITIES AND PARTNERS' CAPITAL	
MANAGEMENT FEE PAYABLE	$162,648
DUE TO FEEDER FUNDS	71,183
ACCRUED EXPENSES	116,463
TOTAL LIABILITIES	350,294
PARTNERS' CAPITAL	—
TOTAL	$350,294

See notes to financial statements.

JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.
(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF OPERATIONS (IN LIQUIDATION)
FOR THE YEAR ENDED DECEMBER 31, 2015
(Expressed in U.S. dollars)

REALIZED AND UNREALIZED GAINS/(LOSSES) ON DERIVATIVE INSTRUMENTS AND SECURITIES:	
Net realized gains/losses on derivative instruments and securities	$102,754,165
Net change in unrealized appreciation/depreciation on derivative instruments and securities	(80,311,496)
Net realized and unrealized gains on derivative instruments and securities	22,442,669
EXPENSES:	
Management fees	(1,098,322)
Interest expense	(42,633)
Professional, administrator and other	(339,062)
Total expenses	(1,480,017)
NET INVESTMENT LOSS	(1,480,017)
NET INCREASE IN PARTNERS' CAPITAL RESULTING FROM OPERATIONS	$20,962,652

See notes to financial statements.

JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.
(A Cayman Islands Exempted Limited Partnership)

STATEMENT OF CHANGES IN PARTNERS' CAPITAL (IN LIQUIDATION)
FOR THE YEAR ENDED DECEMBER 31, 2015
(Expressed in U.S. dollars)

	Special Limited Partner	Japan Macro Opportunities Partners, L.P.	Japan Macro Opportunities Offshore Partners, L.P.	Total
PARTNERS' CAPITAL — January 1, 2015	$32,115,911	$63,267,461	$69,518,336	$164,901,708
DECREASE IN PARTNERS' CAPITAL RESULTING FROM CAPITAL TRANSACTIONS				
Capital distributions	(36,277,752)	(70,204,952)	(79,381,656)	(185,864,360)
NET DECREASE IN PARTNERS CAPITAL RESULTING FROM CAPITAL TRANSACTIONS	(36,277,752)	(70,204,952)	(79,381,656)	(185,864,360)
INCREASE (DECREASE) IN PARTNERS' CAPITAL RESULTING FROM OPERATIONS				
Net realized gains (losses) on derivative instruments and securities	-	50,946,572	51,807,593	102,754,165
Net change in unrealized appreciation (depreciation) on derivative instruments and securities	-	(41,564,772)	(38,746,724)	(80,311,496)
Net investment loss	-	(734,240)	(745,777)	(1,480,017)
NET INCREASE IN PARTNERS' CAPITAL RESULTING FROM OPERATIONS	-	8,647,560	12,315,092	20,962,652
Performance distribution (see Note 7)	4,161,841	(1,710,069)	(2,451,772)	-
PARTNERS' CAPITAL —December 31, 2015	$-	$-	$-	$-

See notes to financial statements.

JAPAN MACRO OPPORTUNITIES MASTER FUND, L.P.

(A Cayman Islands Exempted Limited Partnership)

Notes to Financial Statements (IN LIQUIDATION)

as of AND FOR THE YEAR ENDED DECEMBER 31, 2015
(Expressed in U.S. dollars)

1. ORGANIZATION

Japan Macro Opportunities Master Fund, L.P. (the "Master Fund") is a Cayman Islands exempted limited partnership organized under the laws of the Cayman Islands. In March 2012, the Master Fund registered with the Cayman Islands Monetary Authority ("CIMA") pursuant to an amendment to the Mutual Funds Law of the Cayman Islands which requires "master funds" as defined therein to register with and be regulated by CIMA. The investment objective of the Master Fund is to generate superior risk-adjusted rates of return through investments in the Japanese foreign currency exchange and credit markets. To achieve its investment objective, the Master Fund invests in fixed-income and foreign exchange securities and derivative products in the Japanese capital markets within a broad global macroeconomic strategy focusing on the risks to Japanese interest rate and currency volatility contained within the market for sovereign credit.

