

SINA CORP  
Form DEF 14A  
May 25, 2004

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
  - Definitive Proxy Statement
  - Definitive Additional Materials
  - Soliciting Material Under Rule 14a-12
- 
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

SINA Corporation

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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**SINA Corporation**

**Notice of Annual General Meeting of Shareholders  
To Be Held June 28, 2004**

On Monday, June 28, 2004, SINA Corporation, a Cayman Islands company (the Company), will hold its Annual General Meeting of Shareholders at the Four Seasons Hotel located at 500 Wei Hai Road, Shanghai, China. The meeting will begin at 10:00 a.m. local time.

Only shareholders registered in the register of members at the close of business on May 21, 2004 can vote at this meeting or any adjournment that may take place. At the meeting ordinary resolutions will be proposed as follows:

The election of four Directors.

The ratification of the appointment of PricewaterhouseCoopers as our independent auditors for the current fiscal year.

In addition, the Meeting will transact any other business properly brought before the Meeting.

You can find more information about each of these items, including the nominees for directors, in the attached Proxy Statement.

Our Board of Directors recommends that you vote in favor of all of the proposals outlined in this Proxy Statement.

We cordially invite all shareholders to attend the Annual General Meeting in person. However, a member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that proxy need not be a member of the Company. Whether or not you expect to attend the Annual General Meeting in person, please mark, date, sign and return the enclosed proxy card as promptly as possible in the postage-prepaid envelope provided to ensure your representation and the presence of a quorum at the Annual General Meeting. If you send in your proxy card and then decide to attend the Annual General Meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the Proxy Statement. This proxy is to be delivered to SINA Corporation, Room 1802, United Plaza, No. 1468, Nanjing West Road, Shanghai 200040, China not later than 48 hours prior to the meeting.

At the meeting, we will also report on our business results and other matters of interest to shareholders.

By Order of the Board of Directors,

Charles Chao  
*Chief Financial Officer and Secretary*

Shanghai, China  
May 28, 2004

**YOUR VOTE IS IMPORTANT!**

**WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN, DATE AND MAIL PROMPTLY THE ACCOMPANYING PROXY CARD IN THE ENCLOSED RETURN ENVELOPE. THIS WILL ENSURE THE PRESENCE OF A QUORUM AT THE MEETING. IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON IF YOU WISH TO DO SO EVEN IF YOU HAVE PREVIOUSLY SENT IN YOUR PROXY CARD.**

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**SINA Corporation**

**Room 1802  
United Plaza, No. 1468  
Nanjing West Road  
Shanghai 200040  
China**

**PROXY STATEMENT**

**for the  
2004 Annual General Meeting of Shareholders  
June 28, 2004**

Our Board of Directors is soliciting proxies for the 2004 Annual General Meeting of Shareholders. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the meeting. Please read it carefully.

The Board set May 21, 2004 as the record date for the meeting. Shareholders of record who are registered in the register of members on that date are entitled to vote at and attend the meeting, with each share entitled to one vote. 50,229,709 ordinary shares were outstanding on the record date.

Voting materials, which include this Proxy Statement, a proxy card and the 2004 Annual Report, will be mailed to shareholders on or about May 28, 2004.

In this Proxy Statement:

We, us, our, SINA and the Company refer to SINA Corporation

Annual General Meeting or Meeting means our 2004 Annual General Meeting of Shareholders

Board of Directors or Board means our Board of Directors

SEC means the Securities and Exchange Commission

We have summarized below important information with respect to the Annual General Meeting.

**Time and Place of the Annual General Meeting**

The Annual General Meeting is being held on Monday, June 28, 2004 at 10:00 a.m. local time at the Four Seasons Hotel located at 500 Wei Hai Road, Shanghai, China.

All shareholders who owned shares in the capital of the Company as of May 21, 2004, the record date, may attend the Annual General Meeting.

**Purpose of the Proxy Statement and Proxy Card**

You are receiving a Proxy Statement and proxy card from us because you owned shares of our ordinary shares on May 21, 2004, the record date. This Proxy Statement describes issues on which we would like you, as a shareholder, to vote. It also gives you information on these issues so that you can make an informed decision.

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When you sign the proxy card, you may appoint Charles Chao and Edward Wu as your representatives at the Meeting or such other individual that you choose to name. If you name Charles Chao, our Chief Financial Officer, and Edward Wu, our Vice President and General Counsel, as your representatives at the Meeting, they will vote your shares, as you have instructed them on the proxy card, at the Meeting. This way, your shares will be voted whether or not you attend the Annual General Meeting. Even if you plan to attend the Meeting it is a good idea to complete, sign and return your proxy card in advance of the Meeting in case your plans change.

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### **Proposals to be Voted on at this Year's Annual General Meeting**

At the meeting, ordinary resolutions will be proposed as follows:

The election of four Directors.

The ratification of the appointment of PricewaterhouseCoopers as our independent auditors for the current fiscal year.

In addition, the Meeting will transact any other business properly brought before the Meeting.

The Board of Directors recommends a vote FOR each proposal.

### **Voting Procedure**

#### ***You may vote by mail.***

To vote by mail, please sign your proxy card and return it in the enclosed, prepaid and addressed envelope at least 48 hours prior to the Meeting. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct.

#### ***You may vote in person at the Meeting.***

We will pass out written ballots to anyone who wants to vote at the Meeting. If you hold your shares in street name, you must request a legal proxy from your stockbroker in order to vote at the Meeting. Holding shares in street name means your shares in the capital of the Company are held in an account by your stockbroker, bank, or other nominee, and the share certificates and record ownership are not in your name. If your shares are held in street name and you wish to attend the Annual General Meeting, you must notify your broker, bank or other nominee and obtain the proper documentation to vote your shares at the Annual General Meeting.

#### ***You may change your mind after you have returned your proxy.***

If you change your mind after you return your proxy, you may revoke your proxy up to two hours before the Meeting or later in the discretion of the Chairman of the Meeting. You may do this by:

submitting a notice of revocation,

signing another proxy with a later date, or

voting in person at the Annual General Meeting.

### **Multiple Proxy Cards**

If you received more than one proxy card, it means that you hold shares in more than one account. Please sign and return all proxy cards to ensure that all your shares are voted.

### **Quorum Requirement**

Shares are counted as present at the Meeting if the shareholder either:

is present in person at the meeting, or

has properly submitted a proxy card.

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One-third of our outstanding shares as of the record date must be present at the Meeting (either in person or by proxy) in order to hold the Annual General Meeting and conduct business. This is called a quorum.

### **Consequences of Not Returning Your Proxy; Broker Non-Votes**

If your shares are held in your name, you must return your proxy (or attend the Annual General Meeting in person) in order to vote on the proposals. If your shares are held in street name and you do not vote your

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proxy, your brokerage firm, if it is a registered broker with the New York Stock Exchange ( NYSE ), may either:

vote your shares on routine matters, or

leave your shares unvoted.

Under the NYSE rules that govern NYSE-registered brokers who have record ownership of shares that are held in street name for their clients, brokers may vote such shares on behalf of their clients with respect to routine matters (such as the election of directors or the ratification of auditors), but not with respect to non-routine matters (such as a proposal submitted by a shareholder). If the proposals to be acted upon at any meeting include both routine and non-routine matters, the broker may turn in a proxy card for uninstructed shares that vote FOR the routine matters, but expressly states that the broker is not voting on non-routine matters. This is called a broker non-vote.

Broker non-votes will be counted for the purpose of determining the presence or absence of a quorum, but will not be counted for the purpose of determining the number of votes cast.

We encourage you to provide instructions to your brokerage firm by voting your proxy. This ensures that your shares will be voted at the Meeting.

## **Effect of Abstentions**

Abstentions are counted as shares that are present for the purposes of determining the presence of a quorum, but are not counted as votes for or against any matter submitted to the shareholder for a vote.

## **Required Vote**

Assuming a quorum is present, the election of each of the four nominees as directors and the ratification of the independent accountants will require the affirmative vote of a majority of shares voting either in person or cast by proxy at the Meeting.

## **Vote Solicitation; No Use of Outside Solicitors**

SINA Corporation is soliciting your proxy to vote your shares at the Annual General Meeting. In addition to this solicitation by mail, our directors, officers, and other employees may contact you by telephone, Internet, in person or otherwise to obtain your proxy. These persons will not receive any additional compensation for assisting in the solicitation. We will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners. We will reimburse these entities and our transfer agent for their reasonable out-of-pocket expenses in forwarding proxy material. We have not retained the services of a proxy solicitor.

