



香港交易所

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

For the month ended (dd/mm/yyyy) : 30/09/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NetDragon Websoft Inc.

Date Submitted 03/10/2014

#### 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>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| 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>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| 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  | <b>511,850,714</b>     | --  | --                      | --                             |
| Increase/(decrease) during the month | <b>242,100</b>         | --  | --                      | --                             |
| Balance at close of the month        | <b>512,092,814</b>     | --  | --                      | --                             |

## 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  | --                        | 242,100   | --                         | --     | 242,100  | 13,385,560  |
| (Note 1)   |                           |           |                            |        |  |   |
| 2. Share Option Scheme   |                           |           |                            |        |  |   |
|  | --                        | --        | --                         | --     | --   | --  |
| (Note 1)   |                           |           |                            |        |  |   |
| 3. Share Option Scheme   |                           |           |                            |        |  |   |
|  | --                        | --        | --                         | --     | --   | --  |
| (Note 1)   |                           |           |                            |        |  |   |
|  |                           |           | Total A. (Ordinary shares) |        | 242,100  |   |
|  |                           |           | (Preference shares)        |        | --   |   |
|  |                           |           | (Other class)              |        | --   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            |        | HK\$1,218,258.60   |   |

## 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) _____                         |                                |                                    |                            |                               |  |   |
| Class of shares issuable ( <i>Note 1</i> ) _____     |                                |                                    |                            |                               |  |   |
| Subscription price _____                             |                                |                                    |                            |                               |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ | ( / / )                        |                                    |                            |                               |  |   |
| 2. --<br>_____<br>_____<br>_____                     | --                             | --                                 | --                         | --                            | --   | --  |
| Stock code (if listed) _____                         |                                |                                    |                            |                               |  |   |
| Class of shares issuable ( <i>Note 1</i> ) _____     |                                |                                    |                            |                               |  |   |
| Subscription price _____                             |                                |                                    |                            |                               |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ | ( / / )                        |                                    |                            |                               |  |   |
| 3. --<br>_____<br>_____<br>_____                     | --                             | --                                 | --                         | --                            | --   | --  |
| Stock code (if listed) _____                         |                                |                                    |                            |                               |  |   |
| Class of shares issuable ( <i>Note 1</i> ) _____     |                                |                                    |                            |                               |  |   |
| Subscription price _____                             |                                |                                    |                            |                               |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ | ( / / )                        |                                    |                            |                               |  |   |
| 4. --<br>_____<br>_____<br>_____                     | --                             | --                                 | --                         | --                            | --   | --  |
| Stock code (if listed) _____                         |                                |                                    |                            |                               |  |   |
| Class of shares issuable ( <i>Note 1</i> ) _____     |                                |                                    |                            |                               |  |   |
| Subscription price _____                             |                                |                                    |                            |                               |  |   |
| 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: 30/09/2014</p> <p>EGM approval date: (dd/mm/yyyy) 23/05/2014<br/>AGM approval date</p> | --   | (206,000)<br><br>(206,000)  |
| 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\$           | <p>Class of shares issuable (Note 1) Ordinary shares</p> <p>Issue and allotment ( / / )</p>   | --   | --  |



For Main Board and GEM listed issuers

|                                 |   | 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 |
|---------------------------------|---|--|---|
| Type of Issue                   |   |  |   |
| date : (dd/mm/yyyy)             |   |  |   |
| EGM approval date: (dd/mm/yyyy) |   | ( / / )  |   |
| 9. Capital reorganisation       | Class of shares issuable (Note 1)       | _____  |   |
|                                 | Issue and allotment date : (dd/mm/yyyy) | ( / / )  |   |
|                                 | EGM approval date: (dd/mm/yyyy)         | ( / / )  | --  |
| 10. Other (Please specify)      | At price : State currency _____         |  |   |
|                                 | Class of shares issuable (Note 1)       | _____  |   |
|                                 | Issue and allotment date : (dd/mm/yyyy) | ( / / )  |   |
|                                 | EGM approval date: (dd/mm/yyyy)         | ( / / )  | --  |
|                                 |   | Total E. (Ordinary shares)   | --  |
|                                 |   | (Preference shares)  | --  |
|                                 |   | (Other class)  | --  |

|   |     |         |
|---|-----|---------|
| Total increase/(decrease) in ordinary shares during the month (i.e. Total of A to E):                                   | (1) | 242,100 |
|   | (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> |     |         |

Remarks (if any):

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Lau Hak Kin  
Submitted by: \_\_\_\_\_  
                  Company Secretary  
Title: \_\_\_\_\_  
          (Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
  
2. *If there is insufficient space, please append the prescribed continuation sheet.*