The Master Fund receives capital contributions from Japan Macro Opportunities Partners, L.P. (the "Onshore Fund") and Japan Macro Opportunities Offshore Partners, L.P. (the "Offshore Fund"). Hayman Capital Management, L.P. is the managing general partner for the Master Fund (the "Managing General Partner") and is the general partner of the Onshore Fund. Hayman Offshore Management, Inc., a Cayman Islands exempted company, serves as the general partner of the Master Fund and Offshore Fund (the "General Partner"). Hayman Advisors SLP, L.P., an affiliate of the Managing General Partner, was designated by the Managing General Partner as the special limited partner (the "Special Limited Partner") of the Master Fund. For the year ended December 31, 2015, the General Partner and the Managing General Partner had no partner capital balance in the Master Fund. The Master Fund, pursuant to an amended and restated agreement of the Limited Partnership (the "Agreement"), was formed on March 22, 2010, and began operations on July 9, 2010.

The Master Fund operates under a "master/feeder structure" whereby the Onshore Fund and the Offshore Fund invest substantially all of their investable assets in the Master Fund. During 2015 the Master Fund successfully harvested all open derivative positions and distributed the proceeds to limited partners. As a result, the capital balances for the Onshore Fund, Offshore Fund, and Special Limited Partner within the Master Fund were $0 as of December 31, 2015. See Note 7 Related-Party Transactions for additional details.

As of January 1, 2015, SEI Global Securities, Inc. was appointed as the Master Fund's administrator.

2. SIGNIFICANT ACCOUNTING POLICIES

Liquidation Basis of Accounting — The Master Fund changed its basis of accounting from the going concern basis to the liquidation basis effective August 31, 2015, the end of the period that trading activity ceased in the Master Fund. Subsequent to the cessation of trading activities, net available cash was distributed to limited partners in accordance with their pro-rata tranche ownership ratios. Under this basis of accounting, assets are valued at their estimated net realizable values and liabilities are valued at their estimated settlement amounts. The Master Fund is an investment company and therefore complies with accounting and reporting guidance presented in Accounting Standards Codification 946, Financial Services – Investment Companies.

The accompanying financial statements are presented using accounting principles generally accepted in the United States of America ("GAAP"). Financial statements prepared on a GAAP basis require management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein. The General Partner anticipates that all remaining assets will likely be liquidated within 24 months.

Cash and Cash Equivalents — The Master Fund defines cash and cash equivalents as cash and short-term, highly liquid investments with original maturities of 90 days or less. As of December 31, 2015, $350,294 is invested in money market funds offered by JP Morgan. These cash equivalents are classified as Level 1 investments.

Foreign Currency Translations — Assets and liabilities denominated in foreign currencies are translated into United States dollar amounts at the period-end exchange rates. Purchases and sales of investments, and income and expenses that are denominated in foreign currencies are translated into U.S. dollar amounts on the transaction date. Adjustments arising from foreign currency transactions are reflected in the Statement of Operations.

The Master Fund does not isolate the portion of the operating results that are due to the changes in foreign exchange rates. Such fluctuations are included in the net realized and unrealized gain or loss on derivative instruments and securities in the Statement of Operations. Investments in Japanese Yen denominated securities have additional risks not present in securities denominated in U.S. dollars.

Income and Expense Recognition — Interest is recorded on the accrual basis. Operating expenses are recorded on the accrual basis as incurred. Realized gains and losses on derivative instruments and securities are recorded on an identified cost basis.

Income Taxes — The partners of the Master Fund are individually liable for taxes on their share of Master Fund taxable income.

The Master Fund determines whether a tax position of the Master Fund is more likely than not to be sustained upon examination by the applicable taxing authority, including the resolution of any related appeals or litigation processes, based on the technical merits of the position. The Master Fund reviews and evaluates tax positions in the jurisdictions in which the Master Fund operates and determines whether or not there are uncertain tax positions that require financial statement recognition. Based on this review, management concluded that the Master Fund's tax returns will be open for examination by major tax jurisdictions, including U.S. Federal, U.S. states, Japan and the Cayman Islands, for the amount of time specified under the applicable statutes of limitations (with limited exceptions). Accordingly,

the Master Fund's 2012 and subsequent tax returns remain open for examination. The Master Fund is additionally not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months. As a result, no income tax liability or expense has been recorded in the accompanying financial statements.

The Master Fund has been registered as an exempted limited partnership pursuant to the Exempted Limited Partnership Law of the Cayman Islands. No local income, profits, or capital gains taxes are levied in the Cayman Islands at the current time. The Master Fund has also received an undertaking from the Cayman Islands' Government that, for a period of 50 years from May 11, 2010, the Master Fund will be exempt from taxation in the Cayman Islands. The only taxes payable by the Master Fund on its income are withholding taxes applicable to certain income.