## **Vote Tabulation**

Votes cast by proxy or in person at the Annual General Meeting will be counted by the Inspector of Elections with the assistance of our transfer agent. The Inspector of Elections will also determine whether a quorum is present at the Annual General Meeting.

The shares represented by the proxy cards received, properly marked, dated, signed and not revoked, will be voted at the Annual General Meeting. If the proxy card specifies a choice with respect to any matter to be acted on, the shares will be voted in accordance with that specified choice. Any proxy card which names Charles Chao and Edward Wu as your representatives and is returned but not marked will be voted FOR each of the director nominees, FOR each of the other proposals discussed in this Proxy Statement, and as the proxy holders deem desirable for any other matters that may come before the Meeting. Broker non-votes will not be considered as voting with respect to any matter for which the broker does not have voting authority.

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**Publication of Voting Results**

We will announce preliminary voting results at the Meeting. We will publish the final results in our quarterly report on Form 10-Q for the quarterly period ending June 30, 2004, which we will file with the Securities and Exchange Commission (the *SEC*). You can obtain a copy by contacting our Investor Relations Department at +86-21-62895678 extension 6089, or visiting our corporate web site at [www.corp.sina.com](http://www.corp.sina.com). You may also obtain a copy by contacting the SEC at (800) 732-0330 for the location of the nearest public reference room, or through the EDGAR system at [www.sec.gov](http://www.sec.gov).

**Other Business**

We do not know of any business to be considered at the 2004 Annual General Meeting other than the proposals described in this Proxy Statement. However, because we did not receive notice of any other proposals to be brought before the meeting by March 31, 2004, if any other business is properly presented at the Annual General Meeting, your signed proxy card gives authority to your proxy to vote on such matters at their discretion.

**Proposals for 2005 Annual General Meeting**

We anticipate that our 2005 Annual General Meeting will be held in June 2005. To have your proposal included in our proxy statement for the 2005 Annual General Meeting, you must submit your proposal in writing by January 15, 2005 to Charles Chao, CFO, SINA Corporation, Room 1802, United Plaza, No. 1468 Nanjing West Road, Shanghai 200040, China.

If you submit a proposal for the 2005 Annual General Meeting after April 1, 2005, management may or may not, at their discretion, present the proposal at the meeting, and the proxies for the 2005 Annual General Meeting of Shareholders will confer discretion on the management proxy holders to vote against your proposal.

Each shareholder's notice must contain the following information as to each matter the shareholder proposes to bring before the annual meeting: (a) as to each person whom the shareholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and appropriate biographical information and a statement as to the qualification of the nominee; (b) as to any other business that the shareholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such shareholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such shareholder, as they appear on the Company's books, and of such beneficial owner and (ii) the number of shares of the Company's ordinary shares which are owned beneficially and of record by such shareholder and such beneficial owner.

A copy of the full text of the provisions of the Company's Articles of Association dealing with shareholder nominations and proposals is available to shareholders from the Secretary of the Company upon written request.

**Table of Contents****PROPOSAL NO. 1****ELECTION OF DIRECTORS**

We have nominated four candidates for election to the Board this year. Detailed information on each of the nominees, as well as our other directors and executive officers is provided in the Management Section of this Proxy Statement which begins on page 8.

Our Articles of Association currently authorize a Board of not less than two directors and the classification of the Board into three classes serving staggered terms. At each annual general meeting, the terms of one class of directors will expire. The directors whose terms expire each year will be those who have been in office the longest since their last election. A director whose term is expiring will remain in office until the close of the meeting at which his or her term expires, and will be eligible for re-election at that meeting. The Company currently has nine directors.

The Class II directors whose terms expire at the Annual General Meeting are Daniel Chiang, Ter Fung Tsao and Song-Yi Zhang. Assuming that the size of our board remains between 7 and 9 members, the Class III directors whose terms expire at our 2005 Annual General Meeting are Pehong Chen, Lip-Bu Tan and Yichen Zhang. Assuming that the size of our board remains between 7 and 9 members, the Class I Directors whose terms expire at our 2006 Annual General Meeting are Yongji Duan, Yan Wang and Xiaotao Chen.

At the Annual General Meeting, the shareholders will elect a total of four directors, three of whom shall be Class II directors and one of whom shall be a Class I director. If elected, the Class II directors will serve until the 2007 Annual General Meeting, and the Class I director will serve until the 2006 Annual General Meeting. In the event any nominee is unable or unwilling to serve as a director at the time of the Annual General Meeting, the proxies may be voted for the balance of those nominees named and for any substitute nominee designated by the present Board or the proxy holders to fill such vacancy, or for the balance of the nominees named without nomination of a substitute, or the size of the Board may be reduced in accordance with our Articles of Association. The Board has no reason to believe that any of the persons named below will be unable or unwilling to serve as a nominee or as a director if elected.

**Required Vote**

Assuming a quorum is present, the election of each of the four nominees as directors will require the affirmative vote of a majority of shares cast in person or cast by proxy at the Meeting. Unless marked otherwise where Charles Chao or Edward Wu is appointed as proxy, proxies received will be voted FOR the election of each of the four nominees named below. In the event that additional persons are nominated for election as directors, where Charles Chao and Edward Wu are appointed as proxy holders, they intend to vote all proxies received by them in such a manner as will ensure the election of as many of the nominees listed below as possible, and, in such event, the specific nominees to be voted for will be determined by the proxy holders.

**Nominees for the Board of Directors**

The name and certain information of each nominee is set forth below:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Daniel Chiang	46	Co-Chairman of the Board (Class II Director)
Ter Fung Tsao	58	Director (Class II Director)
Song-Yi Zhang	48	Director (Class II Director)
Xiaotao Chen	46	Director (Class I Director)

*Daniel Chiang* has served as a director since March 1999 and is currently serving as our Co-Chairman of the Board. He served as the President and Chief Executive Officer of Sinanet.com, an Internet content and services company, from June 1996 until we acquired it in March 1999. Prior to joining Sinanet.com in June



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1996, Mr. Chiang was the President of Trend Micro, Inc., an Internet virus protection and content security company, from December 1993 to May 1996. Mr. Chiang received an M.A. in Political Economy from University of Texas, Dallas and a B.A. in Diplomacy from National Cheng-Chi University in Taiwan.

*Ter Fung Tsao* has served as a director since March 1999. Mr. Tsao has served as Chairman of Standard Foods Corporation (formerly known as Standard Foods Taiwan Ltd.), a packaged food company, since 1986. Before joining Standard Foods Taiwan Ltd., Mr. Tsao worked in several positions within The Quaker Oats Company, a packaged food company, in the United States and Taiwan. Mr. Tsao received a B.S. in Civil Engineering from Cheng Kung University in Taiwan, an M.S. in Sanitary Engineering from Colorado State University, and a Ph.D. in Food and Chemical Engineering from Colorado State University.

*Song-Yi Zhang* has been an Advisory Director of Morgan Stanley based in Hong Kong since December 2000. From November 1997 to November, 2000, Song-Yi was a Managing Director of Morgan Stanley and served separately as a Managing Director in its Asia Mergers, Acquisitions, Restructuring and Divestiture Group and Co-head of its Asia Utilities/ Infrastructure Group.

*Xiaotao Chen* has been the President and Executive Director of Stone Group Holdings Limited, a Hong-Kong listed company since May 2001. Prior to that, he was the Vice President of Stone Group Corporation, a China company, since January 1998. Mr. Chen also has served as Executive Director of Sun Media Group Holding Ltd., a Hong Kong listed company since January 2002 and served as its President and Chief Operating Officer from March to November 2002.

**Director Nomination**

*Criteria for Board Membership.* The Company does not have a nominating committee; however, beginning from the date of our 2004 Annual General Meeting of Shareholders, the members of the Board who are independent under the current rules of the Nasdaq Stock Market (Yongji Duan, Pehong Chen, Lip-Bu Tan, Ter Fung Tsao, Yichen Zhang, Xiaotao Chen, and Song-Yi Zhang) will be responsible for selecting candidates for appointment or re-election to the Board. In making such selections, this group of independent members of the Board (the *Selection Body*) will consider the appropriate balance of experience, skills and characteristics required of the Board of Directors, and seek to insure that at least a majority of the directors are independent under the rules of the Nasdaq Stock Market, and that members of the Company's audit committee meet the financial literacy and sophistication requirements under the rules of the Nasdaq Stock Market. Nominees for director will be selected on the basis of their depth and breadth of experience, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties. The Selection Body does not have a charter.

