

INITIAL MANAGEMENT SHAREHOLDERS, SUBSTANTIAL SHAREHOLDERS AND SIGNIFICANT SHAREHOLDERS

INITIAL MANAGEMENT SHAREHOLDERS

Immediately upon completion of the International Placing and the Capitalisation Issue, but without taking into account (i) any Shares which may be issued upon the exercise of options which may be granted under the Share Option Scheme and the Over-allotment Option; or (ii) any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandates as set out in the section headed “Statutory and general information - Further information about the Company - Written resolutions of all the Shareholders passed on 15 October 2007” in Appendix V to this prospectus, the following person and entities are considered to be the Initial Management Shareholders for the purpose of the GEM Listing Rules and therefore subject to the following restrictions on disposal:

Name	Date on which interest in the Group was first acquired	Approximate		Approximate		Approximate total cost of investment HK\$	Approximate cost of investment per 1,000,000 Shares HK\$	Moratorium period within the meaning of the GEM Listing Rules (as from the Listing Date)
		Number of Shares held immediately before completion of the International Placing and the Capitalisation Issue	percentage of shareholding immediately before completion of the International Placing and the Capitalisation Issue (%)	Number of Shares held immediately after completion of the International Placing and the Capitalisation Issue	percentage of shareholding immediately after completion of the International Placing and the Capitalisation Issue (%)			
DJM Holding Ltd. (Note 1)	30 March 2004	18,740,260	42.17	183,402,600	33.96	1,430,540	7,800	12 months
Liu Dejian (Note 1)	25 May 1999	N/A	40.23	N/A	32.40	10,292,788	58,827	12 months
Zheng Hui (Notes 1 & 2)	25 May 1999	N/A	10.33	N/A	8.14	1,388,514	31,604	12 months
Fitter Property Inc. (Note 2)	1 March 2007	3,729,872	8.39	35,498,720	6.57	276,890	7,800	12 months
Richmedia Holdings Limited (Note 3)	15 December 2004	2,684,480	6.04	26,344,800	4.88	205,489	7,800	12 months
Liu Luyuan (Note 3)	25 May 1999	N/A	6.04	N/A	4.88	519,530	19,720	12 months
Eagle World International Inc. (Note 4)	21 June 2007	3,371,292	7.59	33,712,920	6.24	262,961	7,800	12 months
Flowson Company Limited (Note 4)	21 June 2007	N/A	7.59	N/A	6.24	262,961	7,800	12 months
Cristionna Holdings Limited (Note 5)	30 March 2004	1,400,000	3.15	13,000,000	2.41	101,400	7,800	12 months
Chen Hongzhan (Note 5)	30 March 2004	N/A	3.12	N/A	2.39	100,386	7,800	12 months
Liu Ming (Note 5)	25 May 1999	N/A	0.03	N/A	0.02	1,014	7,800	6 months
Wu Chak Man (Note 6)	30 March 2004	240,000	0.54	1,900,000	0.35	14,820	7,800	6 months
Growing Up Capital Inc. (Note 7)	21 June 2007	223,400	0.50	1,434,000	0.27	11,185	7,800	6 months

INITIAL MANAGEMENT SHAREHOLDERS, SUBSTANTIAL SHAREHOLDERS AND SIGNIFICANT SHAREHOLDERS

Name	Date on which interest in the Group was first acquired	International Placing and the Capitalisation Issue	Approximate	Approximate	Approximate total cost of investment	Approximate total cost of investment per 1,000,000 Shares	Moratorium period within the meaning of the GEM Listing Rules (as from the Listing Date)
			Number of Shares held immediately before completion of the	percentage of shareholding immediately before completion of the			
			International Placing and the Capitalisation Issue (%)	International Placing and the Capitalisation Issue (%)	HK\$	HK\$	
Wu Jialiang (Note 7)	21 June 2007	N/A	0.50	N/A	11,185	7,800	6 months
IDG Group (Note 8)	30 January 2004	7,833,332	17.63	78,333,320	56,270,500	718,347	12 months
Happy Sunshine Limited (Note 9)	10 January 2007	2,000,000	4.50	20,000,000	32,370,000	1,618,500	12 months
Chee Swee Fu (Note 9)	10 January 2007	N/A	4.50	N/A	32,370,000	1,618,500	12 months

Notes:

