



NetDragon Websoft Inc.

網龍網絡有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 777)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We¹ _____

of _____

being the registered holder(s) of _____ shares² (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 Unicorn and Phoenix Rooms, Basement Two, The Charterhouse Causeway Bay, 209-219 Wanchai Road, Wanchai, Hong Kong on Friday, 27 September 2013 at 3:00 p.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 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)	(i) To approve, confirm and ratify the agreement and the plan of merger dated 14 August 2013 (the “ Merger Agreement ”, a copy of which has been produced to the Meeting marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) among 91 Wireless Websoft Limited (“ 91 Wireless ”), an indirect non wholly-owned subsidiary and a connected person of the Company, Baidu (Hong Kong) Limited (“ Baidu HK ”) and Baidu (Hong Kong) Sub Limited (“ Merger Sub ”), pursuant to which Merger Sub will merge with and into 91 Wireless at the effective time as set out in the Plan of Merger (as defined hereinafter), with 91 Wireless surviving the Merger (as defined hereinafter) and becoming the wholly owned subsidiary of Baidu HK, at an aggregate merger consideration in the amount of US\$1,847.94 million (the “ Merger Consideration ”), and subject to the Merger becoming effective, each eligible shareholder of 91 Wireless will be entitled to receive the aggregate Merger Consideration based on their respective shareholdings in 91 Wireless at the per share merger consideration of US\$13.168 per share of 91 Wireless; and (ii) to approve and confirm the transactions contemplated therein.		
	(b)	To approve and confirm the plan of merger contained in Annex A of the Merger Agreement (the “ Plan of Merger ”) to be entered into on the date of closing of the Merger Agreement by Merger Sub and 91 Wireless.		
	(c)	To approve and confirm the merger of Merger Sub into 91 Wireless (the “ Merger ”) subject to the terms and conditions of the Merger Agreement.		
	(d)	To approve, confirm and ratify the deed of undertaking dated 14 August 2013 (the “ ND Deed of Undertaking ”, a copy of which has been produced to the Meeting marked “B” and initialed by the Chairman of the Meeting for the purpose of identification) by the Company and NetDragon Websoft Inc. (“ NetDragon BVI ”), in favour of Baidu HK and Merger Sub, and to approve and confirm the performance by the Company of all the transactions contemplated thereunder.		
	(e)	To authorise any one director of the Company (the “ Director ”) to do all such other acts and execute (where appropriate, as a deed) and deliver on behalf of the Company, and (where required) to affix the common seal of the Company to, all such other 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 Merger and the transactions contemplated thereunder.		

ORDINARY RESOLUTIONS			FOR ⁴	AGAINST ⁴
2.		To approve and confirm the declaration of special dividend to the shareholders of the Company, conditional on the completion of the Merger, in the amount of approximately 50% of the net proceeds after tax from the Merger.		
3.	(a)	To approve and confirm the proposed amendments to the share option scheme adopted by the Company on 12 June 2008 (the “ Share Option Scheme ”, a copy of which has been produced to the Meeting marked “C” and initialled by the Chairman of the Meeting for the purpose of identification).		
	(b)	To authorise any one Director to do all such other acts or things and to execute and enter into all documents and arrangements as may be necessary or expedient for the purpose of, in connection with, the implementation of the amendments of the Share Option Scheme.		

Signature ⁵ _____

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 INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, please tick (“√”) the box marked “For”. If you wish to vote against a resolution, please tick (“√”) 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 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 in Hong Kong, Tricor Investor Services Limited at 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 deemed to be revoked.