

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 2 November 2007.

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

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

Non-executive Directors

Lin Dongliang
Zhu Xinkun

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. <i>(Note 1)</i>	183,402,600	33.96%
		IDG Group <i>(Note 2)</i>	78,333,320	14.51%

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 9.88%, 2.19%, 1.79%, 0.45% and 0.2%, 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, 4th 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
908 Hutchison House
10 Harcourt Road
Central
Hong Kong

Web-site address : 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
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Auditors : Grant Thornton
13th 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 : 540,007,860 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 2007, 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.

In addition, the Company has granted to the Underwriters (as defined in the prospectus (the “Prospectus”) of the Company dated 23 October 2007) an over-allotment option, exercisable by Bear Stearns Asia Limited (for itself and on behalf of the Underwriters) at any time within 30 days from 2 November 2007, to require the Company to allot and issue up to an aggregate of 16,200,000 additional new shares at HK\$13.18 to cover over-allocations in the International Placing (as defined in the Prospectus).

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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