

NetDragon Websoft Inc.

(incorporated in the Cayman Islands with limited liability)

(Stock code on Main Board: 777)

(Stock code on GEM: 8288)

FORM OF PROXY

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares (the "Share")
of US\$0.01 each in the capital of NetDragon Websoft Inc.(the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³,
or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") of the Company to be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 June 2008 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1. (A) To approve the proposed voluntary withdrawal ("Proposal Withdrawal") of listing of shares of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited; and		
(B) To approve the proposed reduction in the notice period for the Proposed Withdrawal.		
2. (A) To approve the proposed adoption of the Proposed Share Option Scheme; and		
(B) To approve the proposed termination of the GEM Share Option Scheme.		
3. To approve the grant of new issue general mandate.		
4. To approve the grant of new share repurchase mandate.		
5. To approve the extension of new issue general mandate.		

Signature⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.