



ND

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)

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 Holdings Limited (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 Plaza Meeting Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday,
15 January 2020 at 3:00 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution
as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s)
in respect of such resolution 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 RESOLUTION	FOR ⁴	AGAINST ⁴
Subject to and conditional upon (i) Closing (as defined in the Circular) of the Purchase Agreement (as defined in the Circular); 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), to (a) authorise the directors of the Company to create and issue the Warrant (as defined in the Circular) and approve the Warrant Instrument (as defined in the Circular); (b) grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot and issue the Warrant Shares (as defined in the Circular); and (c) authorise any one or more of the directors of the Company to take all such actions as he/she/they consider(s) necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Warrant Instrument and all 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.		

Note: The full text of the ordinary resolution is set out in the notice of Meeting dated 30 December 2019.

Signature⁵ _____

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 notarially 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later 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 revoked.