
IMPORTANT

If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.



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

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A copy of this document, having attached thereto the documents specified in "Documents Available for Inspection — Documents Delivered to the Registrar of Companies" in Appendix V, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the *Companies (Winding Up and Miscellaneous Provisions) Ordinance* (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any of the other documents referred to above.

We expect to determine the pricing of the Offer Shares by agreement with the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on or about Friday, June 5, 2020 and, in any event, not later than Wednesday, June 10, 2020. The Public Offer Price will be not more than HK\$126.00 per Offer Share, unless otherwise announced. If, for any reason, we do not agree with the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the pricing of the Offer Shares by Wednesday, June 10, 2020, the Global Offering will not proceed and will lapse.

We may set the International Offer Price at a level higher than the maximum Public Offer Price if, (a) the Hong Kong dollar equivalent of the closing trading price of the ADSs on Nasdaq on the last trading day on or before the Price Determination Date (on a per-Share converted basis) were to exceed the maximum Public Offer Price as stated in this document; and/or (b) we believe that it is in the best interests of the Company as a listed company to set the International Offer Price at a level higher than the maximum Public Offer Price based on the level of interest expressed by professional and institutional investors during the bookbuilding process. If the International Offer Price is set at or lower than the maximum Public Offer Price, the Public Offer Price must be set at such price that is equal to the International Offer Price. Under no circumstance will we set the Public Offer Price above the maximum Public Offer Price as stated in this document or the International Offer Price.

The Joint Global Coordinators (for themselves and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered pursuant to the Global Offering at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this document.

Prior to making an investment decision, prospective investors should carefully consider all of the information set out in this document, including the risk factors set out in "Risk Factors." The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain events occur prior to 8:00 a.m. on the Listing Date. See "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination" in this document. It is important that you refer to that section for further details.

Our ADSs, each representing 25 ordinary shares, are listed for trading on Nasdaq under the symbol "NTES." The reported sale price of the ADSs on Nasdaq on May 29, 2020 was US\$382.90 per ADS. In connection with the Global Offering, we have filed a registration statement on Form F-3 and a preliminary prospectus supplement and plan to file a final prospectus supplement with the SEC to register the sale of Shares under the U.S. Securities Act.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS DOCUMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Prospective investors should make the decision to invest in the Company only after due and careful consideration.

June 2, 2020

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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 this document or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

This document 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 this document, you may download and print from the website addresses above.

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.

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

- (1) apply online through the **White Form eIPO** service at www.eipo.com.hk;
- (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 this document are identical to the printed document 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 this document is available online at the website addresses above.

Please refer to “How to Apply for Hong Kong Offer Shares” for further details on the procedures through which you can apply for the Hong Kong Offer Shares electronically.

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Your application through the **White Form eIPO** service or the **CCASS EIPO** service 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.

No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$
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		

Note:

(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.