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## **NetDragon Websoft Inc.**

### **網龍網絡有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 777)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of NetDragon Websoft Inc. (the “**Company**”) will be held at Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong, on Monday, 7 June 2010 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**“THAT:**

1. the shares transfer agreement (the “Shares Transfer Agreement”) enter into between Main Honour Holdings Limited, an indirectly wholly-owned subsidiary of the Company and DJM Holding Ltd., a connected person of the Company, a copy of which has been produced to the meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated therein be and are hereby confirmed, approved, and ratified; and
2. any one director of the Company or the company secretary of the Company be and is hereby authorised for and on behalf of the Company to execute and, if necessary, to sign and affix the common seal of the Company to any such documents, instruments and agreements and to do any such acts or things as may be deemed by him in his absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to the matters contemplated in the Shares Transfer Agreement and the transactions contemplated thereunder.”

Capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 19 May 2010, unless the context requires otherwise.

By order of the Board  
**NetDragon Websoft Inc.**  
**Liu Dejian**  
*Chairman*

Hong Kong, 19 May 2010

**Notes:**

- (1) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the extraordinary general meeting to represent the member.
- (2) In order to be valid, the form of proxy must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (3) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the extraordinary general meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- (5) Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this notice, the executive directors of the Company are Liu Dejian, Liu Luyuan, Zheng Hui and Chen Hongzhan; the non-executive director of the Company is Lin Dongliang; and the independent non-executive directors of the Company are Chao Guowei, Charles, Lee Kwan Hung and Liu Sai Keung, Thomas.*