Indemnities — The Managing General Partner on behalf of the Master Fund enters into certain contracts that contain a variety of indemnifications. The Master Fund's maximum exposure under these arrangements is unknown. However, the Master Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

Capital Contributions, Distributions, Withdrawals, and Income/Expenses Allocations — Capital contributions received at each closing are maintained in special memorandum accounts on the books and records of the Master Fund and invested in a portfolio of investments (each, a "Tranche"). The Managing General Partner establishes a new Tranche at each closing and only those investors making capital contributions at that closing have an interest in that Tranche. The appreciation, depreciation and expenses attributable to a Tranche are allocated only to investors with an interest in that Tranche.

The Master Fund is a single legal entity, and the Tranches are not separate legal entities. Since commencement of operations, the Managing General Partner has established 26 Tranches. As of December 31, 2015, all tranches have capital balances of $0. There were no capital contributions in 2015. The table below summarizes investor distributions for each tranche, including capital withdrawals of $573,000 from Tranche Z, for the year ended December 31, 2015.

Tranche	Distributions
Tranche E	$(3,264,877)
Tranche K	(751,552)
Tranche T	(31,613,417)
Tranche U	(850,959)
Tranche V	(1,536,074)
Tranche W	(11,810,066)
Tranche X	(20,579,314)
Tranche Y	(74,281,418)
Tranche Z	(41,176,683)
	$(185,864,360)

The Master Fund may make distributions to limited partners from time to time as determined by the Managing General Partner. See Note 7 for details regarding performance distributions. Capital withdrawals are permitted at the end of each quarter after a limited partner has held a Tranche interest for at least three years. Withdrawals made within the first three years will be subject to a 5% withdrawal fee. Capital withdrawal requests must be delivered prior to the end of the quarter preceding the withdrawal date. No withdrawal fees were recorded by the Master Fund during the year ended December 31, 2015. The Managing General Partner does not charge a withdrawal fee for withdrawals from single investor Tranches.

Using the net asset value from the close, subsequent to the withdrawal request, the Managing General Partner will determine the net asset value of the Tranche and segregate the pro-rata portion of each asset in the Tranche for the benefit of the withdrawing limited partner. The Managing General Partner will then sell the segregated assets prior to the withdrawal date and specially allocate the gains and losses attributable to the segregated assets to the withdrawing investor.

Capital withdrawals are recorded as liabilities, net of any performance distribution, when the amount requested in the withdrawal notice becomes fixed and determinable. Withdrawal notices received for which the dollar amount is not fixed remain in capital until the amount is determined.

3. FAIR VALUE MEASUREMENTS

The Master Fund uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Master Fund has the ability to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

Level 2 — Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes “observable” requires significant judgment by the Managing General Partner. The Managing General Partner considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the Managing General Partner’s perceived risk of that instrument.

Investments in U.S. Government obligations are valued by a third-party pricing service using market observable data, such as reported sales of similar securities, broker quotes, yields, bids, offers, and reference data and are therefore classified as Level 2 when held.

Most derivative instruments that are not exchange-traded are considered Level 2. These over-the-counter (OTC) derivatives, including interest rate swaptions and foreign currency options, are valued by a third-party pricing service using observable inputs, such as quotations received from brokers when held. In instances where models are used, the value of an OTC derivative depends upon the contractual terms of, and specific risks inherent in the instrument, as well as, the availability and reliability of, observable inputs. Such inputs include market prices for reference securities, yield curves, credit curves, measures of volatility, prepayment rates, and correlations of such inputs.

No level 3 holdings were held at any time during the year ended December 31, 2015.

A valuation committee established by the Managing General Partner meets on a monthly basis to review and approve the valuation of the Master Fund’s investments, to ensure that the valuations are in accordance with the pricing policy adopted by the Managing General Partner and the methods described above.

