

May 21, 2012

Timothy Bancroft
Secretary
Sohu.com
400 Atlantic Avenue
Boston, MA 02110-3333

Re: Human Rights Policy

Dear Mr. Bancroft:

Since I cannot attend the 2012 annual meeting of shareholders (attached please find one account of my ownership of our company) in person on June 15 (the Chinese consulate in San Francisco refused to issue me visa to China), I decide to communicate with you by mail on one very important issue for our company: human rights policy. (I wrote to ir@contact.sohu.com before but never received reply.)

From the heroic Chinese democratic movement tragedy in 1989 to the historical “Arab Spring” movement, from the News Corporation scandals to the Creek financial crisis, human rights issues have become the most important international concerns for every corporation, especially our company, doing business in China. Unfortunately, our annual report and the notice of annual meeting of shareholders do not mention any human rights policy at all. This is a great concern.

I have engaged the corporate society since about 2005 when the Yahoo human rights scandal became public. Please visit my research work at <http://cpri.tripod.com/> where you can find all of my human rights proposals. For example, in 2010, Google and Chevron’s boards of directors responded positively to my proposals and improved their human rights policy. On the other hand, News Corporation (in 2010) and Yahoo (in 2011) recklessly refused my proposals so the world is shocked by their human rights policy and corporate governance failures.

In fact, last year when my classmate Zhang Lin attended the 100 anniversary of

Tsinghua University, I asked Zhang Lin to convey my greetings suggestions to our CEO Charles Zhang (who is one year junior than me at the same Engineering Physics department). Unfortunately, Zhang Lin told that Charles Zhang even refused to talk to him. Charles Zhang may have forgotten Zhang Lin's and my human rights activities (and political consequences) at Tsinghua in the early 1980s.

Rather than my personal experience as a stateless refugee from China and Japan, in this letter I would like to share with our company with my learning after many years engaging the corporate society to respect and promote human rights, especially in China. For example, Intel showed better policy and practice in this field. I withdraw my proposal and participated many meetings with Intel's various section officials. They accepted my help and formed an outside experts group to advise Intel's ongoing human rights formation. My hope is that our company also take similar steps, and I would like to contribute to our company my knowledge in this new field of human rights policy, corporate social responsibility and corporate governance, to expand our business world-wide.

I look forward to hearing from you.

Sincerely,



Jing Zhao, Ph. D

US-Japan-China Comparative Policy Research Institute