

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of this Form of Election or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

The words and expressions defined in the circular of the Company dated 5 January 2024 (the “Circular”) which accompanies this Form of Election shall, unless otherwise defined or the context otherwise requires, have the same meanings when used in this Form of Election.



NetDragon

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)

Name(s) and address of Registered Shareholder(s)	Registered holding of Shares in NetDragon Websoft Holdings Limited on the Record Date, 29 December 2023	
	Box A	Maximum number of Distribution ADS(s) you are entitled to receive ² :
	Box B	The cash payment in lieu of the Distribution ADS(s) you are entitled to receive ³ :

FORM OF ELECTION

This Form of Election is being sent to, and needs only to be completed by, Qualifying Shareholders (other than Non-Qualifying Shareholders) holding 1,000 Shares or more. Such Qualifying Shareholders who wish to receive cash only do not need to complete this Form of Election, and any Qualifying Shareholder who does not duly complete and execute Sections 1 and 2 of this Form of Election will also receive cash only in lieu of all their respective Distribution ADSs. Qualifying Shareholders holding less than 1,000 Shares and Non-Qualifying Shareholders will receive cash on the basis and subject to the conditions described in the Circular. The Record Date for ascertaining the Distribution was 29 December 2023. This Form of Election should be lodged with the office of the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 23 January 2024. No acknowledgement of receipt of this Form of Election will be issued. In order that the Distribution ADSs can be distributed to you, as a Qualifying Shareholder, please complete the particulars set out in Sections 1 and 2 below.

Section 1 – Qualifying Shareholder Certification³

By completing and signing this Section 1, I/we represent and warrant to the Company (and for the benefit of the Depository) as follows:

- I was/We were a Qualifying Shareholder on the Record Date;
- I/We may lawfully be offered, take up, obtain and receive the Distribution ADSs in the jurisdiction which I/we reside or I am/we are currently located or I am/we are citizen(s) of;
- I am/We are not electing and/or receiving the Distribution ADSs on a non-discretionary basis for a person who is resident or located in, or a citizen of any other territory where it would be unlawful to elect for the Distribution ADSs and/or receive the Distribution ADSs at the time the instruction to elect was given;
- I am/We are not U.S. Person(s) or located in the U.S., and I am/we are not acting for the account of U.S. Person(s) nor do I/we hold the Share(s) registered in my/our name for the benefit of any U.S. Person(s) or any person(s) located in the U.S.;
- I am/We are not a MYND Affiliate (including ND (BVI));
- I am/We are not an eLMTree Holder (other than ND (BVI));
- The details of the DTC Participant Account and the details of my/our local broker's Sub-Account with the DTC Participant set out below in Section 2b are true and accurate and I/we authorise the Company or its agent to provide that information to the Depository and to credit the Distribution ADSs to which I am/we are entitled to the DTC Participant Account and, in turn, to the Sub-Account, in full satisfaction of my/our assured entitlement to the Distribution ADSs; and
- I/We agree at all times to indemnify and hold harmless the Company and the Depository and its custodian, agents, representatives, employees and affiliates, and each of their successors and assigns against all losses, liabilities, reasonable expenses and/or damages of any kind whatsoever that may arise from the breach by me/us of any of my/our covenants, agreements and certifications hereunder.

Date: _____ 2024

Telephone No.⁴: _____

Signature(s)⁵: _____

Section 2a – Election for Distribution ADSs

Please complete Section 1 before proceeding to this Section.

Please specify the number of Distribution ADS(s) which you wish to receive (which need not be all your Distribution ADS(s) but cannot exceed your entitlement stated in Box A on the first page of this Form of Election) in Box C below:

Box C – The number of Distribution ADS(s) you wish to receive:

IMPORTANT: If you do not complete this Section, you will be deemed to have elected for cash payment set out in Box B.

IMPORTANT: Qualifying Shareholders are reminded that the Distribution ADSs cannot be allocated to a Qualifying Shareholder unless the Qualifying Shareholder has a valid DTC Participant Account and has provided the details required in Section 2b below. Qualifying Shareholders who have elected to receive Distribution ADSs must instruct and coordinate with their respective brokers or dealers or other financial institutions on their elections and the settlement of their respective Distribution ADSs.

Section 2b – Further particulars necessary for the Company to be able to effect the Distribution to a Qualifying Shareholder

In order that the Company can distribute the relevant number of the Distribution ADSs to you, as a Qualifying Shareholder, you must provide the following particulars. You must also complete and sign Section 1 so as to validly make the representations and give the warranties set out above and complete Section 2a to elect to receive the Distribution ADSs.