As of December 31, 2015, the only assets owned by the Master Fund are $350,294 of money market investments, which are disclosed on the Statement of Assets and Liabilities as Cash and Cash Equivalents and a litigation claim. The money market investments are classified as Level 1 investments. The Managing General Partner, on behalf of the Master Fund and certain other funds or accounts managed by the Managing General Partner, filed a class action complaint against forty-four defendants alleging, among other things, conspiracy to fix and restrain trade in, and intentional manipulation of, Euroyen TIBOR, Yen-LIBOR and the prices of Euroyen-based derivatives during the period of at least January 2006 through June 20, 2011. The lawsuit was filed in July 2015 and future proceeds, if any, will be allocated among investors that held limited partnership interests in the Master Fund from inception through June 20, 2011. The claim is valued at $0 as of December 31, 2015 because it was not possible to predict the outcome of the litigation.

4. BALANCE SHEET OFFSETTING

The Master Fund presents derivative exposure on a gross basis on the Statement of Assets and Liabilities. As of December 31, 2015, there were no derivatives held by the Master Fund.

Over the Counter derivative transactions are subject to the terms and conditions of the International Swaps and Derivatives Association (“ISDA”) agreements entered into by the Master Fund and its trading counterparties. The ISDA agreements allow for the right of setoff in cases of early termination. Two of the ISDA agreements place restrictions on collateral received by the Master Fund. One of the agreements requires the Master Fund to hold the collateral in the state of New York. Another ISDA agreement requires the Master Fund to hold collateral at The Bank of New York Mellon. The amount of collateral from these counterparties held by the Master Fund at December 31, 2015 was $0 as there are no derivatives held.

5. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK

Derivative Contracts — In the normal course of business, the Master Fund enters into derivative financial instruments (“derivatives”). The derivatives in which the Master Fund invests are primarily interest rate swaptions and foreign currency options. Derivatives serve as a component of the Master Fund’s investment strategy and are utilized primarily to structure the portfolio or individual investments to economically match the investment objective of the Master Fund.

The impact of these derivative instruments for the year ended December 31, 2015 on the Statement of Operations is presented in the table below.

Derivatives Not Accounted for as Hedging Instruments	Net Change in Unrealized Appreciation/(Depreciation) on Derivative Instruments	Net Realized Gains/(Losses) on Derivative Instruments
Interest rate swaption contracts	$ 18,624,366	$ (20,340,598)
Foreign currency option contracts	(98,935,862)	123,094,763
Total	$ (80,311,496)	$ 102,754,165

For the year ended December 31, 2015, the volume of derivative transactions of the Master Fund was as follows:

Derivatives Not Accounted for as Hedging Instruments	Contracts Entered Into	Contracts Sold/ Expired
Interest rate swaption contracts	—	35
Foreign currency option contracts	2	62
Total	2	97

Swaptions — The Master Fund enters into swaptions in the normal course of pursing its investment objectives. Swaptions are used to create exposure for the Master Fund based on its directional view of interest rates. Swaptions are options that grant the holder the right to enter into an underlying swap. The underlying swaps of the Master Fund's swaptions are interest rate swaps. Interest rate swaps are agreements between two parties to exchange cash flows based on a notional principal amount. The Master Fund may elect to pay a fixed rate and receive a floating rate, or, receive a fixed rate and pay a floating rate on a notional principal amount. Swaptions are marked to market by a third-party pricing service and the change, if any, is recorded as a net change in unrealized appreciation or depreciation on derivative instruments in the Statement of Operations. When the swaption contract is terminated early, the Master Fund records a realized gain or loss. The risks of swaptions include changes in market conditions that affect the value of the contract or the cash flows and the possible inability of the counterparty to fulfill its obligations under the agreement. The Master Fund's maximum risk of loss from counterparty credit risk is the market value of the positions held by the counterparty. This risk is mitigated by having a master netting arrangement between the Master Fund and the counterparty and by the posting of collateral by the counterparty to the Master Fund to cover a portion of the Master Fund's exposure to the counterparty.

Options — The Master Fund holds foreign currency denominated interest rate swaptions and the value of these swaptions may decrease if the foreign currency depreciates in value. The Master Fund purchases options for the purpose mitigating foreign exchange risk and to enhance returns on its portfolio. Options are contracts that grant the holder, in return for payment of the purchase price (the "premium") of the option, the right to either purchase or sell a financial instrument at a specified price within a specified period of time or on a specified date, from or to the writer of the option.

The Master Fund's focus is to execute an investment strategy that is primarily concentrated in Japanese LIBOR interest rate swaptions and Japanese Yen foreign currency options, and as a result will potentially be materially impacted by changes in the movement of Japanese LIBOR interest rates and the Japanese Yen.

