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RD., HAIDIAN DISTRICT BEIJING F4 100190 6-K 1 d855971d6k.htm FORM 6-K Form 6-K Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â Â FORM 6-K Â Â REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934 For the month of August 2024 Commission File Number: 001-38511 Â Â SOHU.COM LIMITED (Exact name of registrant as specified in its charter) Â Â LevelÂ 18, Sohu.com Media Plaza Block 3, No.Â 2 Kexueyuan South Road, Haidian District Beijing 100190, Peopleâ€™s Republic of China +86-10-6272-6666 (Address of principal executive office) Â Â Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. FormÂ 20-Fâ€”,â€”â€”FormÂ 40-Fâ€”,â€”Â Â Â The registrant will hold its annual general meeting of shareholders (the â€œ2024 Annual Meetingâ€”) at LevelÂ 2, Sohu.com Media Plaza, Block 3, No.Â 2 Kexueyuan South Road, Haidian District, Beijing, Peopleâ€™s Republic of China, on Wednesday, SeptemberÂ 11, 2024 at 10:00 A.M. Beijing Time. The Board of Directors of the registrant has set the close of business Eastern Time on Wednesday, AugustÂ 7, 2024 as the record date for the purpose of determining the shareholders of record entitled to notice of, and to vote at, the 2024 Annual Meeting or any adjournment(s) thereof. Beneficial owners of American depositary shares representing the registrantâ€™s ordinary shares who present documentary proof of such beneficial ownership are welcome to attend the 2024 Annual Meeting as observers. The notice of the 2024 Annual Meeting is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. Exhibits. Â 99.1 Â Â Notice of the Annual General Meeting of Shareholders SIGNATURE Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized. Â SOHU.COM LIMITED By: Â /s/ Joanna Lv Name: Â Joanna Lv Title: Â Chief Financial Officer Date: AugustÂ 8, 2024 EX-99.1 2 d855971dex991.htm EX-99.1 EX-99.1 Exhibit 99.1 SOHU.COM LIMITED NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, SEPTEMBERÂ 11, 2024 Notice is hereby given that the Annual General Meeting of Shareholders (the â€œ2024 Annual Meetingâ€”) of Sohu.com Limited (the â€œCompanyâ€”) will be held at LevelÂ 2, Sohu.com Media Plaza, Block 3, No.Â 2 Kexueyuan South Road, Haidian District, Beijing, Peopleâ€™s Republic of China, on Wednesday, SeptemberÂ 11, 2024 at 10:00 A.M. China time, to consider and act upon the following matters: Â Â 1. To elect the following nominees to the Companyâ€™s Board of Directors (the â€œBoardâ€”) as ClassÂ I Directors, each to hold office until the second succeeding annual general meeting of shareholders and until his successor is duly elected or appointed, or until his resignation or removal: Charles Zhang Zhonghan Deng Dave De Yang Â Â 2. To ratify the appointment of PricewaterhouseCoopers Zhong Tian LLP as the Companyâ€™s independent auditors for the fiscal year ending DecemberÂ 31, 2024. Â Â 3. To consider and act upon all other matters which may properly come before the 2024 Annual Meeting or any adjournment or postponement thereof. The Board consists of six directors, and is divided into ClassÂ I Directors and ClassÂ II Directors, with three directors in each class. ClassÂ I Directors are to serve until the 2024 Annual Meeting and for each successive term expiring at the second succeeding annual general meeting thereafter and ClassÂ II Directors are to serve until the 2025 annual general meeting of shareholders and for each successive term expiring at the second succeeding annual general meeting thereafter. The Board has nominated Charles Zhang, Zhonghan Deng and Dave De Yang, who are currently designated as ClassÂ I Directors and whose terms will expire at the 2024 Annual Meeting, to stand for election as ClassÂ I Directors. The Board knows of no reason why any of the nominees would be unable or unwilling to serve, but if that should be the case, proxies will be voted for the election of substitute nominee(s) selected by the Board, or the Board will fix the number of directors at a lesser number. The proxies may not be voted for a greater number of persons than the number of nominees named in item 1 above. The three nominees receiving a plurality of the votes cast by the shareholders represented at the 2024 Annual Meeting in person or by proxy will be elected as ClassÂ I Directors. The Board recommends that shareholders vote â€œFORâ€” election to the Board as ClassÂ I Directors of each of the nominees listed in item 1 above and â€œFORâ€” item 2 above at the 2024 Annual Meeting. Your vote is very important to the Company. The