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NetDragon Websoft Holdings Limited
網龍網絡控股有限公司

(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 (“**Meeting**”) of NetDragon Websoft Holdings Limited (“**Company**”) will be held at 3:00 p.m. on Wednesday, 15 January 2020 at Plaza Meeting Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon (i) Closing of the Purchase Agreement; and (ii) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrant Shares (as defined in the Circular):
 - (a) the directors of the Company (“**Directors**”) be and are hereby authorised to create and issue warrant (“**Warrant**”) to the Investor (as defined in the circular of the Company dated 30 December 2019 (“**Circular**”), on the terms and conditions set out in the Warrant Instrument (as defined in the Circular, the execution copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) and the Warrant Instrument be and is hereby approved;
 - (b) the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Warrant Shares including the adjustment thereof, upon exercise of the subscription rights attached to the Warrant, in accordance with the terms and conditions set out in the Warrant Instrument; and

- (c) any one or more of the Directors be and are hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as he/she considers or they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Warrant Instrument and all the transactions in relation to the creation and issue of the Warrant and the allotment and issue of the Warrant Shares and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Warrant Instrument and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of any one or more of the Directors, in the interest of the Company and its shareholders as a whole.”

On behalf of the Board
NetDragon Websoft Holdings Limited
Liu Dejian
Chairman

30 December 2019

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 2001-05 & 11
20th Floor, Harbour Centre
25 Harbour Road
Wan Chai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).
3. Completion and deposit of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be Tuesday, 14 January 2020. In order to qualify for the entitlement to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Tuesday, 14 January 2020.
5. For joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares of the Company as if the shareholder was solely entitled thereto, but if more than one of such joint holders be present at any meeting 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 of the Company shall alone be entitled to vote in respect thereof.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises five executive Directors, namely Mr. Liu Dejian, Dr. Leung Lim Kin Simon, 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, Eddie and Mr. Liu Sai Keung, Thomas.