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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)**

### **POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON FRIDAY, 27 SEPTEMBER 2013**

Reference is made to the circular (the “**Circular**”) of NetDragon Websoft Inc. (the “**Company**”) dated 11 September 2013 in relation to the very substantial disposal and connected transaction of the Company. Unless the contexts require otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The board (the “**Board**”) of Directors of the Company is pleased to announce that at the extraordinary general meeting (the “**EGM**”) of the Company held on Friday, 27 September 2013, the proposed resolutions as set out in the notice of the EGM were duly passed by way of poll. The poll results are as follows:

<b>ORDINARY RESOLUTIONS</b>			<b>Number of Votes (%)</b>		
			<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
1.	(a)	(i) To approve, confirm and ratify the agreement and the plan of merger dated 14 August 2013 (the “ <b>Merger Agreement</b> ”) among 91 Wireless Websoft Limited (“ <b>91 Wireless</b> ”), an indirect non wholly-owned subsidiary and a connected person of the Company, Baidu (Hong Kong) Limited (“ <b>Baidu HK</b> ”) and Baidu (Hong Kong) Sub Limited (“ <b>Merger Sub</b> ”), 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	352,493,365 (99.99%)	10,000 (0.01%)	352,503,365 (100%)

ORDINARY RESOLUTIONS		Number of Votes (%)		
		FOR	AGAINST	TOTAL
	subsidiary of Baidu HK, at an aggregate merger consideration in the amount of US\$1,847.94 million (the “ <b>Merger Consideration</b> ”), 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 “ <b>Plan of Merger</b> ”) to be entered into on the date of closing of the Merger Agreement by Merger Sub and 91 Wireless.	352,493,365 (99.99%)	10,000 (0.01%)	352,503,365 (100%)
(c)	To approve and confirm the merger of Merger Sub into 91 Wireless (the “ <b>Merger</b> ”) subject to the terms and conditions of the Merger Agreement.	352,493,365 (99.99%)	10,000 (0.01%)	352,503,365 (100%)
(d)	To approve, confirm and ratify the deed of undertaking dated 14 August 2013 (the “ <b>ND Deed of Undertaking</b> ”) by the Company and NetDragon Websoft Inc. (“ <b>NetDragon BVI</b> ”), in favour of Baidu HK and Merger Sub, and to approve and confirm the performance by the Company of all the transactions contemplated thereunder.	352,493,365 (99.99%)	10,000 (0.01%)	352,503,365 (100%)
(e)	To authorise any one 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 as acts or things as may be deemed by him 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.	352,493,365 (99.99%)	10,000 (0.01%)	352,503,365 (100%)
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.	352,493,365 (99.99%)	10,000 (0.01%)	352,503,365 (100%)

ORDINARY RESOLUTIONS			Number of Votes (%)		
			FOR	AGAINST	TOTAL
3.	(a)	To approve and confirm the proposed amendments to the share option scheme adopted by the Company on 12 June 2008 (the “ <b>Share Option Scheme</b> ”).	352,386,865 (99.97%)	116,500 (0.03%)	352,503,365 (100%)
	(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.	352,463,365 (99.99%)	40,000 (0.01%)	352,503,365 (100%)

As at the date of the EGM, the number of issued Shares was 507,702,903 Shares.

The IDG Investors and their respective associates, in aggregate interested in 67,454,384 Shares, representing approximately 13.29% of the total issued share capital of the Company and have abstained from voting for the resolution(s) approving the Merger Agreement, the ND Deed of Undertaking and the transactions contemplated thereunder at the EGM. As a result, Independent Shareholders holding a total of 440,248,519 Shares were entitled to attend and vote for or against the proposed ordinary resolution at the EGM.

No Shareholder was entitled to attend and vote only against the proposed ordinary resolution at the EGM, nor did any Shareholder state their intention in the Circular to vote against the proposed ordinary resolution. As stated in the Circular, other than the IDG Investors, no other Shareholders are required to abstain from voting on the resolution(s) to approve the Merger Agreement, the ND Deed of Undertaking and the transactions contemplated thereunder at the EGM. Accordingly, the controlling shareholders of the Company, including Mr. Liu Dejian, are entitled to vote at the EGM.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 27 September 2013

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Liu Dejian, Mr. Liu Luyuan, Mr. Zheng Hui and Mr. Chen Hongzhan; one non-executive Director, namely Mr. Lin Dongliang; and three independent non-executive Directors, namely Mr. Chao Guowei, Charles, Mr. Lee Kwan Hung and Mr. Liu Sai Keung, Thomas.*