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KONGZHONG CORP  
Form F-6/A  
June 22, 2004

As filed with the Securities and Exchange Commission on June 22, 2004

Registration No. 333 - 116228

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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PRE-EFFECTIVE AMENDMENT NO. 1 TO FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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

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

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

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

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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)

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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:

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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 :

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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 forty (40) ordinary shares of KongZhong Corporation | N/A                     | N/A                                        | N/A                                      |

\* 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 Pre-Effective Amendment No. 1 to the 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.

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INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption<br>-----                                                                                     | Location in Form of American<br>Depository Receipt ("Receipt")<br>Filed Herewith as Prospectus<br>----- |
|----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| 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)<br>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 (7)<br>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<br>-----                                                  | Location in Form of American<br>Depository Receipt ("Receipt")<br>Filed Herewith as Prospectus<br>----- |
|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| (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)<br>Reverse of Receipt - Paragraph                                       |
| (xi) Fees and charges which may be imposed directly or                            | Face of Receipt - Paragraph (1)                                                                         |

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indirectly on holders of ADSs

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, and may be retrieved from the Commission's website at [www.sec.gov](http://www.sec.gov).

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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 Pre-Effective Amendment No. 1 to 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) 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 to the Registration Statement on Form F-6 (File No. 333 - 116228) previously filed with the Commission on June 7, 2004.

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Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office 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 Pre-Effective Amendment No. 1 to 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 22nd 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 forty (40) 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

-----  
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

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all the requirements for filing on Form F-6 are met and has duly caused this Pre-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Hong Kong, on June 22, 2004.

KONGZHONG CORPORATION

By: /s/ Yunfan Zhou

-----  
Name: Yunfan Zhou  
Title: Chairman and CEO

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Pre-Effective Amendment No. 1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on June 22, 2004.

| Signature<br>-----                    | Name and Title<br>-----                                        |
|---------------------------------------|----------------------------------------------------------------|
| /s/ Yunfan Zhou<br>-----              | Yunfan Zhou, Chairman and Chief<br>Executive Officer           |
| /s/ Nick Yang<br>-----                | Nick Yang, Director, President and<br>Chief Technology Officer |
| /s/ Richard Wei<br>-----              | Richard Wei, Chief Financial Officer                           |
| **<br>-----                           | Yang Yang, Controller                                          |
| *<br>-----                            | Fan Zhang, Director                                            |
| *<br>-----                            | Charlie Y. Shi, Independent Director                           |
| *<br>-----                            | Yongqiang Qian, Independent Director                           |
| Authorized Representative in the U.S. |                                                                |
| /s/ Gregory F. Lavelle<br>-----       | Gregory F. Lavelle, Puglisi & Associates                       |

\*signed by Yunfan Zhou as an attorney-in-fact.  
\*\*signed by Richard Wei as an attorney-in-fact.

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Index to Exhibits

| Exhibit<br>----- | Document<br>-----                    | Sequentially<br>Numbered Page<br>----- |
|------------------|--------------------------------------|----------------------------------------|
| (a)              | Form of Deposit Agreement            |                                        |
| (d)              | Opinion of counsel to the Depositary |                                        |