- DJM Holding Ltd. is an investment holding company incorporated on 30 October 2003 in the BVI with limited liability and is owned as to approximately 95.4% and 4.6%, respectively, by each of Liu Dejian (brother of Liu Luyuan and Liu Ming) and Zheng Hui, both being executive Directors. All of DJM Holding Ltd., Liu Dejian and Zheng Hui are regarded as Initial Management Shareholders under the GEM Listing Rules.
- Fitter Property Inc. is an investment holding company incorporated on 13 April 2006 in the BVI with limited liability and is owned as to 100% by Zheng Hui, an executive Director. Both Fitter Property Inc. and Zheng Hui are regarded as Initial Management Shareholders under the GEM Listing Rules.
- Richmedia Holdings Limited is an investment holding company incorporated on 10 May 2004 in the BVI with limited liability and is owned as to 100% by Liu Luyuan, an executive Director (brother of Liu Dejian and Liu Ming). Both Richmedia Holdings Limited and Liu Luyuan are regarded as Initial Management Shareholders under the GEM Listing Rules.
- Eagle World International Inc. is an investment holding company incorporated on 7 May 2007 in the BVI with limited liability and is owned as to 100% by Flowson Company Limited, an investment holding company incorporated on 8 May 2007 in the BVI with limited liability and owned as to 100% by Zheng Hui. Zheng Hui owns the voting rights in respect of the shares in Flowson Company Limited. Flowson Company Limited holds its indirect interest in the Shares as trustee for the benefit of the employees of the Group under a discretionary trust. Under the terms of the trust, Zheng Hui has power to direct the exercise of the voting rights in respect of the trust's shares in Eagle World International Inc. and indirectly in respect of the Shares held by Eagle World International Inc. Both Eagle World International Inc. and Flowson Company Limited are regarded as Initial Management Shareholders under the GEM Listing Rules.
- Cristionna Holdings Limited is an investment holding company incorporated on 30 October 2003 in the BVI with limited liability and is owned as to 99% by Chen Hongzhan, an executive Director, and as to 1% by Liu Ming, a director of NetDragon (USA) (brother of Liu Dejian and Liu Luyuan). All of Cristionna Holdings Limited, Chen Hongzhan and Liu Ming are regarded as Initial Management Shareholders under the GEM Listing Rules.
- Wu Chak Man is a member of our senior management and an Initial Management Shareholder under the GEM Listing Rules.

INITIAL MANAGEMENT SHAREHOLDERS, SUBSTANTIAL SHAREHOLDERS AND SIGNIFICANT SHAREHOLDERS

7. Growing Up Capital Inc. is an investment holding company incorporated on 8 May 2007 in the BVI with limited liability and is owned as to 100% by Wu Jialiang, a member of our senior management. Both Growing Up Capital Inc. and Wu Jialiang are regarded as Initial Management Shareholders under the GEM Listing Rules.
8. The IDG Group has nominated Lin Dongliang, a non-executive Director, to the Board and is regarded as an Initial Management Shareholder under the GEM Listing Rules. Please See “Shareholding and Corporate Structure - Information on the investors” for details of the IDG Group.
9. Happy Sunshine Limited has nominated Zhu Xinkun, a non-executive Director, to the Board. Happy Sunshine Limited is an investment holding company incorporated on 15 April 2005 in the BVI with limited liability and is owned as to 100% by Chee Swee Fu. Both Happy Sunshine Limited and Chee Swee Fu are regarded as Initial Management Shareholders under the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS

The Directors confirm that, immediately following the completion of the International Placing and the Capitalisation Issue but without taking into account (i) any Shares which may be issued upon the exercise of options which may be granted under the Share Option Scheme and the Over-allotment Option; or (ii) any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate referred to in paragraph 1E headed “Written resolutions of all the Shareholders passed on 15 October 2007” in Appendix V to this prospectus, the persons (other than the Directors or chief executive of the Company) with interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register of the Company required to be kept under section 336 of the SFO or who are directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group will be as follows:

Name	Name of Group member	Capacity and nature of interests	Number of shares held or amount of registered capital contributed <i>(Note 1)</i>	Approximate percentage of shareholding
DJM Holding Ltd.	The Company	Beneficial owner	183,402,600(L)	33.96%
Fitter Property Inc.	The Company	Beneficial owner	35,498,720(L)	6.57%
Eagle World International Inc. <i>(Note 2)</i>	The Company	Beneficial owner	33,712,920(L)	6.24%
Flowson Company Limited <i>(Note 2)</i>	The Company	Through a controlled corporation	33,712,920(L)	6.24%
IDG Group	The Company	Beneficial owner	78,333,320(L)	14.51%
NetDragon (Fujian)	NetDragon (Shanghai)	Beneficial owner	RMB990,000(L)	99.00%

INITIAL MANAGEMENT SHAREHOLDERS, SUBSTANTIAL SHAREHOLDERS AND SIGNIFICANT SHAREHOLDERS

Notes:

1. The letter “L” denotes the shareholder’s interest in the share capital of the relevant member of the Group.
2. Eagle World International Inc. is an investment holding company incorporated on 7 May 2007 in the BVI with limited liability and is owned as to 100% by Flowson Company Limited. Flowson Company Limited is deemed to be interested in 6.24% of the issued share capital of the Company through its shareholding in Eagle World International Inc.