*Shareholder Nominees.* The Selection Body will consider written proposals from shareholders for nominees for director, provided such proposals meet the requirements described herein and in our Articles of Association. Any such nominations should be submitted to the Selection Body c/o the Secretary of the Company and should include the following information: (a) all information relating to such nominee that is required to be disclosed pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) the names and addresses of the shareholders making the nomination and the number of shares of the Company's ordinary shares which are owned beneficially and of record by such shareholders; and (c) appropriate biographical information and a statement as to the qualification of the nominee, and should be submitted in the time frame described in the Articles of Association of the Company and under the caption, "Proposals for 2005 Annual General Meeting" above.

*Process for Identifying and Evaluating Nominees.* The Selection Body believes the Company is well-served by its current directors. In the ordinary course, absent special circumstances or a material change in the criteria for Board membership, the Selection Body will renominate incumbent directors who continue to be qualified for Board service and are willing to continue as directors. If an incumbent director is not standing for re-election, or if a vacancy on the Board occurs between annual general shareholder meetings, the Selection Body will seek out potential candidates for Board appointment who meet the criteria for selection as a nominee and have the specific qualities or skills being sought. Director candidates will be selected based on

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input from members of the Board, senior management of the Company and, if the Selection Body deems appropriate, a third-party search firm. The Selection Body will evaluate each candidate's qualifications and check relevant references; in addition, such candidates will be interviewed by at least one member of the Selection Body. Candidates meriting serious consideration will meet with all members of the Board. Based on this input, the Selection Body will evaluate which of the prospective candidates is qualified to serve as a director and whether it should recommend to the Board that this candidate be appointed to fill a current vacancy on the Board or be presented for the approval of the shareholders, as appropriate.

The Selection Body expects to use a similar process to evaluate nominees recommended by shareholders. However, to date, the Company has not received a shareholder proposal to nominate a director.

*Board Nominees for the 2004 Annual Meeting.* Each of the nominees listed in this Proxy Statement are current directors standing for re-election, other than Xiaotao Chen and Song-Yi Zhang. Xiaotao Chen and Song-Yi Zhang, two of the nominees for this 2004 Annual General Meeting, were elected by the Board of Directors in April 2004, after a search of candidates conducted by our chief executive officer and certain of our non-management directors, and upon the recommendation of our chief executive officer and certain of our non-management directors. After careful consideration and interviews with each of the other members of the Board, the Board of Directors unanimously approved their appointment to the Board in April 2004.

**Recommendation of the Board**

**THE BOARD RECOMMENDS A VOTE *FOR***

**THE ELECTION OF ALL NOMINEES NAMED ABOVE.**

**PROPOSAL NO. 2**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

The Audit Committee has approved the appointment of PricewaterhouseCoopers as our independent auditors for the current fiscal year which ends on December 31, 2004. PricewaterhouseCoopers has served as our independent auditors since May 20, 1999. In the event that ratification of this selection of accountants is not approved by a majority of the shares of ordinary shares voting at the Annual General Meeting in person or by proxy, the Audit Committee will review its future selection of auditors.

A representative of PricewaterhouseCoopers is expected to be present at the Annual General Meeting. This representative will have an opportunity to make a statement and will be available to respond to appropriate questions.

**Required Vote**

Assuming a quorum is present, the approval of Proposal No. 2 will require the affirmative vote of a majority of shares cast in person or cast by proxy at the Meeting. Unless marked otherwise where Charles Chao or Edward Wu is appointed as proxy, their proxies received will be voted FOR Proposal No. 2.

**Recommendation of the Board**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* PROPOSAL 2.**



**Table of Contents****MANAGEMENT****Executive Officers and Directors**

The following table provides information with respect to our executive officers and directors as of April 30, 2004:

Name	Age	Position
Yan Wang	31	Chief Executive Officer and Director
Daniel Chiang	46	Co-Chairman of the Board
Yongji Duan	57	Co-Chairman of the Board
Charles Chao	38	Chief Financial Officer
Hurst Lin	39	Chief Operating Officer
Li-Cheng Chang	47	Executive Vice President & Chief Marketing Officer
Benjamin Tsiang	35	Executive Vice President of Product Development & General Manager of SINA Online
Pehong Chen	46	Director
Lip-Bu Tan	44	Director
Ter Fung Tsao	58	Director
Yichen Zhang	40	Director
Xiaotao Chen	46	Director
Song-Yi Zhang	48	Director

*Yan Wang* has served as our Chief Executive Officer and director since May 2003. Previously, he served as our President from June 2001 to May 2003, our General Manager of China Operations from September 1999 to May 2001 and as our Executive Deputy General Manager for Production and Business Development in China from April 1999 to August 1999. In April 1996, Mr. Wang founded the SRSnet.com division of Beijing Stone Rich Sight Limited (currently known as Beijing SINA Information Technology Co. Ltd), one of our subsidiaries. From April 1996 to April 1999, Mr. Wang served as the head of our SRS Internet Group. Mr. Wang holds a B.A. in Law from the University of Paris.

*Daniel Chiang* has served as a director since March 1999 and is currently serving as our Co-Chairman of the Board. He served as the President and Chief Executive Officer of Sinanet.com, an Internet content and services company, from June 1996 until we acquired it in March 1999. Prior to joining Sinanet.com in June 1996, Mr. Chiang was the President of Trend Micro, Inc., an Internet virus protection and content security company, from December 1993 to May 1996. Mr. Chiang received an M.A. in Political Economy from University of Texas, Dallas and a B.A. in Diplomacy from National Cheng-Chi University in Taiwan.

*Charles Chao* has served as our Chief Financial Officer since February 2001. Mr. Chao served as our Executive Vice President from April 2002 to June 2003. From September 1999 to January 2001, Mr. Chao served as our Vice President, Finance. Prior to joining us, Mr. Chao served as an experienced audit manager at PricewaterhouseCoopers, LLP, an accounting firm. Mr. Chao holds a Master of Professional Accounting degree from University of Texas at Austin, an M.A. in Journalism from University of Oklahoma and a B.A. in Journalism from Fudan University in Shanghai, China.

*Hurst Lin* co-founded and served as the Vice President of Business Development of Sinanet.com from May 1995 until we acquired it in March 1999. From March 1999 to April 2002, Mr. Lin served as our Vice President of Business Development. Mr. Lin served as our General Manager of U.S. Operations from September 1999 until February 2003 and Executive Vice President of Global Business Development from April 2002 to June 2003. He has served as our Chief Operating Officer since June 2003. Mr. Lin holds an M.B.A. from Stanford University and a B.A. in Engineering from Dartmouth College.

*Li-Cheng Chang* has served as our Executive Vice President and Chief Marketing Officer since June 2003. Prior to June 2003, Mr. Chang held a number of positions with the Company including Senior Vice

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President of Global Sales and Marketing from March 2002 to June 2003, Vice President of Sales and Marketing from December 2001 to February 2002, and Vice President of Business Alliance in Greater China Region from February 2001 to November 2001. Prior to joining the Company, Mr. Chang served as General Manager at Grey Taiwan for Grey International. Mr. Chang received his Executive M.B.A. from International Business Institute of the Management College of National Taiwan University and a B.A. in Mass Communication from Fu Jen Catholic University in Taiwan.

*Benjamin Tsiang* co-founded and served as the Vice President of Production and Design Chief of Sinanet.com until we acquired it in March 1999. From March 1999 to November 2003, Mr. Tsiang served as our Vice President of Production. Mr. Tsiang also served as our General Manager of Taiwan Operations from March 2000 to April 2002 and our General Manager of East China from May 2002 to November 2003. He has served as our Executive Vice President of Product Development and General Manager of SINA Online since December 2003. Mr. Tsiang holds an M.S. in Mechanical Engineering from Stanford University and a B.S. in Mechanical Engineering from National Taiwan University.

