

## Appendix 5

### FORMS RELATING TO LISTING

#### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name :** NetDragon Websoft Inc.

**Stock code (ordinary shares):** 8288

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 29 April 2008.

#### **A. General**

Place of incorporation : Cayman Islands  
Date of initial listing on GEM : 2 November 2007  
Name of Sponsor(s) : Bear Stearns Asia Limited  
First Shanghai Capital Limited

Names of directors : Executive Directors:  
(please distinguish the status of the  
directors - Executive, Non-Executive or  
Independent Non-Executive) Liu Dejian  
Liu Luyuan  
Chen Hongzhan  
Zheng Hui

Non-executive Directors:  
Lin Dongliang

Independent non-executive Directors:  
Chao Guowei, Charles  
Lee Kwan Hung  
Liu Sai Keung, Thomas

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<u>Name</u>	<u>Number of shares</u>	<u>Interest (%)</u>
	DJM Holding Ltd. (Note 1)	183,402,600	33.95%
	IDG Group (Note 2)	78,333,320	14.50%

*Notes:*

1. DJM Holding Ltd. is beneficially owned as to approximately 95.4% and 4.6%, respectively, by each of Liu Dejian and Zheng Hui, both being executive directors of the Company.
2. IDG Group is comprised of five limited partnerships, namely IDG Technology Venture Investments, L.P., IDG-Accel China Growth Fund L.P., IDG Technology Venture Investments, III L.P., IDG-Accel China Growth Fund-A L.P. and IDG-Accel China Investors L.P., being interested in approximately 9.87%, 2.19%, 1.79%, 0.45% and 0.20%, respectively in the Company.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : Scotia Centre, 4<sup>th</sup> Floor  
P.O. Box 2804  
George Town  
Grand Cayman  
Cayman Islands

Head office and principal place of business : Head Office  
58 Hot Spring Branch Road  
Fuzhou  
Fujian  
The People's Republic of China

Principal place of business in Hong Kong  
Unit 306, 3<sup>rd</sup> Floor  
Beautiful Group Tower  
77 Connaught Road Central,  
Central  
Hong Kong

Web-site address (if applicable) : www.nd.com.cn

Share registrar : Principal share registrar  
Bank of Bermuda (Cayman) Limited  
P.O. Box 513, Strathvale House  
North Church Street  
George Town  
Grand Cayman KY1-1106  
Cayman Islands

Hong Kong branch share registrar

Tricor Investor Services Limited  
26<sup>th</sup> Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

Auditors : Grant Thornton  
13<sup>th</sup> Floor  
Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

**B. Business activities**

The Group is principally engaged in online game development, including game design, programming and graphics, and online game operation.

**C. Ordinary shares**

Number of ordinary shares in issue : 540,232,860 shares  
Par value of ordinary shares in issue : US\$0.01 per share  
Board lot size (in number of shares) : 500 shares per board lot  
Name of other stock exchange(s) on which ordinary shares are also listed : Nil

**D. Warrants**

Stock code : N/A  
Board lot size : N/A  
Expiry date : N/A  
Exercise price : N/A  
Conversion ratio : N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*  
No. of warrants outstanding : N/A  
No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

**E. Other securities**

On 15 October, the Company had conditionally adopted a share option scheme by which options may be granted to certain eligible participants to subscribe for the shares of the Company. As at the date hereof, no option has been granted or agreed to be granted under the abovementioned share option scheme.

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Liu Dejian

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Liu Luyuan

\_\_\_\_\_  
Chen Hongzhan

\_\_\_\_\_  
Zheng Hui

\_\_\_\_\_  
Lin Dongliang

\_\_\_\_\_  
Chao Guowei, Charles

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Lee Kwan Hung

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Liu Sai Keung, Thomas