SIGNIFICANT SHAREHOLDERS

Save as disclosed above in the paragraphs headed “Substantial Shareholders” and “Initial Management Shareholders”, the Directors confirm that, immediately following completion of the International Placing and the Capitalisation Issue, but without taking into account (i) any Shares which may be issued upon the exercise of options which may be granted under the Share Option Scheme and the Over-allotment Option; or (ii) any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandates referred to in paragraph 1E headed “Written resolutions of all the Shareholders passed on 15 October 2007” in Appendix V to this prospectus, no person (or group of persons who together) will be entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company.

UNDERTAKINGS

Each of the Initial Management Shareholders (other than Wu Chak Man, Liu Ming, Growing Up Capital Inc. and Wu Jialiang) has undertaken to the Company, Bear Stearns (for itself and on behalf of the Underwriters) and the Stock Exchange that for a period commencing on the date by reference to which disclosure of its shareholding in the Company is made in this prospectus and ending on the date which is 12 months from the Listing Date.

- (a) save as provided in Rule 13.18 of the GEM Listing Rules, he/it shall not dispose of (or enter into any agreement to dispose of) nor permit the registered holder to dispose of (or enter into any agreement to dispose of) any of his/its direct or indirect interest in his/its relevant securities (as defined in rule 13.15(4) of the GEM Listing Rules) (the “Relevant Securities”) or otherwise create (nor enter into any agreement to create) nor permit the registered holder to create (or to enter into any agreement to create) any options, rights, interests or encumbrances in respect of his/its interests;
- (b) he/it shall place in escrow, with an escrow agent acceptable to the Stock Exchange, his/its Relevant Securities on terms acceptable to the Stock Exchange;
- (c) in the event that he/it pledges or charges any direct or indirect interest in the Relevant Securities under Rule 13.18(1) of the GEM Listing Rules or pursuant to any right or waiver granted by the Stock Exchange pursuant to Rule 13.18(4) of the GEM Listing Rules at any time during the relevant period set out above, he/it will inform the Company and Bear Stearns immediately thereafter, disclosing the number and class of securities being pledged or charged and the purpose for which the pledge or charge is made; and

INITIAL MANAGEMENT SHAREHOLDERS, SUBSTANTIAL SHAREHOLDERS AND SIGNIFICANT SHAREHOLDERS

- (d) having pledged or charged any of his/its interest in the Relevant Securities under sub-paragraph (c) above, he/it must inform the Company and Bear Stearns immediately in the event he/it becomes aware that the pledge(s) or charge(s) has/have disposed of or intend(s) to dispose of such interest and of the number of the Relevant Securities affected.

Each of the Other Investors, Wu Chak Man, Liu Ming, Growing Up Capital Inc. and Wu Jialiang has undertaken to the Company, Bear Stearns (for itself and on behalf of the Underwriters) and the Stock Exchange that for a period commencing on the date by reference to which disclosure of its shareholding in the Company is made in this prospectus and ending on the date which is 6 months from the Listing Date:

- (a) he/it shall place in escrow, with an escrow agent acceptable to the Stock Exchange, his/its Relevant Securities on terms acceptable to the Stock Exchange;
- (b) save as provided in Rule 13.18 of the GEM Listing Rules, he/it shall not dispose of (or enter into any agreement to dispose of) nor permit the registered holder to dispose of (or enter into any agreement to dispose of) any of his/its direct or indirect interest in the Relevant Securities or otherwise create (nor enter into any agreement to create) nor permit the registered holder to create (or to enter into any agreement to create) any options, rights, interests or encumbrances in respect of his/its interests;
- (c) in the event that he/it pledges or charges any direct or indirect interest in the Relevant Securities under Rule 13.18(1) of the GEM Listing Rules or pursuant to any right or waiver granted by the Stock Exchange pursuant to Rule 13.18(4) of the GEM Listing Rules at any time during the relevant period set out above, he/it must inform us and Bear Stearns immediately thereafter, disclosing the number and class of securities being pledged or charged and the purpose for which the pledge or charge is made; and
- (d) having pledged or charged any of his/its interest in the Relevant Securities under sub-paragraph (c) above, he/it must inform the Company and Bear Stearns immediately in the event he/it becomes aware that the pledgee(s) or chargee(s) has/have disposed of or intend(s) to dispose of such interest and of the number of the Relevant Securities affected.