*Pehong Chen* has served as a director since March 1999. Mr. Chen has been the Chief Executive Officer, President and Chairman of the Board of Broadvision, Inc., a software applications company, since May 1993. Prior to founding Broadvision, Mr. Chen was Vice President of MultiMedia Technology at Sybase, Inc., an enterprise software company, from 1992 to 1993. From 1989 to 1992, Mr. Chen founded and was president of Gain Technology, a multimedia software tools company, which was acquired by Sybase. He received a B.S. in Computer Science from National Taiwan University, an M.S. in Computer Science from Indiana University and a Ph.D. in Computer Science from the University of California at Berkeley.

*Yongji Duan* has served as a director since August 1997 and is currently serving as our Co-Chairman of the Board. Mr. Duan also served as a director for Rich Sight Investment Limited, one of our subsidiaries, from May 1993 through May 1999. Mr. Duan has served as a Director of Stone Group Corporation, a holding company, since February 1991 and is now the Chairman of Stone Group Corporation. Mr. Duan had also served as President and Chief Executive Officer of Stone Electronic Technology Limited, a diversified electronics and consumer products company, since 1990 until he began to serve as the Chairman of the Company in May 2002. Since September 2001, Mr. Duan has served as a director of Sun Media Group Holdings Limited, a holding company. Mr. Duan holds an M.S. in Aeronautics Materials from Beijing Aeronautic College and a B.S. from Qinghua University.

*Lip-Bu Tan* has served as a director since March 1999. Mr. Tan is the Founder and Chairman of Walden International, an international venture capital firm founded in 1984. Mr. Tan is currently a director of Creative Technology Ltd., a multimedia technology company, Centillum Communications, Inc., a semiconductor company, Flextronics International Ltd., an electronics manufacturing services company, Integrated Silicon Solutions, Inc., a semiconductor company, Cadence Design Systems Inc., an EDA company, and several other private companies. He holds an M.S. in Nuclear Engineering from the Massachusetts Institute of Technology, an M.B.A. from the University of San Francisco and a B.S. from Nanyang University, Singapore.

*Ter Fung Tsao* has served as a director since March 1999. Mr. Tsao has served as Chairman of Standard Foods Corporation (formerly known as Standard Foods Taiwan Ltd.), a packaged food company, since 1986. Before joining Standard Foods Taiwan Ltd., Mr. Tsao worked in several positions within The Quaker Oats Company, a packaged food company, in the United States and Taiwan. Mr. Tsao received a B.S. in Civil Engineering from Cheng Kung University in Taiwan, an M.S. in Sanitary Engineering from Colorado State University, and a Ph.D. in Food and Chemical Engineering from Colorado State University.

*Yichen Zhang* has served as a director since May 2002. Since August 2003, Mr. Zhang has been the Chief Executive Officer of CITIC Capital Markets Holdings Ltd ( CCMH ), an investment banking firm. Mr. Zhang served as the Deputy Chief Executive Officer of CCMH from June 2002 to July 2003, and served as Executive Director of CITIC Pacific Ltd. from March 2000 to May 2002. From September 1996 to February 2000, he served as Managing Director Debt Capital Markets for Merrill Lynch (Asia Pacific), Ltd., another investment banking firm. Mr. Zhang holds a B.S. in Computer Science and Engineering from the Massachusetts Institute of Technology.

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*Xiaotao Chen* has been the President and Executive Director of Stone Group Holdings Limited, a Hong-Kong listed company since May 2001. Prior to that, he was the Vice President of Stone Group Corporation, a China company, since January 1998. Mr. Chen also has served as Executive Director of Sun Media Group Holding Ltd., a Hong Kong listed company since January 2002 and served as its President and Chief Operating Officer from March to November 2002.

*Song-Yi Zhang* has been an Advisory Director of Morgan Stanley based in Hong Kong since December 2000. From November 1997 to November 2000, Song-Yi was a Managing Director of Morgan Stanley and served separately as a Managing Director in its Asia Mergers, Acquisitions, Restructuring and Divestiture Group and Co-head of its Asia Utilities/ Infrastructure Group.

There are no family relationships among any of the directors or executive officers of SINA Corporation.

**Meetings and Committees of the Board of Directors**

During the period from January 1, 2003 through December 31, 2003, the Board met six times. Each director attended at least 75% of all Board and applicable committee meetings during this time. The Board has a Compensation Committee, an Audit Committee and a Share Administration Committee.

The Board has determined that the following directors, representing a majority of our directors, are independent under the current rules of the Nasdaq Stock Market: Yongji Duan, Pehong Chen, Lip-Bu Tan, Ter Fung Tsao, Yichen Zhang, Xiaotao Chen, and Song-Yi Zhang.

During 2003, Pehong Chen, Lip-Bu Tan and Yongji Duan served as members of the Compensation Committee. The Board of Directors has determined that Messrs. Chen, Tan and Duan are independent directors under the rules of the Nasdaq Stock Market. The Compensation Committee held one meeting in 2003. The Compensation Committee administers and grants stock options under the Company's stock option plans to executive officers.

During 2003, Lip-Bu Tan, Ter Fung Tsao and Yichen Zhang served as members of the Audit Committee. The Board has determined that all members of the Audit Committee are independent directors under the rules of the Nasdaq Stock Market and each of them is able to read and understand fundamental financial statements. The Board has determined that none of the current members of the Audit Committee qualifies as an audit committee financial expert as defined by the rules of the Securities and Exchange Commission. The Company has been conducting a search for a candidate that meets these qualifications, but has not yet found a suitable person. The Company hopes to fill this position as soon as reasonably practicable. The Audit Committee held four meetings in 2003. The functions of the Audit Committee are to appoint, compensate and oversee the independent public accountants, oversee the accounting and financial reporting processes, and the internal and external audits of the Company, to provide to the Board the results of its examinations and recommendations derived therefrom, to outline to the Board improvements made, or to be made, in internal accounting controls, to supervise the finance function of the Company (which will include, among other matters, the Company's investment activities) to engage and compensate independent counsel and other advisors as it deems necessary to carry out its duties, to grant pre-approvals of audit services and non-audit services, and to provide the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters which require Board attention. The Audit Committee has a written charter, which was amended in April 2003 and is attached as *Appendix A* to the Company's 2003 Proxy Statement.

During 2003, the Share Administration Committee consisted of Daniel Chiang and Yan Wang. The Share Administration Committee held two meetings during 2003. The Share Administration Committee grants stock options to non-executive employees under the Company's stock plans and makes recommendations to the Board regarding these matters.

The Board does not have a Nominating Committee or a committee performing the functions of a Nominating Committee. The independent members of the Board of Directors are responsible for selecting the nominees for the Board of Directors in accordance with the policies and procedures discussed in this Proxy Statement regarding the nomination process.

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**Director Compensation**

Except for reimbursement for reasonable travel expenses relating to attendance at board meetings and the grant of stock options, our directors are not currently compensated for their services as directors, but our Articles of Association provide that they may be compensated at the discretion of the directors. Employee directors are eligible to participate in our 1999 Stock Plan, 1999 Executive Stock Option Plan and 1999 Employee Stock Purchase Plan. Our non-employee directors are eligible to participate in our 1999 Directors' Stock Option Plan (the *Directors' Plan*). The Directors' Plan provides for the grant to nonemployee directors of: (1) a nonstatutory share option to purchase 37,500 ordinary shares on the date on which a nonemployee becomes a member of our Board of Directors, and (2) an additional nonstatutory share option to purchase 15,000 shares on the date of the annual general shareholders' meeting for each Board member who has served on the board for at least six months.

As compensation for services rendered as the Chairman of the Board, Mr. Chiang received \$87,083 from January to August 2003. Mr. Chiang ceased to receive cash compensation from September 2003 after he became the Co-Chairman of the Board.

**Table of Contents****ORDINARY SHARE OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information that has been provided to the Company with respect to the beneficial ownership of our ordinary shares as of May 15, 2004 by:

each shareholder known to us to own beneficially more than 5% of the ordinary shares;

each director;

each of our executive officers listed in the Summary Compensation Table; and

all our directors and executive officers as a group.

Percentage of beneficial ownership is based on 50,225,397 ordinary shares outstanding as of May 15, 2004, together with options that are exercisable within 60 days of May 15, 2004 for each shareholder. Beneficial ownership is determined in accordance with the rules of the SEC.

