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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 the extraordinary general meeting of NetDragon Websoft Inc. (the “**Company**”) will be held at Plaza Meeting Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 17 September 2015 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution:

### **ORDINARY RESOLUTION**

“**THAT:**

- (1) the acquisition by Digital Train Limited (an indirect non-wholly owned subsidiary of the Company) of the entire issued and to be issued share capital of Promethean World plc (the “**Target**”) at a price of 40 pence per share of the Target (the “**Acquisition**”), the terms and further details of which are set out in the circular of the Company dated 31 August 2015 and in the co-operation agreement (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) dated 10 July 2015 entered into among the Company, Digital Train and the Target, be and are hereby approved, confirmed and ratified (as the case may be); and
- (2) any one and all directors of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Acquisition including without limitation to:
  - (a) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Acquisition; and
  - (b) the taking of all necessary actions to implement the transactions contemplated under the Acquisition.”

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

Hong Kong, 31 August 2015

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

**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, 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 extraordinary general meeting or any adjournment thereof.
- (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 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.
- (6) In order to ensure that the shareholders are entitled to attend and vote at the EGM, the shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Wednesday, 16 September 2015 for registration of the relevant transfer.
- (7) Any voting at the extraordinary general meeting shall be taken by poll.