Board has set the close of business U.S. Eastern time on Wednesday, AugustÂ 7, 2024 as the record date (the â€œRecord Dateâ€”) for the purpose of determining the shareholders entitled to notice of, and to vote at, the 2024 Annual Meeting or any adjournment(s) thereof. The Companyâ€™s annual report on Form 20-F for the fiscal year ended DecemberÂ 31, 2023 (the â€œAnnual Reportâ€”) filed with the U.S. Securities and Exchange Commission on MarchÂ 18, 2024 is available for your viewing and downloading at the Companyâ€™s website at: <http://investors.sohu.com/financial-information/annual-reports> A hard or soft copy of the Companyâ€™s Annual Report will be provided to you at no charge upon your request. Please notify the Company in your request of (i)Â your mailing address if you request a hard copy of the Annual Report, or (ii)Â your email address if you request a soft copy of the Annual Report. You can send your request to the Company by mail or e-mail at: Sohu.com Limited LevelÂ 18, Sohu.com Media Plaza Block 3, No.Â 2 Kexueyuan South Road, Haidian District Beijing 100190, Peopleâ€™s Republic of China Attention: Pu Huang, Investor Relations Email: ir@contact.sohu.com Tel: +86 (10) 6272-6645 You can also find in the Annual Report biographies of the incumbent members of the Board, including biographies of the three ClassÂ I Directors, Charles Zhang, Zhonghan Deng, and Dave De Yang, who are standing for election to the Board at the 2024 Annual Meeting. Whether or not you plan to attend the 2024 Annual Meeting, please complete, date, sign and return the enclosed proxy attached hereto as ExhibitÂ A promptly in the enclosed, pre-addressed envelope provided for that purpose. A holder of the Companyâ€™s American depositary shares (â€œADSsâ€”) may instruct The Bank of New York Mellon (the â€œADR Depositaryâ€”) to vote the Companyâ€™s outstanding ordinary shares represented by such holderâ€™s ADSs by completing pursuant to the instructions and procedures of the ADR Depositary the voting card furnished to holders of ADSs by the ADR Depositary. You are cordially invited to attend the 2024 Annual Meeting. Â By Order of the Board of Directors, /s/ Charles Zhang Charles Zhang Chief Executive Officer AugustÂ 8, 2024 SOHU.COM LIMITED LevelÂ 2, Sohu.com Media Plaza, Block 3, No.Â 2 Kexueyuan South Road, Haidian District, Beijing, Peopleâ€™s Republic of China Proxy for Annual General Meeting of Shareholders â€” SeptemberÂ 11, 2024 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The person or entity signing this proxy card hereby appoints Ms.Â Joanna Lv as proxy for such person or entity, with full power of substitution, to act by vote of such proxy, or such substitute as may be present to represent and to vote, at the Annual General Meeting of Shareholders of Sohu.com Limited (the â€œCompanyâ€”), to be held on Wednesday, SeptemberÂ 11, 2024 at 10:00 A.M., China time, and any adjournment thereof, as designated below, all of the ordinary shares, par value \$0.001 per share, of the Company standing in the name of such person or entity on

August 7, 2024. If no direction is made, this proxy will be voted FOR Proposals I and II. (Please sign, date and return this proxy in the enclosed postage prepaid envelope.)

Votes must be indicated (x) in Black or Blue ink.

PROPOSAL I: To elect the following three nominees to the Company's Board of Directors as Class I Directors (as such term is defined in the Company's articles of association), each to hold office until the second succeeding annual general meeting of shareholders after his election and until his successor is duly elected or appointed, or until his earlier resignation or removal:

FOR WITHHOLD 01 Charles Zhang

02 Zhonghan Deng

03 Dave De Yang

PROPOSAL II: To ratify the appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's independent auditors for the fiscal year ending December 31, 2024.

FOR AGAINST ABSTAIN

THE PROXY IS AUTHORIZED TO VOTE IN HER DISCRETION UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING.

1 Note: Please sign as the undersigned's name(s) is (are) shown on the certificates to which this proxy applies. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership or limited liability company, please sign in partnership or limited liability company name by authorized person. (If an individual or individuals:)

Date: Signature

Name (please print) (If a partnership, limited liability company, or corporation:)

Name of Entity: Name (please print): Title:

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