

NetDragon Websoft Inc.

(incorporated in the Cayman Islands with limited liability)

(Stock code on Main Board: 777)

(Stock code on GEM: 8288)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of NetDragon Websoft Inc. (the “Company”) will be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on 12 June 2008 at 10:00 a.m., Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions, with or without modifications: and adopted by the Company and the board of directors of the Company (the “Board”) be and is hereby authorised, at its absolute discretion, to grant options to subscribe for Shares (as defined below) thereunder and to allot, issue and deal with any Shares (as defined below) pursuant to the exercise of the subscription rights under any option which may be granted under the Proposed Share Option Scheme (as defined below) and to do all such acts as it may in its absolute discretion consider necessary or expedient in order to give full effect to the Proposed Share Option Scheme (as defined below) and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same; and

ORDINARY RESOLUTIONS

1. **“THAT:**

- (A) conditional upon (1) the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting approval of the listing of, and permission to deal on the main board of the Stock Exchange in, (i) the shares of US\$0.01 each in the issued share capital of the Company (“Shares”); (ii) any Shares which may be issuable upon the exercise of any options which were granted under the share option scheme adopted by the Company pursuant to a resolution passed by the shareholders of the Company on 15 October 2007 (“GEM Share Option Scheme”); (iii) any Shares which may be issuable upon the exercise of any options which may be granted under the proposed share option scheme to be conditionally adopted at the extraordinary general meeting (“Proposed Share Option Scheme”) (as defined in resolution no. 2 set out in the notice convening this meeting), if the same having been approved; (2) the publication by the Company of a notice in respect of the proposed withdrawal of listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) (“Proposed Withdrawal”) which shall be published not less than such period as the shareholders of the Company shall approve under resolution no. (B) in this resolution no. 1, prior to the date on which the Proposed Withdrawal is effective; and (3) the obtaining of all other relevant consents which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and the fulfillment of all conditions which may be attached to such consents, if any, the listing of the Shares on GEM shall cease with effect from such date and time as the directors of the

Company (“Directors”) may designate and as acceptable to the Stock Exchange and any Director or the company secretary of the Company be and is hereby authorised generally to do all such acts for and on behalf of the Company as he/she may deem necessary, desirable or expedient to effect and implement the forgoing; and

- (B) the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on the GEM in connection with the Proposed Withdrawal be reduced to a minimum period of five clear days on which the Stock Exchange is open for the business of dealing in securities from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal.”
2. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal on the main board of the Stock Exchange in, (i) the Shares; (ii) any Shares which may be issuable upon the exercise of any options which were granted under the GEM Share Option Scheme (as defined in resolution no. 1 set out in the notice convening this meeting); (iii) any Shares which may be granted under the new share option scheme (“Proposed Share Option Scheme”) (the rules of which are set out in the document marked “A” produced to this meeting and initialed by the Chairman of this meeting for the purpose of identification); and upon the commencement of dealing in the Shares on the main board of the Stock Exchange:
- (A) the Proposed Share Option Scheme be and is hereby approved and adopted by the Company and the Board be and is hereby authorised, at its absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with any Shares pursuant to the exercise of the subscription rights under any option which may be granted under the Proposed Share Option Scheme and to do all such acts as it may in its absolute discretion consider necessary or expedient in order to give full effect to the Proposed Share Option Scheme and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same; and
 - (B) the GEM Share Option Scheme be terminated with effect from the date on which the Proposed Share Option Scheme becomes unconditional and effective.”
3. “**THAT**:
- (A) subject to paragraph 3(C), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (B) the approval in paragraph 3(A) shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph 3(A), otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to participants of the Company, its subsidiaries, and its ultimate holding company (if any) which is also listed on the Stock Exchange and its subsidiaries, of shares or right to acquire shares in the Company shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly;
- (D) for the purposes of this resolution:
- “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
1. the conclusion of the next annual general meeting of the Company;
 2. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- “Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); and
- (E) the general mandate to issue shares in the Company granted to the Directors pursuant to ordinary resolution no.5A as set out in the notice of the annual general meeting of the Company held on 28 April 2008 be and is hereby revoked.”

4. “**THAT**:

- (A) subject to paragraph 4(B), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange or on any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of shares in the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph 4(A) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval be limited accordingly;
- (C) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- 1. the conclusion of the next annual general meeting of the Company;
 - 2. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - 3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (D) the general mandate to repurchase shares in the Company granted to the Directors pursuant to resolution no.5B as set out in the notice of the annual general meeting of the Company held on 28 April 2008 be and is hereby revoked.”
5. “**THAT** conditional upon resolutions nos. 3 and 4 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no.4 above be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 3 above.”

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

Hong Kong, 27 May 2008

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

- (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.

This notice for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This notice will remain on the GEM website on the "Latest Company Announcement" page and on the website of the Company at www.nd.com.cn for at least 7 days from the date of its posting.