

NETEASE, INC.

(Incorporated in the Cayman Islands with limited liability)
(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

(Effective from June 30, 2026)

1. SHAREHOLDER’S RIGHT TO REQUISITION A GENERAL MEETING

1.1 The procedure for a holder of ordinary shares of the Company (“**Shareholder**”) to requisition a general meeting is set out in Article 52 of the Company’s Third Amended and Restated Articles of Association, as the same may be further amended from time to time, which is extracted below:

“52.(a) *The Directors may whenever they think fit, and they shall on the requisition of one or more Members of the Company holding together, at the date of the deposit of the requisition, shares representing not less than 10% of the voting rights of the Company which carry the right of voting at general meetings of the Company (excluding the voting rights attaching to the treasury shares (as defined under the Hong Kong Listing Rules)), on a one vote per share basis in the share capital of the Company (excluding the treasury shares (as defined under the Hong Kong Listing Rules)), proceed to convene a general meeting of the Company and add resolutions to the meeting agenda.*

(b) The requisition must state the objects of the meeting and the resolutions to be added to the meeting agenda, and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

(c) If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition duly proceed to convene a general meeting, the requisitionists, or any of them representing more than one-half (1/2) of the total voting rights of all of them, may themselves convene a general meeting, but any meeting so convened shall not be held after the expiration of three (3) months after the expiration of the said twenty-one (21) days.

(d) A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.”

2. REQUIREMENTS UNDER HONG KONG LISTING RULES

2.1 Pursuant to Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Company shall:

- (a) publish an announcement or issue a supplementary circular upon receipt of a notice from a Shareholder to propose a person for election as a director of the Company (“**Director**”) at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;
- (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Hong Kong Listing Rules of such person proposed to be elected as a Director;
- (c) give Shareholders at least seven (7) days to consider the relevant information disclosed in such an announcement or supplementary circular prior to the date of the relevant general meeting; and
- (d) assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURE FOR SHAREHOLDERS TO NOMINATE A DIRECTOR

3.1 A Shareholder (entitled to attend and vote at a general meeting) shall follow the procedure below for proposing a person for election as a Director at a general meeting:

- (a) deliver a notice to the Company signed by the Shareholder (the “**Notice**”) setting out the Shareholder’s intention to propose a person (“**candidate**”) for election as a Director. The Notice must contain the following information:
 - (i) full particulars of the candidate (including their full name, identification and biography) addressing the matters set out in Rule 13.51(2) of the Hong Kong Listing Rules;
 - (ii) signed confirmation by the candidate, indicating the candidate’s willingness to be elected and act as a Director and consenting to the publication of their personal information under applicable laws; and
 - (iii) the Shareholder’s valid proof of identification and ownership of ordinary shares of the Company as of the record date for the applicable general meeting.
- (b) the Notice must be delivered to the Company between (i) the date that the Company dispatches its notice to hold the general meeting, and (ii) at least seven (7) days prior to the date of the general meeting.
- (c) the Notice must be delivered to the company secretary of the Company at the registered office of the Company.

3.2 In order to allow Shareholders sufficient time to consider the candidate and the Director proposal, Shareholders who wish to make a proposal are urged to deliver the Notice as soon as practicable before the general meeting.

4. MISCELLANEOUS

- 4.1 This document is available for viewing in English and Chinese. The English version of this document is the official version. If there is any inconsistency between the English and the Chinese versions of these terms, the English version shall prevail.