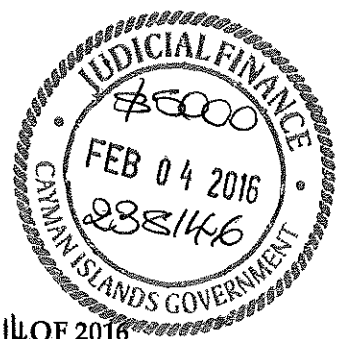
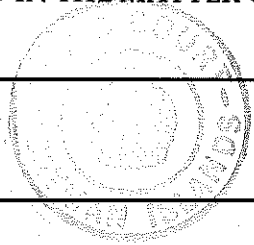
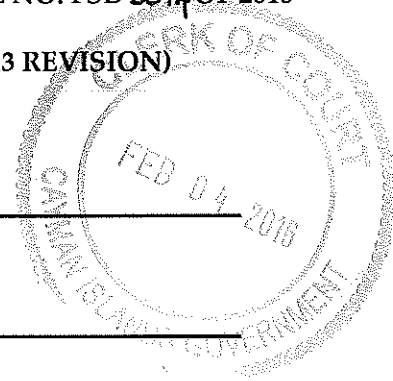


IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION



CAUSE NO. FSD 0014 OF 2016

IN THE MATTER OF PART XVI OF THE COMPANIES LAW (2013 REVISION)  
AND IN THE MATTER OF SHANDA GAMES LIMITED



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PETITION

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TO THE GRAND COURT OF THE CAYMAN ISLAND

**THE HUMBLE PETITION OF SHANDA GAMES LIMITED** whose registered office is Codan Trust Company (Cayman) Limited, Boundary Hall, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands the "**Petitioner**") shows that:

1. The Petitioner is and was at all material times incorporated as an exempted limited company under the laws of the Cayman Islands.
2. It brings this Petition pursuant to section 238(9) of the Companies Law (2013 Revision) (the "**Law**") for the Court to determine pursuant to section 238(11) the fair value of the shares in the Petitioner of (1) Blackwell Partners LLC-Series A ("**Blackwell**") (2) Crown Managed Accounts SPC ("**Crown**") and (3) Maso Capital Investments Limited ("**Maso**") (together the "**Dissenters**") together with a fair rate of interest, if any, to be paid by the Petitioner upon the amount determined to be the fair value.

**The Dissenters**

3. At all material times Blackwell was the registered owner of 3,446,358 Class A ordinary shares.
4. At all material times Crown was the registered owner of 2,078,940 Class A ordinary shares.
5. At all material times Maso was the registered owner of 3,295,764 Class A ordinary shares.

## **The Merger**

6. On 18 November 2015 (the “**Effective Date**”) a merger was effected between the Petitioner and Capitalcorp Limited (“**Capitalcorp**”) an exempted limited company under the laws of the Cayman Islands, pursuant to which Capitalcorp merged with and into the Petitioner (the “**Merger**”).
7. Pursuant to the Merger, and on the Effective Date, each Class A share of the Petitioner issued and outstanding immediately prior to the Effective Date were cancelled in exchange for the right to receive US\$3.55 in cash per share without interest, save that the shares of the Dissenters (the “**Dissenting Shares**”), having each given written notice of objection to the Merger on 17 November 2015 pursuant to section 238(2) of the Law, were instead exchanged for the right to receive the fair value of the Dissenting Shares determined in accordance with the provisions of section 238 of the Law, the Dissenters having maintained their objection as hereafter appears.
8. On 7 December 2015 the Petitioner gave written notice of the authorisation of the Merger to each of the Dissenters pursuant to section 238(4) of the Law.
9. On 29 December 2015 the Dissenters each gave written notice of its decision to dissent to the Petitioner pursuant to section 238(5) of the Law.
10. On 4 January 2016 the Petitioner gave made a written offer to each of the Dissenters to purchase their shares at a price of US\$3.55 per share pursuant to section 238(8) of the Law.
11. Since then the Petitioner and the Dissenters have been unable to agree a price for the Dissenting Shares. A verified list of containing the names and addresses of all members who have filed a notice under section 238(5) of the Law and with whom the fair value of their shares has not been reached by the Petitioner is filed herewith.
12. Accordingly, and pursuant to section 238(9) of the Law, the Petitioner humbly seeks the Court’s determination of the fair value of the Dissenting Shares.

## **THE PETITIONER THEREFORE HUMBLY PRAYS THAT:**

- (1) The court do determine the fair value of the Dissenting Shares, together with a fair rate of interest, if any, to be paid by the Petitioner upon the amount determined to be the fair value in accordance with the Law.

(2) The costs of and occasioned by the Petitioner be paid by the Dissenters.

(3) Such further or other relief as may be just and convenient.

AND your Petitioner will ever pray etc.

DATED this <sup>1<sup>st</sup></sup> day of February 2016

FILED this      day of February 2016



Conyers Dill & Pearman  
Attorneys-at-law for the Petitioners

This Petition is intended to be served on the Dissenters by service on their attorneys, Maples and Calder.

This Petition is filed by Conyers Dill & Pearman, Attorneys-at-Law for an on behalf of Shanda Games Limited whose address for service if that of their Attorneys, Boundary Hall, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
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VERIFIED LIST PURSUANT TO SECTION 238(9)(b)

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This is the Verified List of the Company referred to in the Petition and filed pursuant to section 238(9)(b) of the Companies Law (2013 Revision).

<b>Member</b>	<b>Address</b>
Maso Capital Investments Limited	Maples Corporate Services Limited P.O. Box 309, Uglan House Grand Cayman KY1-1104 Cayman Islands
Crown Managed Accounts SPC	Grand Pavilion Commercial Centre 1 <sup>st</sup> Floor, 802 West Bay Road P.O. Box 31855 KY1-1207 George Town, Grand Cayman Cayman Islands
Blackwell Partners LLC – Series A	280 South Mangum St, Suite 210 Durham, NC 27701-3675 USA

This Verified List is filed by Conyers Dill & Pearman, Attorneys-at-Law for an on behalf of Shanda Games Limited whose address for service if that of their Attorneys, Boundary Hall, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.