

KONGZHONG CORP  
Form F-6  
June 07, 2004

Registration No. 333 -  
As filed with the Securities and Exchange Commission on June 7, 2004  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

-----  
KongZhong Corporation  
(Exact name of issuer of deposited securities as specified in its charter)

-----  
Not Applicable  
(Translation of issuer's name into English)

-----  
The Cayman Islands  
(Jurisdiction of incorporation or organization of issuer)

-----  
CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

-----  
111 Wall Street  
New York, New York 10043  
(212) 657-5100  
(Address, including zip code, and telephone number, including area code, of  
depositary's principal executive offices)

-----  
CT Corporation System  
111 Eighth Avenue (13th floor)  
New York, New York 10011  
(212) 894-8600  
(Address, including zip code, and telephone number, including area code, of  
agent for service)

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Copies to:

Chun Wei, Esq.  
Sullivan & Cromwell LLP

Herman H. Raspe, Esq.  
Patterson, Belknap, Webb & Tyler LLP

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28th Floor  
Nine Queen's Road Central,  
Hong Kong

1133 Avenue of the Americas  
New York, New York 10036

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It is proposed that this filing become effective under Rule 466:  
  |\_| immediately upon filing.  
  |\_| on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box : |X|

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offer Price**
American Depositary Shares, each representing _____ ordinary shares KongZhong Corporation	100,000,000	\$5.00	\$5,000,000

\* Each unit represents 100 American Depositary Shares.  
\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

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Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depository and address of its principal executive office	Face of Receipt - Introductory
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depository Share ("ADS")	Face of Receipt - Upper right
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraph and (17).
(iii) The collection and distribution of dividends	Reverse of Receipt - Paragraph
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (1) Reverse of Receipt - Paragraph
(v) The sale or exercise of rights	Reverse of Receipt - Paragraph and (16).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (1) Reverse of Receipt - Paragraph
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraph provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs	Face of Receipt - Paragraph (1)

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Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (7), (9) and (10).
(x) Limitation upon the liability of the Depository	Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraph
(xi) Fees and charges which may be imposed directly or indirectly on holders of ADSs	Face of Receipt - Paragraph (1)

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Item 2. AVAILABLE INFORMATION

Face of Receipt - Paragraph (1)

The Company will be subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, will file certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W. (Room 1024), Washington D.C. 20549, and at the principal executive office of the depository.

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### PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement, by and among KongZhong Corporation, (the "Company"), Citibank, N.A., as depository (the "Depository"), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder ("Deposit Agreement"). -- Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.
- (c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. -- None.
- (d) Form of Opinion of counsel for the Depository as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. -- None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

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Item 4. UNDERTAKINGS

- (a) The Depository undertakes to make available at the principal office

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of the Depositary in the United States, for inspection by holders of the ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, by and among KongZhong Corporation, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 7th day of June, 2004.

Legal entity created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing \_\_\_\_\_ ordinary Shares, par value \$0.0000005 per share, of KongZhong Corporation.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Susan A. Lucanto

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Name: Susan A. Lucanto  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, KongZhong Corporation certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Hong Kong, on June 7, 2004.

KONGZHONG CORPORATION

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By: /s/ Yunfan Zhou

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Name: Yunfan Zhou  
Title: Chairman and CEO

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Yunfan Zhou and Richard Wei to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on June 7, 2004.

Signature -----	Name and Title -----
/s/ Yunfan Zhou -----	Yunfan Zhou, Chairman and Chief Executive Officer
/s/ Nick Yang -----	Nick Yang, Director, President and Chief Technology Officer
/s/ Richard Wei -----	Richard Wei, Chief Financial Officer
/s/ Yang Yang -----	Yang Yang, Controller
/s/ Fan Zhang -----	Fan Zhang, Director
/s/ Charlie Y. Shi -----	Charlie Y. Shi, Independent Director
/s/ Yongqiang Qian -----	Yongqiang Qian, Independent Director

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Signature

-----

Name and Title

-----

Authorized Representative in the U.S.

/s/ Gregory F. Lavelle

-----

Gregory F. Lavelle, Puglisi & Associates

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Index to Exhibits

Exhibit

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Document

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Sequentially  
Numbered Page

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(a)

Form of Deposit Agreement

(d)

Form of Opinion of counsel to the Depository