Name and Address of Beneficial Owners	Amount and Nature of Beneficial Ownership(#)	Percent of Ordinary Shares Outstanding( %)(1)
Entities affiliated with Yongji Duan(2) Stone Electronic Technology Limited 27/ F, K. Wah Centre 191 Java Road, North Point Hong Kong	4,807,605	9.6
Entities affiliated with Capital Research and Management Company(3) 333 South Hope Street Los Angeles, CA 90071	3,522,000	7.0
Lip-Bu Tan(4) Walden International Investment Group One California Street, 28th Floor San Francisco, CA 94111	94,047	*
Daniel Chiang(5)	1,519,914	3.0
Ter Fung Tsao(6) c/o Helen Hsiao, 8F, Suite 801 136, Jean-Ai Road, SEC. 3 Taipei, Taiwan	202,500	*
Hurst Lin(7)	451,406	*
Pehong Chen(8) BroadVision, Inc. 585 Broadway Redwood City, CA 94063	56,232	*
Charles Chao(9)	141,022	*
Yan Wang(10)	151,750	*
Yichen Zhang(11) CITIC 26/ F CITIC Tower 1 Tim Mei Avenue, Central Hong Kong	22,500	*
Li-Cheng Chang(12)	30,707	*
Benjamin Tsiang(13)	275,635	*
Xiaotao Chen(14)	37,500	*
Song-Yi Zhang(15)	37,500	*
All directors and executive officers as a group (13 persons)(16)	7,828,318	15.2



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\* Less than one percent of the outstanding ordinary shares.

- (1) For each named person, the percentage ownership includes ordinary shares which the person has the right to acquire within 60 days after May 15, 2004. However, such shares shall not be deemed outstanding with respect to the calculation of ownership percentage for any other person. Beneficial ownership calculations for 5% shareholders are based solely on publicly-filed Schedule 13D's or 13G's, which 5% shareholders are required to file with the SEC, and which generally set forth ownership interests as of December 31, 2003.
- (2) Includes 4,807,605 shares held by Sun Stone Media Group Limited (SSMG) for whom Mr. Duan serves as a director. Mr. Duan disclaims beneficial ownership of the shares in which he has no pecuniary interest. The address for SSMG is 11F/ A 1110, Hanwei Plaza, No. 7, Guanghai Road, Beijing, People's Republic of China.
- (3) Beneficial ownership calculation is based solely on a review of Schedule 13G filings made with the Securities and Exchange Commission. Such filings set forth beneficial ownership as of December 31, 2003.
- (4) Includes 11,547 shares held by a trust controlled by Mr. Tan and 82,500 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (5) Includes 10,972 shares held by his wife, 375,000 shares held DEPM Investors, L.P. where Mr. Chiang and his wife serve as general partners, 169,471 shares held by Fongnien Daniel Chiang 1999 Grantor Retained Annuity Trust and 376,291 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (6) Includes 82,500 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (7) Includes 215,000 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (8) Includes 13,732 shares held by a trust controlled by Mr. Chen and 42,500 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (9) Includes 140,619 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (10) Consists of 151,750 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (11) Includes 15,000 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (12) Consists of 30,707 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (13) Includes 15,833 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (14) Includes 37,500 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (15) Includes 37,500 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.
- (16) Includes 1,227,700 shares issuable upon exercise of options exercisable within 60 days of May 15, 2004.

Except as otherwise indicated, the address of each person listed in the table is SINA Corporation, Room 1802, United Plaza, No. 1468 Nanjing West Road, Shanghai 200040, China, Attention: Corporate Secretary. The persons named in the table have sole voting and investment power with respect to all ordinary shares shown as beneficially owned by them, subject to community property laws where applicable.

**Table of Contents****COMPENSATION OF EXECUTIVE OFFICERS**

The following table shows the compensation earned by (a) the individual who served as the Company's Chief Executive Officer during the fiscal year ended December 31, 2003 and (b) the four other individuals who served as an executive officer of the Company during the fiscal year ended December 31, 2003 (collectively the "Named Executive Officers"). Information is also provided for the calendar year ended December 31, 2002 and the fiscal year ended June 30, 2001.

**Summary Compensation Table**

Name and Principal Position	Fiscal Year	Annual Compensation			Long-Term Compensation Awards	All Other Compensation
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Securities Underlying Options	
Yan Wang	2003	144,980	28,966			6,133(2)
Chief Executive Officer	2002(1)	144,980	23,196		240,000	8,481(2)
and Director	2001	101,449	17,174		70,000	4,348(2)
Charles Chao	2003	190,000	76,000		100,000	30,000(4)
Chief Financial Officer	2002(1)	190,000	60,800	23,486(3)	180,000	27,500(4)
	2001	155,833	10,196	60,491(3)	186,250	110,147(5)
Hurst Lin	2003	175,000	61,252		100,000	
Chief Operating Officer	2002(1)	175,000	47,394		180,000	
	2001	172,192	8,999		70,000	
Li-Cheng Chang(6)	2003	120,000	41,125		80,000	
Executive Vice President & Chief Marketing Officer	2002					
	2001					
Benjamin Tsiang(7)	2003	110,000	33,000		40,000	
EVP, Product Development & GM of SINA Online	2002					
	2001					

- (1) The information for 2002 is provided for calendar 2002, the twelve-month period ending December 31, 2002. Due to the fiscal year change effected for 2002, we are providing information for this period instead of for fiscal year ended June 30, 2002. Information for fiscal 2002 can be found in our 2002 Proxy Statement.
- (2) Mr. Wang received these amounts as a housing allowance.
- (3) Mr. Chao received this amount as a tax reimbursement payment.
- (4) Mr. Chao received this amount as a housing allowance.
- (5) The Company forgave a loan equal to this amount as a bonus to Mr. Chao for his appointment as Chief Financial Officer.
- (6) Mr. Chang became an executive officer in June 2003.
- (7) Mr. Tsiang became an executive officer in December 2003.

**Employment Agreements**



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We have entered into an Employment Agreement with Charles Chao dated June 1, 2002 with a term of three years which provides, among other things, that Mr. Chao will receive certain severance benefits, including (i) payment of his regular monthly salary for the larger of 12 months or the remainder of the term of the Employment Agreement (the Severance Period ); (ii) health insurance coverage for the Severance Period; and (iii) continuous vesting of any unvested stock options or shares of restricted stock held by him as of the date of his termination through the end of the Severance Period, if he is terminated without cause or constructively terminated.

**Table of Contents****Change of Control Agreements**

On November 27, 2000, the Company entered into change of control agreements with Yan Wang and Hurst Lin. On February 1, 2001, the Company entered into a change of control agreement with Charles Chao. In these agreements, the Company agreed to accelerate the vesting of all of these employees' options upon a change of control in which the successor corporation does not assume such outstanding options. In addition, in connection with a termination without cause or resignation for good reason (as defined in the agreements) following a change of control, these employees will be entitled to a lump sum payment equal to their annual salary and projected bonus as well as a pro-rated amount of their bonus for the calendar or fiscal year of such departure.

**OPTION GRANTS IN LAST FISCAL YEAR**

The following table sets forth certain information for the twelve-month period ended December 31, 2003 with respect to grants of stock options to each of the Named Executive Officers. No stock appreciation rights were granted to the Named Executive Officers during 2003. Except for the options granted under our 1999 Directors' Stock Option Plan to our Directors, all options granted by us during 2003 were granted under our 1999 Stock Plan and 1999 Executive Stock Plan. We granted to employees options to purchase ordinary shares equal to a total of 2,002,550 shares during 2003. Options were granted at an exercise price equal to the fair market value of our ordinary shares.

These options have a term of 10 years, but are subject to earlier termination in connection with termination of employment. Optionees may pay the exercise price by cash, check, or delivery of already-owned ordinary shares in the capital of the Company. Options granted to the Named Executive Officers vest over a four-year term with 12.5% of the options vesting on the sixth month anniversary of the date of the grant and the remaining options vesting ratably on a monthly basis over the remaining terms of the options. For a discussion of treatment of certain options in the event of a change in control transaction, see the discussion under "Change of Control Agreements".