6. DUE FROM (TO) BROKERS

The Master Fund does not clear its own derivative transactions. It has established accounts with other financial institutions for this purpose. This can, and often does, result in concentration of credit risk with one or more of these firms. Such risk, however, is mitigated by the obligation of U.S. financial institutions to comply with rules and regulations governing broker/dealers and futures commission merchants. These rules and regulations generally require maintenance of net capital, as defined, and segregation of customers' funds and securities from holdings of the firm.

7. RELATED-PARTY TRANSACTIONS

The Master Fund pays the Managing General Partner, a management fee, as compensation for managing the business and affairs of the Master Fund, equal to 1.25% per annum of the capital account of each limited partner. Management fees are calculated and paid quarterly in advance as of the first day of each calendar quarter in accordance with the Agreement.

The Managing General Partner and the General Partner may reduce or waive the management fee for any individual investor.

The Agreement provides for a performance distribution to the Special Limited Partner at the time of withdrawals or distributions. Performance distributions only occur after capital has been returned to investors. For tranches that invested prior to April 25, 2014 the performance distribution calculation is performed in respect to aggregate contributions to all Tranches. However, for contributions made after April 25, 2014 the performance distributions calculation is performed at the Tranche level and does not take into account contributions to other Tranches (if any).

Withdrawals or distributions attributable to a Tranche initially shall be allocated to the limited partners in that Tranche Pro Rata. Thereafter, withdrawals or distributions are to be allocated as follows:

i) First, to the limited partner until the limited partner has received an aggregate amount of withdrawals or distributions to the extent of their capital contributions;

ii) Second, 80% to the limited partners and 20% to the Special Limited Partner until aggregate withdrawals or distributions to the limited partner are equal to 10 times capital contributed by the limited partner;

iii) Thereafter, 65% to the limited partner and 35% to the Special Limited Partner.

For the year ended December 31, 2015, total capital distributions to the Special Limited Partner were $36,277,752.

The Managing General Partner shall be paid an annual fee of $1,000 on January 1 of each year, which shall be charged proportionally among all Tranches based on the relative net asset value of each Tranche.

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8. FINANCIAL HIGHLIGHTS

The following are the Master Fund's financial highlights, by Tranche, for the year ended December 31, 2015. Total returns are calculated by Tranche for the limited partner group as a whole, which may differ from returns for any individual partners due to certain limited partners being exempt from management fees.

Total returns presented below are prepared in accordance with GAAP. The results of the calculations may not be representative of the economic results achieved by individual investors as the GAAP calculations are required to be calculated in a manner which can create differences between economic returns and GAAP compliant returns during periods with limited capital.

	Total Return [1]			**Ratios to Average Limited Partners' Capital[2]:**			
	Before Performance Distribution	Performance Distribution	After Performance Distribution	Expenses — Excluding Performance Distribution	Performance Distribution	Expenses — Including Performance Distribution	Net Investment Loss
Tranche E	(66.11)%	— %	(66.11)%	1.23 %	1.11 %	2.34 %	(1.23)%
Tranche K	(0.44)	—	(0.44)	0.42	—	0.42	(0.42)
Tranche T	(29.13)	—	(29.13)	1.21	2.05	3.26	(1.21)
Tranche U	(6.74)	—	(6.74)	1.16	(0.71)	0.45	(1.16)
Tranche V	(6.97)	—	(6.97)	1.16	(0.74)	0.42	(1.16)
Tranche W	(60.58)	—	(60.58)	1.25	1.02	2.27	(1.25)
Tranche X	(72.42)	(0.02)	(72.44)	1.23	0.73	1.96	(1.23)
Tranche Y	17.55	0.04	17.59	1.16	4.52	5.68	(1.16)
Tranche Z	(52.67)	0.03	(52.64)	1.23	4.25	5.48	(1.23)

[1] Computed as the percentage change in value during the period of a theoretical limited partner investment made at the beginning of the year or when a Tranche was created, net of all fees and expenses. Total return for tranches issued or withdrawn during the year have not been annualized.

[2] Average partners' capital has been computed based on monthly valuations. Performance distribution ratios have not been annualized.

9. SUBSEQUENT EVENTS

For the purpose of issuing these financial statements, management evaluated events and transactions through and including March 29, 2016, the date these financial statements were available to be issued.

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