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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities. This announcement is not a prospectus. Potential investors should read the Hong Kong prospectus dated June 2, 2020 (the “**Prospectus**”) issued by NetEase, Inc. (the “**Company**”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933 as amended from time to time (the “**U.S. Securities Act**”). Any public offering of our securities to be made in the United States will be made by means of a prospectus that may be obtained from us and that will contain detailed information about us and our management, as well as financial statements. We are conducting a public offering of the securities described herein in the United States pursuant to our shelf registration statement on Form F-3ASR filed with the United States Securities and Exchange Commission on May 29, 2020.

Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Prospectus.

In connection with the Global Offering, J.P. Morgan Securities (Asia Pacific) Limited as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period on and after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on July 5, 2020, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



NetEase, Inc.

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	171,480,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	5,150,000 Shares (subject to adjustment)
Number of International Offer Shares	:	166,330,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Public Offer Price	:	HK\$126.00 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Par Value	:	US\$0.0001 per Share
Stock Code	:	9999

*Joint Sponsors, Joint Global Coordinators and Joint Bookrunners
(in alphabetical order)*

CICC

Credit Suisse

J.P. Morgan

*Joint Bookrunners
(in alphabetical order)*

ABCI

BOCI

CCBI

Citigroup

CMBI

HSBC

HTSC

ICBCI

UBS

IMPORTANT NOTICE TO INVESTORS:

1. FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

The Prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at <http://ir.netease.com/>. If you require a printed copy of the Prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at www.eipo.com.hk; or
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and **White Form eIPO** Service Provider, Computershare Hong Kong Investor Services Limited, both at +852 2862 8646 on the following dates:

Tuesday, June 2, 2020 – 9:00 a.m. to 9:00 p.m.
Wednesday, June 3, 2020 – 9:00 a.m. to 9:00 p.m.
Thursday, June 4, 2020 – 9:00 a.m. to 9:00 p.m.
Friday, June 5, 2020 – 9:00 a.m. to 12:00 noon

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed Prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (WUMP) Ordinance.

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

2. PAYMENT OF Q1 DIVIDEND

The Q1 Dividend will be paid in U.S. dollars. All investors who have applied for Offer Shares through CCASS EIPO service and been successfully allocated Offer Shares will be entitled to the Q1 Dividend provided that the Global Offering becomes unconditional, irrespective of whether they sell or otherwise dispose of their corresponding allocated Offer Shares on the Hong Kong Stock Exchange immediately after dealing commences on the Listing Date, unless such investors (i) conduct any non-exchange trades and the ownership of the Shares are transferred to a third party on or before the Record Date, or (ii) withdraw physical certificates of such Shares from CCASS and subsequently sell or otherwise dispose of their corresponding Shares by lodging completed transfer forms accompanied by the relevant share certificates with the Hong Kong Share Registrar before 4:30 p.m. (Hong Kong Time) on the Record Date for transferring the title to a third party.

Shareholders and potential investors should note that those who have chosen to apply through White Form eIPO services and to have physical share certificates issued to themselves will NOT be entitled to the Q1 Dividend, if they sell or otherwise dispose of their corresponding Shares, by lodging completed transfer forms accompanied by the relevant share certificates with the Hong Kong Share Registrar before 4:30 p.m. (Hong Kong Time) on the Record Date (being Friday, June 12, 2020) for transferring such title to a third party. Any subsequent purchasers who acquire the relevant Offer Shares from such holders of physical share certificate and lodge completed transfer forms accompanied by the relevant share certificates with the Hong Kong Share Registrar by 4:30 p.m. (Hong Kong time) on the Record Date, WILL BE entitled to the Q1 Dividend.

Investors who purchase the Company’s Shares on the Hong Kong Stock Exchange AFTER the commencement of dealings will NOT receive the Q1 Dividend.

In the event that there are unforeseen reasons (including but not limited to bad weather, Extreme Conditions or other events in the nature of force majeure, together the “Unforeseen Reasons”) that result in the Listing Date being delayed to a date after the Record Date but no later than June 18, 2020 (the “Delay”) and the Delay is solely due to the Unforeseen Reasons, the Company undertakes to pay investors of the Global Offering an amount equal to the Q1 Dividend (based on the investor’s corresponding number of Offer Shares allocated in the Global Offering) if the investor would have been entitled to the Q1 Dividend had the Delay not otherwise occurred.

