

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NetDragon Websoft Holdings Limited
Date Submitted 03/02/2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>777</u> Description : <u>--</u>			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<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 : <u>--</u> Description : <u>--</u>			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<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 (State currency)
			Authorised share capital (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 (State currency)
			Authorised share capital (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

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	561,020,516	--	--	--
Increase/ (decrease) during the month	(4,560,900)	--	--	--
Balance at close of the month	556,459,616	--	--	--

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 (Note 1)	--	3,600	--	--	3,600	2,107,784
2. Share Option Scheme adopted on 24/05/2018 Ordinary shares (Note 1)	--	--	--	--	--	6,300,000
3. _____ _____ _____ (/ /) shares (Note 1)	--	--	--	--	--	--
			Total A. (Ordinary shares)		3,600	
			(Preference shares)		--	
			(Other class)		--	
Total funds raised during the month from exercise of options (State currency)			HK\$20,664			

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

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value 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. Unlisted warrant convertible to a maximum of 11,502,220 shares	HK\$	243,844,763.56	--	243,844,763.56	--	11,502,220
(07/03/2025)						
Stock code (if listed)	N.A.					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$21.1998 per share					
EGM approval date (if applicable) (dd/mm/yyyy)	(15/01/2020)					
2. --	--	--	--	--	--	--
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. --	--	--	--	--	--	--
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value 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
4. -- _____ _____	--	--	--	--	--	--
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (Note 1) _____						
Subscription price _____						
EGM approval date (if applicable) (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. -- _____ _____ _____	--	--	--	--	--	--
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. -- _____ _____ _____	--	--	--	--	--	--
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. -- _____ _____ _____	--	--	--	--	--	--
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						

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
4. -- _____ _____ _____	--	--	--	--	--	--
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ 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. _____ _____ (/ /) _____ shares (Note 1)	--	--
2. _____ _____ _____ _____ (/ /) _____ shares (Note 1)	--	--
3. _____ _____ _____ _____ (/ /) _____ shares (Note 1)	--	--
Total D. (Ordinary shares)	--	
(Preference shares)	--	
(Other class)	--	

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 (Note 1) Issue and allotment date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	--	--
2. Open offer	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	--	--
3. Placing	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	--	--

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
4. Bonus issue	<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>	--	--
5. Scrip dividend	<p>At price : State currency _____</p> <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) <u>Ordinary shares</u></p> <p>Cancellation date : (29/01/2021) (4,564,500) (dd/mm/yyyy)</p> <p>Shares repurchased but not yet cancelled</p> <p>AGM approval date: (03/06/2020) (dd/mm/yyyy)</p>	(4,564,500)	--

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
7.	Redemption of shares		Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	--	--
8.	Consideration issue	At price : _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	--	--
9.	Capital reorganisation		Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	--	--

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
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)	<u>(4,564,500)</u>
		(Preference shares)	<u>--</u>
		(Other class)	<u>--</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>(4,560,900)</u>
	(2)	<u>--</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>--</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>--</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Lau Hak Kin

Submitted by: _____

Company Secretary

Title: _____
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*