



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/07/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NetDragon Websoft Inc.

Date Submitted 04/08/2014

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 777 Description : --

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>1,000,000,000</u>      | <u>USD0.01</u>                             | <u>USD10,000,000.00</u>                                  |
| Increase/(decrease)                 | <u>--</u>                 |  | <u>--</u>  |
| Balance at close of the month       | <u>1,000,000,000</u>      | <u>USD0.01</u>                             | <u>USD10,000,000.00</u>                                  |

(2) Stock code : -- Description : --

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>--</u>                 | <u>--</u>                                  | <u>--</u>  |
| Increase/(decrease)                 | <u>--</u>                 |  | <u>--</u>  |
| Balance at close of the month       | <u>--</u>                 | <u>--</u>                                  | <u>--</u>  |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code :    --                  | Description :    --      |  |   |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | --                       | --                                     | --  |
| Increase/(decrease)                 | --                       |  | --  |
| Balance at close of the month       | --                       | --                                     | --  |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code :    --                  | Description :    --            |  |   |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | --                             | --                                     | --  |
| Increase/(decrease)                 | --                             |  | --  |
| Balance at close of the month       | --                             | --                                     | --  |

Total authorised share capital at the end of the month (*State currency*) :

**USD10,000,000.00**

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## II. Movements in Issued Share Capital

|                                      | No. of ordinary shares |           | No of preference shares | No. of other classes of shares |
|--------------------------------------|------------------------|-----------|-------------------------|--------------------------------|
|                                      | (1)                    | (2)       |                         |                                |
| Balance at close of preceding month  | <u>508,665,686</u>     | <u>--</u> | <u>--</u>               | <u>--</u>                      |
| Increase/(decrease) during the month | <u>2,676,649</u>       | <u>--</u> | <u>--</u>               | <u>--</u>                      |
| Balance at close of the month        | <u>511,342,335</u>     | <u>--</u> | <u>--</u>               | <u>--</u>                      |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |               |                            |                       | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|---------------|----------------------------|-----------------------|--|---|
|  | Granted                   | Exercised     | Cancelled                  | Lapsed                |  |   |
| 1. Share Option Scheme adopted on 12/06/2008   |                           |               |                            |                       |  |   |
| Ordinary shares  | <u>--</u>                 | <u>50,445</u> | <u>--</u>                  | <u>170,030</u>        | <u>50,445</u>  | <u>14,246,289</u>   |
| (Note 1)   |                           |               |                            |                       |  |   |
| 2. Share Option Scheme   |                           |               |                            |                       |  |   |
|  | <u>--</u>                 | <u>--</u>     | <u>--</u>                  | <u>--</u>             | <u>--</u>  | <u>--</u>   |
| (Note 1)   |                           |               |                            |                       |  |   |
| 3. Share Option Scheme   |                           |               |                            |                       |  |   |
|  | <u>--</u>                 | <u>--</u>     | <u>--</u>                  | <u>--</u>             | <u>--</u>  | <u>--</u>   |
| (Note 1)   |                           |               |                            |                       |  |   |
|  |                           |               | Total A. (Ordinary shares) | <u>50,445</u>         |  |   |
|  |                           |               | (Preference shares)        | <u>--</u>             |  |   |
|  |                           |               | (Other class)              | <u>--</u>             |  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |               |                            | <u>HK\$272,974.55</u> |  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|---|----------------------------------|---|--|--|
| 1. --<br>_____<br>_____<br>_____<br>( / / )   | --                              | --  | --                               | --  | --   | --   |
| Stock code (if listed) _____<br>Class of shares _____<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date _____<br>(if applicable) _____<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |   |  |  |
| 2. --<br>_____<br>_____<br>_____<br>( / / )   | --                              | --  | --                               | --  | --   | --   |
| Stock code (if listed) _____<br>Class of shares _____<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date _____<br>(if applicable) _____<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |   |  |  |
| 3. --<br>_____<br>_____<br>_____<br>( / / )   | --                              | --  | --                               | --  | --   | --   |
| Stock code (if listed) _____<br>Class of shares _____<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date _____<br>(if applicable) _____<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |   |  |  |
| 4. --<br>_____<br>_____<br>_____<br>( / / )   | --                              | --  | --                               | --  | --   | --   |
| Stock code (if listed) _____<br>Class of shares _____<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date _____<br>(if applicable) _____<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |   |  |  |
|   |                                 |   |                                  | Total B. (Ordinary shares) --             | _____  |  |
|   |                                 |   |                                  | (Preference shares) --                    | _____  |  |
|   |                                 |   |                                  | (Other class) --                          | _____  |  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description  | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|-------------------------------------|--|---|
| 1. --<br>_____<br>_____<br>_____   | --                             | --                                 | --                         | --                                  | --   | --  |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                                     |  |   |
| 2. --<br>_____<br>_____<br>_____   | --                             | --                                 | --                         | --                                  | --   | --  |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                                     |  |   |
| 3. --<br>_____<br>_____<br>_____   | --                             | --                                 | --                         | --                                  | --   | --  |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                                     |  |   |
| 4. --<br>_____<br>_____<br>_____   | --                             | --                                 | --                         | --                                  | --   | --  |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                                     |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares) -- _____ |  |   |
|  |                                |                                    |                            | (Preference shares) -- _____        |  |   |
|  |                                |                                    |                            | (Other class) -- _____              |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|---|
| 1. Share Award Scheme approved by the Board<br>Ordinary Shares<br>_____<br>_____<br>( / / )<br>shares (Note 1) | --   | --  |
| 2. --<br>_____<br>_____<br>( / / )<br>shares (Note 1)  | --   | --  |
| 3. --<br>_____<br>_____<br>( / / )<br>shares (Note 1)  | --   | --  |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)   | --<br>--<br>--   |   |