Investors who are interested in participating in the Global Offering, if choosing to refer to our ADS prices during the Hong Kong Public Offering period prior to the Price Determination Date, should note that such trading prices will be cum dividend. Upon commencement of dealings in our Shares on the Hong Kong Stock Exchange on the Listing Date, our Shares will trade ex-dividend, and may not be comparable to the price of our ADSs during the Hong Kong Public Offering period, on the Price Determination Date and on the day immediately before the Listing Date (all cum dividend). Such discrepancy will, at least in part, be the result of the different entitlement rights with respect to Q1 Dividend. However, investors should not interpret such difference as a discount on the price of our Shares offered for the Global Offering.

In addition, payment of the Q1 Dividend may affect the value of our Shares and the trading price of our ADSs and Shares in the U.S. and Hong Kong markets, respectively. Accordingly, Shareholders and potential investors should exercise caution when dealing in our Shares.

Below is a summary of the key dates for the Q1 Dividend for investors’ reference:

Ex dividend date	:	June 11, 2020, the Listing Date
Closure of register of members	:	N/A
Record Date	:	June 12, 2020
Latest time for lodging transfer documents for registration with the Hong Kong Share Registrar	:	4:30 p.m. (Hong Kong Time) on June 12, 2020, the Record Date
Payment date	:	June 23, 2020

All dates and times are Hong Kong Times for the purpose of the Q1 Dividend arrangement and solely in the context of the Global Offering.

Your application must be for a minimum of 100 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application HK\$</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application HK\$</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application HK\$</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application HK\$</u>
100	12,726.97	2,500	318,174.26	30,000	3,818,091.06	600,000	76,361,821.20
200	25,453.94	3,000	381,809.11	40,000	5,090,788.08	700,000	89,088,791.40
300	38,180.91	3,500	445,443.96	50,000	6,363,485.10	800,000	101,815,761.60
400	50,907.88	4,000	509,078.81	60,000	7,636,182.12	900,000	114,542,731.80
500	63,634.85	4,500	572,713.66	70,000	8,908,879.14	1,000,000	127,269,702.00
600	76,361.82	5,000	636,348.51	80,000	10,181,576.16	1,500,000	190,904,553.00
700	89,088.79	6,000	763,618.21	90,000	11,454,273.18	2,000,000	254,539,404.00
800	101,815.76	7,000	890,887.91	100,000	12,726,970.20	2,575,000 ⁽¹⁾	327,719,482.65
900	114,542.73	8,000	1,018,157.62	200,000	25,453,940.40		
1,000	127,269.70	9,000	1,145,427.32	300,000	38,180,910.60		
1,500	190,904.55	10,000	1,272,697.02	400,000	50,907,880.80		
2,000	254,539.40	20,000	2,545,394.04	500,000	63,634,851.00		

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

THE LISTING APPLICATION

We have applied to the Listing Committee of the Hong Kong Stock Exchange for the grant of listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option) and the Shares to be issued pursuant to the Share Incentive Plans, including pursuant to the exercise of options or the vesting of RSUs or other awards that have been or may be granted from time to time.

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 5,150,000 Shares (subject to adjustment) representing approximately 3.0% of the total number of Offer Shares initially available under the Global Offering, and
- the International Offering of initially 166,330,000 Shares (subject to adjustment and the Over-allotment Option) representing approximately 97.0% of the total number of Offer Shares initially available under the Global Offering.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, the Joint Global Coordinators may, at their sole discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Hong Kong Stock Exchange, if such reallocation is done other than pursuant to the clawback mechanism as described in the section headed “Structure of the Global Offering – the Hong Kong Public Offering – Reallocation” in the Prospectus, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 10,300,000 Shares, representing approximately 6.0% of the total number of Offer Shares initially available under the Global Offering).

Under the International Underwriting Agreement, we expect to grant to the International Underwriters, exercisable by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters), the Over-allotment Option, exercisable within 30 days after the last day for lodging applications under the Hong Kong Public Offering (the last day for exercise of the Over-allotment Option being July 5, 2020) to require us to issue up to an aggregate of 25,722,000 Shares, representing not more than 15% of the Offer Shares initially available under the Global Offering, at the International Offer Price, to, among other things, cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and on our website (<http://ir.netease.com/>), respectively.

