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NETEASE COM INC
Form F-6EF
May 26, 2004

As filed with the Securities and Exchange Commission on May 26, 2004
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts
of
NETEASE.COM, INC.
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

CAYMAN ISLAND
(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK
(Exact name of depository as specified in its charter)
One Wall Street New York, N.Y. 10286
(212) 495-1727
(Address, including zip code, and telephone number, including area
code, of depository's principal executive offices)

The Bank of New York
ADR Division
One Wall Street, 29th Floor
New York, New York 10286
(212) 495-1784
(Address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466
 immediately upon filing
 on (Date) at (Time).

If a separate registration statement has been filed to register the
deposited shares, check the following box.

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CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit (1) | Propo maximum ag offering p |
|---|---------------------------------------|---|-----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares, par value of \$0.0001 each, of Netease.com, Inc. | 20,000,000 American Depositary Shares | \$5.00 | \$1,000,0 |

1 For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|--|--|
| 1. Name and address of depositary | Introductory Article |
| 2. Title of American Depositary Receipts and identity of deposited securities | Face of Receipt, top center |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts | Face of Receipt, upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 15, 16 and 18 |

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| | |
|--|--|
| (iii) The collection and distribution of dividends | Articles number 4, 12, 13, 15 and 22 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 11, 15, 16, 17, and 22 |
| (v) The sale or exercise of rights | Articles number 13, 14, 15 and 22 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles number 20 and 21 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Article number 11 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 2, 3, 4, 5, 6, 13 and 24 |
| (x) Limitation upon the liability of the depository | Articles number 13, 18, 19 and 22 |

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|--|-------------------------|
| 3. Fees and Charges | Articles number 7 and 8 |
| Item - 2. Available Information ----- | |
| Public reports furnished by issuer | Article number 11 |

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

| | |
|--|--|
| Item - 3. Exhibits ----- | |
| a. Form of Deposit Agreement dated as of July 6, 2000, among Netease.com, Inc., The Bank of New York as Depository, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1. | |
| b. Any other agreement to which the Depository is a party relating to the issuance of the Depository Shares registered hereby or the custody of the deposited securities represented. - Not Applicable. | |

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- c. Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.
- d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.
- e. Certification under Rule 466. - Filed herewith as Exhibit 5.

Item - 4. Undertakings

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 26, 2004.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, par value \$0.0001 each, of Netease.com, Inc.

By: The Bank of New York,
As Depositary

By: /s/ Vincent J. Cahill, Jr.

Name: Vincent J. Cahill, Jr.
Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, NETEASE.COM,

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INC. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Beijing, People's Republic of China on May 18, 2004.

NETEASE.COM, INC.

By: /s/ Denny Lee

Name: Denny Lee
Title: Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Ted Sun and Denny Lee, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 18, 2004.

/s/ William Ding

Name: William Ding
Director

/s/ Denny Lee

Name: Denny Lee
Director (principal financial and
accounting officer)

/s/ Michael Tong

Name: Michael Tong
Director

/s/ Ted Sun

Name: Ted Sun
Director (principal executive officer)

/s/ Joseph Tong

Name: Joseph Tong
Director

Name: Donghua Ding
Director

/s/ Ronald Lee

Name: Ronald Lee
Director

/s/ Michael Leung

Name: Michael Leung
Director

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THE BANK OF NEW YORK
Authorized U.S. Representative

By: /s/ Vincent J. Cahill, Jr.

Name: Vincent J. Cahill, Jr.
Title: Vice President

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INDEX TO EXHIBITS

| Exhibit Number ----- | Exhibit ----- |
|----------------------------|--|
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| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |
| 5 | Certification under Rule 466. |

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