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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 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. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) (i) the agreement and the plan of merger dated 14 August 2013 (the “**Merger Agreement**”, a copy of which has been produced to the EGM 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**”) be and is hereby approved, confirmed and ratified, 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) the transactions contemplated therein be and are hereby approved and confirmed;
- (b) 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 be and is hereby approved and confirmed;
- (c) subject to the terms and conditions of the Merger Agreement, the merger of Merger Sub into 91 Wireless (the “**Merger**”) be and is hereby approved and confirmed; and
- (d) the deed of undertaking dated 14 August 2013 (the “**ND Deed of Undertaking**”, a copy of which has been produced to the EGM 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, be and is hereby approved, confirmed and ratified, and the performance by the Company of all the transactions contemplated thereunder be and are hereby approved and confirmed;

- (e) any one director of the Company (the “**Director**”) be and is hereby authorised 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.”

2. “**THAT:**

conditional on the completion of the Merger, the declaration of special dividend to the shareholders of the Company in the amount of approximately 50% of the net proceeds after tax from the Merger be and is hereby approved and confirmed.”

3. “**THAT:**

- (a) 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 EGM marked “C” and initialled by the Chairman of the meeting for the purpose of identification), be and are hereby approved and confirmed; and
- (b) any one Director be and is hereby authorised 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.”

Capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 11 September 2013, unless the context requires otherwise.

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

Hong Kong, 11 September 2013

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 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 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 Board comprises four executive Directors, namely Liu Dejian, Liu Luyuan, Zheng Hui and Chen Hongzhan; one non-executive Director, namely Lin Dongliang; and three independent non-executive Directors, namely Chao Guowei, Charles, Lee Kwan Hung and Liu Sai Keung, Thomas.