PRICING

The Public Offer Price will not be more than HK\$126.00 per Hong Kong Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Public Offer Price of HK\$126.00 per Offer Share together with brokerage fee of 1.0%, SFC transaction levy of 0.0027% and the Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Public Offer Price as finally determined is less than HK\$126.00 per Offer Share.

EXPECTED TIMETABLE

Hong Kong Public Offering commences 9:00 a.m. on Tuesday, June 2, 2020

Latest time for completing electronic applications under **White Form eIPO** service through the designated website www.eipo.com.hk 11:30 a.m. on Friday, June 5, 2020

Application lists open 11:45 a.m. on Friday, June 5, 2020

Latest time for (a) completing payment for
White Form eIPO applications by effecting
internet banking transfer(s) or PPS payment
transfer(s) and (b) giving **electronic application**
instructions to HKSCC. 12:00 noon on Friday, June 5, 2020

Application lists close. 12:00 noon on Friday, June 5, 2020

Expected Price Determination Date. Friday, June 5, 2020

Announcement of the Public Offer Price and
the International Offer Price on our website
at <http://ir.netease.com/> and the website of
the Hong Kong Stock Exchange at
www.hkexnews.hk on or around. Friday, June 5, 2020

Announcement of the level of indications of
interest in the International Offering, the level
of applications in the Hong Kong Public Offering
and the basis of allocation of the Hong Kong
Offer Shares on our website at
<http://ir.netease.com/> and the website of
the Hong Kong Stock Exchange at
www.hkexnews.hk on or before. Wednesday, June 10, 2020

Share certificates in respect of wholly or partially
successful applications to be dispatched or
deposited into CCASS on or before. Wednesday, June 10, 2020

White Form e-Refund payment instructions/refund
checks in respect of wholly or partially successful
applications (if applicable) or wholly or partially
unsuccessful applications to be dispatched on or around. Wednesday, June 10, 2020

Dealings in the Shares on the Hong Kong Stock
Exchange expected to commence at 9:00 a.m. on Thursday, June 11, 2020

SETTLEMENT

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

ELECTRONIC APPLICATION CHANNELS

White Form eIPO

You may submit your application through the **White Form eIPO** service through the designated website at www.eipo.com.hk (24 hours daily, except on the last day for applications) from 9:00 a.m. on Tuesday, June 2, 2020 until 11:30 a.m. on Friday, June 5, 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, June 5, 2020, the last day for applications, or such later date as described in the section headed “How to Apply for Hong Kong Offer Shares – Effect of Bad Weather and Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

CCASS EIPO

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Tuesday, June 2, 2020	– 9:00 a.m. to 8:30 p.m.
Wednesday, June 3, 2020	– 8:00 a.m. to 8:30 p.m.
Thursday, June 4, 2020	– 8:00 a.m. to 8:30 p.m.
Friday, June 5, 2020	– 8:00 a.m. to 12:00 noon

The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, June 2, 2020 until 12:00 noon on Friday, June 5, 2020 (24 hours daily, except on Friday, June 5, 2020 the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, June 5, 2020, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – Effect of Bad Weather and Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage fees, SFC transaction levy and the Hong Kong Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Wednesday, June 10, 2020.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

PUBLICATION OF RESULTS

We expect to announce the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Wednesday, June 10, 2020 on our website at <http://ir.netease.com/> and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares – Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Public Offer Price as finally determined is less than the maximum Public Offer Price of HK\$126.00 per Offer Share (excluding brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure of the Global Offering – Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee, will be refunded, without interest.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Thursday, June 11, 2020, provided that the Global Offering has become unconditional and the right of termination described in the “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination” section in the Prospectus has not been exercised.

Dealings in the Shares are expected to commence at 9:00 a.m. on Thursday, June 11, 2020. The Shares will be traded in board lots of 100 Shares each. The stock code of the Shares is 9999.

By order of the Board
NetEase, Inc.
William Lei Ding
Director

Hong Kong, June 2, 2020

As at the date of this announcement, the board of directors of the Company comprises Mr. William Lei Ding as the director, and Ms. Alice Cheng, Mr. Denny Lee, Mr. Joseph Tong, Mr. Lun Feng, Mr. Michael Leung and Mr. Michael Tong as the independent directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).