Potential realizable values are net of exercise price before taxes, and are based on the assumption that our ordinary shares appreciate at the annual rate shown, compounded annually, from the date of grant until the expiration of the 10-year term. These numbers are calculated based on SEC requirements and do not reflect our projection or estimate of future stock price growth. Actual gains, if any, on stock option exercises will be dependent on the future performance of our ordinary shares. Unless the market price of the ordinary shares appreciates over the option term, no value will be realized from the option grants made to executive officers.

Name	Individual Grants			Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term		
	Number of Securities Underlying Options Granted (#)	Percent of Total Options Granted to Employees in Fiscal Year (%)	Exercise or Base Price (\$/sh)	Expiration Date	5% (\$)	10% (\$)
Yan Wang Chief Executive Officer and Director						
Charles Chao Chief Financial Officer	100,000	4.99%	17.5	6/16/13	1,100,566	2,789,049
Hurst Lin Chief Operating Officer	100,000	4.99%	17.5	6/16/13	1,100,566	2,789,049
Li-Cheng Chang Executive Vice President & Chief Marketing Officer	80,000	3.99%	15.47	5/29/13	778,320	1,972,416
Benjamin Tsiang EVP, Product Development & GM of SINA Online	40,000	2%	15.47	5/29/13	389,160	986,208



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**AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR  
AND FISCAL YEAR-END OPTION VALUES**

The following table provides certain information with respect to stock options exercised by the Named Executive Officers during the twelve-month period that ended on December 31, 2003. The table also provides the number of shares covered by stock options as of December 31, 2003, and the value of in-the-money stock options, which represents the positive difference between the exercise price of a stock option and the market price of the shares subject to such option on December 31, 2003. No stock appreciation rights were outstanding during the last year.

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options at Year End(1) (#) Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at Year End (\$) Exercisable/Unexercisable(1)
Yan Wang Chief Executive Officer and Director	167,500	3,713,316	141,541/228,959	3,901,878/7,299,819
Charles Chao Executive Vice President and Chief Financial Officer	180,000	4,026,756	117,442/285,058	3,528,749/7,722,056
Hurst Lin Chief Operating Officer	-0-	-0-	158,541/251,459	4,812,456/6,636,894
Li-Cheng Chang Executive Vice President and Chief Marketing Officer	44,500	539,466	21,749/143,751	665,180/3,642,885
Benjamin Tsiang EVP of Product Development and GM of SINA Online	38,750	869,603	16,249/85,001	433,398/2,231,164

(1) Based on the \$33.75 per share closing price of our ordinary shares on The Nasdaq National Market on December 31, 2003, less the exercise price of the options.

*Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate future filings, including this Proxy Statement, in whole or in part, the following Compensation and Audit Committee reports and the Stock Performance Graph which follows shall not be deemed to be incorporated by reference into any such filings.*

**COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION**

During the twelve-month period ended December 31, 2003, the Compensation Committee of our Board of Directors (the "Committee") consisted of Mr. Pehong Chen, Mr. Lip-Bu Tan and Mr. Yongji Duan. Except for Mr. Duan, the members of the Compensation Committee are independent non-employee directors.

The following is a report of Committee describing the compensation policies applicable to the Company's executive officers during the twelve-month period ended December 31, 2003. The Committee is responsible for establishing and monitoring the general compensation policies and compensation plans of the Company, as well as the specific compensation levels for executive officers. It also administers the granting of options to executive employees under the Company's stock option plans. Executive officers who are also directors have not participated in deliberations or decisions involving their own compensation.

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### **General Compensation Policy**

Under the supervision of the Board of Directors, the Company's compensation policy is designed to attract and retain qualified key executives critical to the Company's growth and long-term success. It is the objective of the Board of Directors to have a portion of each executive's compensation contingent upon the Company's performance as well as upon the individual's personal performance. Accordingly, each executive officer's compensation package is comprised of three elements: (i) base salary which reflects individual performance and expertise, (ii) variable bonus awards payable in cash and tied to the achievement of certain performance goals that the Board of Directors establishes from time to time for the Company and (iii) long-term stock-based incentive awards which are designed to strengthen the mutuality of interests between the executive officers and the Company's shareholders.

The summary below describes in more detail the factors which the Board of Directors considers in establishing each of the three primary components of the compensation package provided to the executive officers.

### **Base Salary**

The level of base salary is established primarily on the basis of the individual's qualifications and relevant experience, the strategic goals for which he or she has responsibility, the compensation levels at companies which compete with the Company for business and executive talent, and the incentives necessary to attract and retain qualified management. Base salary is adjusted each year to take into account the individual's performance and to maintain a competitive salary structure. Company performance does not play a significant role in the determination of base salary.

### **Cash-Based Incentive Compensation**

Cash bonuses are awarded on a discretionary basis to executive officers on the basis of their success in achieving designated individual goals and the Company's success in achieving specific company-wide goals.

### **Long-Term Incentive Compensation**

The Company has utilized its stock option plans to provide executives and other key employees with incentives to maximize long-term shareholder values. Awards under this plan by the Board of Directors take the form of stock options designed to give the recipient a significant equity stake in the Company and thereby closely align his or her interests with those of the Company's shareholders. Factors considered in making such awards include the individual's position in the Company, his or her performance and responsibilities, and comparability considerations.

Each option grant allows the executive officer to acquire shares of ordinary shares at a fixed price per share (the fair market value on the date of grant) over a specified period of time (up to 10 years). The options typically vest in periodic installments over a four-year period, contingent upon the executive officer's continued employment with the Company, although exceptions may be made when deemed necessary or appropriate. Accordingly, the option will provide a return to the executive officer only if he or she remains in the Company's service, and then only if the market price of the ordinary shares appreciates over the option term. In addition to the stock option plans, executive employees are eligible to participate in the Company's 1999 Employee Stock Purchase Plan.

### **Compensation of the Chief Executive Officer**

Yan Wang was appointed as the Company's Chief Executive Officer in May 2003.

The factors discussed above in Base Salaries, Cash-Based Incentive Compensation, and Long-Term Incentive Compensation were also applied in establishing the amount of Mr. Wang's salary and stock option grant. Significant factors in establishing Mr. Wang's compensation include his performance and responsibilities, and comparability considerations. Mr. Wang's base salary for the twelve-month period ended December 31, 2003 was \$144,980. Mr. Wang received \$28,996 in cash-based incentive compensation based on

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achievement by the Company of quarterly performance metrics set by the Board. In addition, he received \$6,133 as a housing allowance.

**Deductibility of Executive Compensation**

The Committee has considered the impact of Section 162(m) of the Internal Revenue Code adopted under the Omnibus Budget Reconciliation Act of 1993, which section disallows a deduction for any publicly held corporation for individual compensation exceeding \$1 million in any taxable year for the CEO and four other most highly compensated executive officers, respectively, unless such compensation meets the requirements for the performance-based exception to Section 162(m). As the cash compensation paid by the Company to each of its executive officers is expected to be below \$1 million and the Committee believes that options granted under the Company's 1999 Stock Plan and 1999 Executive Stock Plan to such officers will meet the requirements for qualifying as performance-based, the Committee believes that Section 162(m) will not affect the tax deductions available to the Company with respect to the compensation of its executive officers. It is the Committee's policy to qualify, to the extent reasonable, its executive officers' compensation for deductibility under applicable tax law.

However, the Company may from time to time pay compensation to its executive officers that may not be deductible.

Compensation Committee:

Pehong Chen

Lip-Bu Tan

Yongji Duan

**Compensation Committee Interlocks and Insider Participation**

The compensation committee of the board of directors consists of Pehong Chen, Lip-Bu Tan and Yongji Duan. No member of the compensation committee serves as a member of the board of directors or compensation committee of any other entity that has one or more executive officers serving as a member of our board of directors or compensation committee. See "Certain Relationships and Related Transactions" for a description of transactions between the Company and entities affiliated with the members of the compensation committee.

**AUDIT COMMITTEE REPORT**

During the fiscal year ended December 31, 2003, the audit committee of the Company's board of directors (the Audit Committee) consisted of three non-employee directors, Lip-Bu Tan, Ter Fung Tsao and Yichen Zhang. The Board has determined that all members of the Audit Committee are independent directors under the rules of the Nasdaq Stock Market and each of them is able to read and understand fundamental financial statements. The Audit Committee operates under a written charter adopted by the board of directors, which was amended in April 2003 and is attached to the 2003 Proxy Statement as *Appendix A*.