In the absence of receipt of a duly completed and signed Form of Election from any Qualifying Shareholder by 4:30 p.m. on 23 January 2024, such Qualifying Shareholder will be deemed to have elected to receive the cash payment in lieu of all his/her/its Distribution ADSs set out in Box B, and accordingly, will be deemed to have waived all rights to receive the Distribution ADSs pursuant to the Distribution.

Please complete the following particulars⁶ :

Shareholder Name : _____

Shareholder Account Number with Local Broker : _____

Shareholder Email Address : _____

Local Broker Name : _____

Local Broker Contact Person's Name : _____

Local Broker Contact Telephone Number : _____

Local Broker Sub-Account Number with DTC Participant : _____

DTC Participant Name : _____

DTC Participant Number : _____

DTC Participant Contact Person's Name : _____

DTC Participant Contact Email Address : _____

Warning: Shareholders should read the instructions in the Circular and this Form of Election carefully and should note that they are solely responsible for the accuracy of information in this Form of Election. The Company and any parties involved in the Distribution will not verify the information herein. The Distribution is subject to further terms and conditions referred to in the Circular.

Notes:

1. For the avoidance of doubt, we do not accept any other special instructions written on this Form of Election.
2. The Distribution in Specie is offered to the Shareholders on the following basis:
 - (i) A Qualifying Shareholder holding a whole multiple of a Qualifying Lot (i.e., 1,000 Shares) will be entitled to one Distribution ADS for every whole multiple of a Qualifying Lot held. Such Qualifying Shareholder may elect to receive the Distribution ADSs to which he is entitled, or, in lieu of such Distribution ADSs, a cash payment of approximately HK\$137.38 for every whole multiple of a Qualifying Lot, which is equivalent to US\$17.59 at the exchange rate of US\$1.00 to HK\$7.81.
 - (ii) A Qualifying Shareholder who holds Shares in excess of a whole multiple of a Qualifying Lot will only be treated in accordance with paragraph (i) above, except that such Shareholder will only receive a cash payment of approximately HK\$0.13738 per Share for such number of Shares held by him/her/it that is over and above a whole multiple of a Qualifying Lot.
 - (iii) A Qualifying Shareholder holding less than a Qualifying Lot will only be entitled to a cash payment of approximately HK\$0.13738 per Share based on the number of Shares held by him/her/it. Such Shareholder will not be able to choose to receive Distribution ADSs.
 - (iv) The ADS Non-Qualifying Shareholders will not be entitled to elect to receive Distribution ADSs, but will instead receive a cash payment of approximately HK\$0.13738 per Share based on the number of the respective Shares held by them.
 - (v) All ownership interests of Shareholders will be determined at the close of business on the Record Date.
 - (vi) All cash payments will be rounded up to the nearest Hong Kong cents.
 - (vii) The cash payment of approximately HK\$0.13738 per Share is calculated as follows:

$$\frac{\text{US\$17.59 per Distribution ADS}}{1,000 \text{ Shares (the Qualifying Lot)}} \times 7.81 \text{ (the exchange rate of US\$ to HK\$)}$$

3. Qualifying Shareholders holding 1,000 Shares or more who wish to receive cash only do not need to complete this Form of Election, and any Qualifying Shareholder who does not duly complete and execute Sections 1 and 2 of this Form of Election will also receive cash only in lieu of all their respective Distribution ADSs set out in Box B.
4. Please provide a day-time contact telephone number (including country and area codes) where we can reach you in the event of any queries.
5. Section 1 must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal, or under the hand of an officer or attorney duly authorised. In the case of joint holders, all joint holders must sign.
6. Information on the DTC may be obtained from your broker or dealer. Your local broker can either be your broker in Hong Kong or the U.S.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your address and telephone number is on a voluntary basis for the purpose of processing your instructions given on this Form of Election, including without limitation, any verification with you that may be required, and other share registry services relating to your shareholding (the “**Purposes**”). If you fail to provide sufficient and accurate information, we may not be able to process your instructions given on this Form of Election. We may transfer your address and telephone number to our agent, contractor or third party service provider who provides administrative, computer and other services to us for the Purposes, and to such parties who are authorised by law to request the information. Your address and telephone number will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Personal Data Privacy Officer of the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

ANY FORM OF ELECTION WILL BE TREATED AS INVALID IF:

- it is incomplete; or
- it contains illegible writing; or
- the Shareholder is unable to provide the correct details of his/her/its DTC Participant Account or (as the case may be) his/her/its broker or dealer or other financial institution (including details of the DTC Participant Account to which the Distribution ADSs are to be credited and other information required by this Form of Election); or
- the broker or dealer or other financial institution is not a direct or indirect DTC Participant or refuses to accept the Distribution ADSs, such that the Distribution ADSs could not be credited to the account specified in Section 2b of this Form of Election.