## Other Movements in Issued Share Capital

| Type of Issue |              |                                 |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------|---|--|---|
| 1.            | Rights issue | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )   | --<br>--  |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )   | --<br>--  |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )   | --<br>--  |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )<br>( / / )   | --<br>--  |

For Main Board and GEM listed issuers

| Type of Issue |                      |                                |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|--------------------------------|---|--|---|
| 5.            | Scrip dividend       | At price : State currency      | <p>Class of shares issuable (Note 1) _____</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>  | --   | --  |
| 6.            | Repurchase of shares |                                | <p>Class of shares repurchased (Note 1) _____</p> <p>Cancellation date : (dd/mm/yyyy) ( / / )</p> <p>Shares repurchased but not yet cancelled: ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> | --   | --  |
| 7.            | Redemption of shares |                                | <p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>   | --   | --  |
| 8.            | Consideration issue  | At price : HK\$ <u>13.3653</u> | <p>Class of shares issuable (Note 1) Ordinary shares</p> <p>Issue and allotment date : (dd/mm/yyyy) 21/07/2014</p> <p>EGM approval date: N/A (dd/mm/yyyy)</p>   | 2,626,204  | --  |



For Main Board and GEM listed issuers

| Type of Issue              |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____                                    | ( / / )  | ( / / )   |
|                            |  | --   | --  |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |
|                            |  | --   | --  |
| Total E.                   |  | (Ordinary shares) 2,626,204  |   |
|                            |  | (Preference shares) --   |   |
|                            |  | (Other class) --   |   |

|   |     |           |
|---|-----|-----------|
| Total increase/(decrease) in ordinary shares during the month (i.e. Total of A to E):                                   | (1) | 2,676,649 |
|   | (2) | --        |
| Total increase/(decrease) in preference shares during the month (i.e. Total of A to E):                                 |     | --        |
| Total increase/(decrease) in other classes of shares during the month (i.e. Total of A to E):                           |     | --        |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |           |