The Audit Committee selects, subject to shareholder ratification, the accounting firm to be engaged as the Company's independent auditors, currently PricewaterhouseCoopers, LLC.

The independent auditors are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing standards and to issue a report thereon. Management is responsible for our internal controls and the financial reporting process. The audit committee is responsible for monitoring and overseeing these processes.

The Audit Committee held four meetings during the fiscal year that ended December 31, 2003. The meetings were designed to facilitate and encourage communication between the Audit Committee, management, the internal auditors and our independent public accountants, PricewaterhouseCoopers, LLC. Manage-

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ment represented to the Audit Committee that our consolidated financial statements were prepared in accordance with generally accepted accounting principles. The Audit Committee reviewed and discussed the audited consolidated financial statements for fiscal year 2003 with management and the independent accountants.

The Audit Committee discussed with the independent accountants the matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as amended.

The Audit Committee has received and reviewed the written disclosures and the letter from the independent accountants, PricewaterhouseCoopers, LLC, as required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees. Additionally, the Audit Committee has discussed with PricewaterhouseCoopers, LLC the issue of its independence from SINA Corporation and considered whether the non-audit services provided by the independent auditors are compatible with maintaining its independence.

Based on its discussion with management and the independent auditors, and its review of the audited consolidated financial statements, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Report on Form 10-K for the fiscal year ended December 31, 2003.

Submitted by the Audit Committee of the Company's Board of Directors:

Lip-Bu Tan  
Ter Fung Tsao  
Yichen Zhang

**COMMUNICATIONS WITH DIRECTORS**

Shareholders who wish to communicate with our Directors to report complaints or concerns related to accounting, internal accounting controls or auditing may do so using the audit committee procedures for the receipt of such communication, which we expect to put in place by the Annual General Meeting of Shareholders. The procedures will allow submitting the complaint or concern either online or telephonically, with a more detailed description of the procedures to be provided on our website at [www.sina.com](http://www.sina.com) once these procedures are implemented.

The Company has a policy of encouraging all directors to attend the annual shareholder meetings. Three of our directors attended the 2003 Annual General Meeting of Shareholders.

**CODE OF ETHICS**

The Company has adopted a Code of Ethics which applies to the Company's directors, officers and employees, including the Company's principal executive officer, principal financial officer and principal accounting officer. This Code of Ethics is posted on our corporate website at [corp.sina.com](http://corp.sina.com). If any substantive amendments are made to the Code of Ethics or the Board of Directors grants any waiver, including any implicit waiver, from a provision of the code to any of the directors or officers of the Company, the Company will disclose the nature of such amendment or waiver in a report on Form 8-K.

**FEES BILLED FOR SERVICES RENDERED BY INDEPENDENT AUDITORS**

For the fiscal year ending December 31, 2003, as well as our calendar year ended 2002 and our fiscal year ending June 30, 2001, respectively, PricewaterhouseCoopers, LLC, our independent auditor and principal accountant, billed the fees set forth below. The Audit Committee of the Board of Directors has considered whether the non-audit services provided by PricewaterhouseCoopers LLP are compatible with maintaining its

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independence, and affirmatively approved the provision of such non-audit services by PricewaterhouseCoopers, LLC.

	Fiscal Year Ending December 31, 2003	Calendar Year Ending December 31, 2002	Fiscal Year Ending June 30, 2001
Audit Fees	275,000	300,000	200,000
Audit-Related Fees	20,000	45,000	
Tax Fees	31,775	28,334	22,750
All Other Fees			

The Audit Committee has the authority to pre-approve audit-related and non-audit services not prohibited by law to be performed by the Company's independent auditors and associated fees.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Certain employment and compensation arrangements between the Company and its directors and executive officers are described under Compensation of Executive Officers, Director Compensation, Employment Agreements, and Change of Control Agreements.

**Agreements Involving BSIT**

Our subsidiary Beijing SINA Information Technology Co., Ltd. (formerly known as Beijing Stone Rich Sight Information Technology Co., Ltd.) (*BSIT*), has entered into a loan agreement with Wang Zhidong, our former President, Chief Executive Officer and Director, and a loan agreement with Yan Wang, our current Chief Executive Officer, pursuant to which we agreed to provide Wang Zhidong an interest-free loan of RMB700,000 and Yan Wang an interest-free loan of RMB300,000, for the purposes of providing capital to Beijing SINA Internet Information Services Co., Ltd. (the *ICP Company*), an Internet content provider that operates the Company's website in China. Prior to his departure, Wang Zhidong owned 70% of the outstanding shares of the ICP Company and the other 30% of the outstanding shares of the ICP Company were owned by Yan Wang. Pursuant to his departure, Wang Zhidong entered into a share transfer agreement dated August 15, 2001 whereby he transferred his entire ownership in the ICP Company to Daniel Mao, our former Chief Executive Officer, and four non-executive employees of BSIT. With BSIT's consent, Wang Zhidong transferred his repayment obligation of the RMB700,000 loan, which he borrowed from BSIT for purposes of setting up the ICP Company, to Daniel Mao, our former Chief Executive Officer, and four non-executive employees of BSIT. Pursuant to the Debt Transfer and Assumption Agreement dated August 15, 2001, Daniel Mao assumed RMB300,000 of the loan from Wang Zhidong and each of the four employees assumed RMB100,000 of such loan. On August 16, 2001, BSIT, entered into a Repayment Agreement with Mr. Mao, Yan Wang and the four non-executive BSIT employees. Pursuant to the Repayment Agreement, these employees agreed to transfer their ownership in the ICP Company to any person specified by BSIT so long as such transfer would not violate Chinese law. Mr. Mao transferred all rights and obligations with respect to such Repayment Agreement to two non-executive employees immediately following his departure as Chief Executive Officer.

In addition, BSIT has agreed to provide Yan Wang interest free loans of RMB750,000 for purposes of setting up Beijing SINA Interactive Advertising Co., Ltd., (the *Ad Company*), and RMB300,000 for purposes of setting up Guangdong SINA Internet Information Service Co., Ltd., or GSIS. The Ad Company is 75% owned by Mr. Wang and 25% owned by BSIT, GSIS is 10% owned by Mr. Wang and 90% owned by five non-executive employees of BSIT.

**Indebtedness of Management**

On June 17, 1999, we granted Daniel Mao, our former Chief Executive Officer, an option to purchase 900,000 of our ordinary shares at an exercise price of \$.6667 per share under our 1999 Stock Plan.



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This option was immediately exercisable, subject to our right to repurchase at cost any shares that remain unvested upon cessation of employment. In connection with the exercise of this option on July 28, 1999, we provided a loan to Mr. Mao, pursuant to a full recourse note, in the principal amount of \$600,000 with an interest rate of 5.74% per annum, due on July 28, 2004. This loan has not been amended since its issuance. The entire principal amount of this loan, plus accrued interest, was repaid in May 2003.

On August 31, 1999, we granted Hurst Lin, our Chief Operating Officer, an option to purchase 150,000 of our ordinary shares at an exercise price of \$1.00 per share under our 1999 Stock Plan. This option was immediately exercisable, subject to our right to repurchase at cost any shares that remain unvested upon cessation of employment. In connection with the exercise of this option on September 30, 1999, we provided a loan to Mr. Lin, pursuant to a full recourse note, in the principal amount of \$150,000 with an interest rate of 5.87% per annum, due on September 30, 2004. This loan has not been amended since its issuance. The entire principal amount of this loan, plus accrued interest, was repaid in August 2003.

BSIT, one of our subsidiaries, agreed to provide Yan Wang, our Chief Executive Officer, an interest-free loan of RMB300,000 for purposes of providing capital to the ICP Company in 1999, an interest-free loan of RMB300,000 for purposes of providing capital to GSIIS in 2001, and an interest-free loan of RMB750,000 for the purposes of providing capital to the Ad Company in 1999. The entire principal amount of each of these loans is currently outstanding.

BSIT has agreed to provide Wang Zhidong, an interest-free loan of RMB700,000 for purposes of providing capital to the ICP Company. As a result of the transfer of shares of the ICP Company from Wang Zhidong to Mr. Mao and the four non-executive employees of BSIT, Mr. Mao assumed RMB300,000 of the loan from Wang Zhidong and each of the four employees assumed RMB100,000 of such loan in August 2001. Mr. Mao transferred all rights and obligations with respect to such Repayment Agreement to two non-executive employees immediately following his departure as Chief Executive Officer in May 2003. The entire principal amount of each of these loans is currently outstanding.

**Indemnification Agreements**

We have entered into indemnification agreements with our officers and directors containing provisions which may require us, among other things, to indemnify our officers and directors against certain liabilities that may arise by reason of their status or service as officers or directors, other than liabilities arising from willful misconduct of a culpable nature, and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified.

**Registration Rights Agreements**

Some of our shareholders are entitled to have their shares registered by us for resale.

**Table of Contents****STOCK PERFORMANCE GRAPH**

The following graph compares the cumulative total shareholder return data for the Company's shares since April 13, 2000 the date on which the Company's shares were first registered under Section 12 of the Securities Exchange Act of 1934, as amended, and ending on December 31, 2003, to the cumulative return over such period of (i) The Nasdaq National Market Composite Index and (ii) the Morgan Stanley Internet Index ( MOX ). The graph assumes that \$100 was invested on April 13, 2000 in the ordinary shares of the Company and in each of the comparative indices. The graph further assumes that such amount was initially invested in the ordinary shares of the Company at a per share price of \$17.00, the price to which such shares were first offered to the public by the Company on the date of its initial public offering. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

**COMPARISON OF 44 MONTH CUMULATIVE TOTAL RETURN\*****AMONG SINA CORPORATION, THE NASDAQ NATIONAL MARKET COMPOSITE INDEX  
AND THE MORGAN STANLEY INTERNET INDEX**

	4/13/2000	6/30/2000	12/29/2000	6/29/2001	12/31/2001	6/28/2002	12/31/2002	6/30/2003	12/31/03
SINA Corporation	\$ 100.00	\$ 150.71	\$ 18.35	\$ 9.35	\$ 9.29	\$ 10.29	\$ 38.24	\$ 119.12	\$ 198.53
Nasdaq Composite Index	\$ 100.00	\$ 103.30	\$ 64.34	\$ 56.27	\$ 50.80	\$ 38.11	\$ 34.78	\$ 42.27	\$ 52.18
Morgan Stanley Internet Index	\$ 100.00	\$ 90.01	\$ 34.80	\$ 23.72	\$ 16.76	\$ 9.18	\$ 9.57	\$ 13.24	\$ 15.72

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who own more than 10% of the Company's ordinary shares (collectively, Reporting Persons ) to file with the SEC initial reports of ownership and changes in ownership of the Company's ordinary shares. Reporting Persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) reports they file. To the Company's knowledge, based solely on its review of the copies of such reports received or written representations from certain Reporting Persons that no other reports were required, the Company believes that

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during the year that ended December 31, 2003 all Reporting Persons complied with all applicable filing requirements.

**Equity Compensation Plan Information**

The following table gives information about our ordinary shares that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans as of December 31, 2003, including the Sinanet.com 1997 Stock Plan, SRS International Ltd. 1997 Stock Option Plan, 1999 Stock Plan, 1999 Executive Stock Plan, 1999 Directors Stock Plan and 1999 Employee Stock Purchase Plan.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by shareholders	6,270,000(1)	\$ 7.00	5,537,000(2)(3)
Equity compensation plans not approved by shareholders		N/A	
<b>TOTAL</b>	<b>6,270,000</b>	<b>\$ 7.00</b>	<b>5,537,000</b>

- (1) Excludes purchase rights accruing under the 1999 Employee Stock Purchase Plan (the Purchase Plan). Under the Purchase Plan, eligible employees may purchase ordinary shares at semi-annual intervals at a purchase price per share equal to 85% of the lower of (i) the fair market value of the ordinary shares on an employee's entry date into an offering period in which that semi-annual purchase date occurs or (ii) the closing selling price per share on the semi-annual purchase date.
- (2) Includes shares available for future issuance under the Purchase Plan. The Purchase Plan, designed to comply with Internal Revenue Code Section 423, includes an evergreen feature, which provides for an automatic annual increase in the number of shares available under the plan equal to the lesser of 600,000 shares, 0.5% of the ordinary shares outstanding on the last day of the immediately preceding fiscal year, or such lesser number of shares as is determined by the Board of Directors.
- (3) Includes shares available for future issuance under the 1999 Stock Plan. The 1999 Stock Plan includes an evergreen feature, which provides for an automatic annual increase in the number of ordinary shares available under the plan on the first day of each of the fiscal years through 2005, equal to the lesser of 750,000 shares, 3% of our outstanding ordinary shares on the last day of the immediately preceding fiscal year, or a lesser number of shares determined by the Board of Directors.

**Other Matters**

The Board of Directors knows of no other business that will be presented to the Annual General Meeting. If any other business is properly brought before the Annual General Meeting, proxies in the enclosed form will be voted in respect thereof as the proxy holders deem advisable.

**Shareholders Sharing the Same Address**

In accordance with notices previously sent to many shareholders who hold their shares through a bank, broker or other holder of record (a street-name shareholder) and share a single address, only one annual report and proxy statement is being delivered to that address unless contrary instructions from any shareholder at that address were received. This practice, known as householding, is intended to reduce the Company's printing and postage costs. However, any such street-name shareholder residing at the same address who wishes to receive a separate copy of this Proxy Statement or accompanying Annual Report to Shareholders may request a copy by contacting the bank, broker or other holder of record, or the Company by telephone at: +86-21-62895678 extension 6089. The voting instruction sent to a street-name shareholder should provide



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information on how to request (1) householding of future Company materials or (2) separate materials if only one set of documents is being sent to a household. If it does not, a shareholder who would like to make one of these requests should contact the Company as indicated above

It is important that the proxies be returned promptly and that your shares be represented. Shareholders are urged to mark, date, execute and promptly return the accompanying proxy card in the enclosed envelope.

By Order of the Board of Directors,

Charles Chao  
*Chief Financial Officer and Secretary*

Shanghai, China  
May 28, 2004

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**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
OF SINA CORPORATION FOR THE ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD June 28, 2004**

The undersigned shareholder of SINA Corporation, a Cayman Islands company, (the Company ) hereby acknowledges receipt of the Notice of Annual General Meeting of Shareholders and Proxy Statement, each dated May 28, 2004, and hereby appoints Charles Chao and Edward Wu or either of them, OR \_\_\_\_\_, (shareholder to fill in only if shareholder chooses a person other than Charles Chao or Edward Wu as proxy) proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Annual General Meeting of Shareholders of SINA Corporation to be held on Monday, June 28, 2004 at 10 a.m., local time, at the Four Seasons Hotel located at 500 Wei Hai Road, Shanghai, China and at any adjournment or postponement thereof, and to vote all ordinary shares which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below:

**1. ELECTION OF DIRECTORS:**

\_\_\_\_\_ FOR all nominees listed below (except as indicated).

\_\_\_\_\_ WITHHOLD authority to vote for all nominees listed below.

If you wish to withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list below:

Daniel Chiang

Ter Fung Tsao

Song-Yi Zhang

Xiaotao Chen

**2. PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE  
INDEPENDENT AUDITORS OF THE COMPANY:**

\_\_\_\_\_FOR \_\_\_\_\_AGAINST \_\_\_\_\_ABSTAIN

**PLEASE SIGN ON REVERSE SIDE AND RETURN IMMEDIATELY**

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**THIS PROXY WILL BE VOTED AS DIRECTED OR, WHERE CHARLES CHAO OR EDWARD WU ARE THE PROXY HOLDERS, IF NO CONTRARY DIRECTION IS INDICATED, WILL BE VOTED AS FOLLOWS: (1) FOR THE ELECTION OF DIRECTORS; AND (2) FOR THE PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE INDEPENDENT AUDITORS OF THE COMPANY; AND AS SAID PROXIES DEEM ADVISABLE ON SUCH OTHER MATTERS AS MAY COME BEFORE THE MEETING.**

Date:

Signature

Date:

Signature

(This Proxy should be marked, dated, signed by the shareholder(s) exactly as his or her name appears hereon, and returned promptly in the enclosed envelope. Persons signing in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign. This Proxy is to be delivered to SINA Corporation in the enclosed envelope not later than 48 hours prior to the meeting. If you change your mind after you return your proxy, you may revoke your proxy up to 2 hours before the meeting.)