

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**ANNOUNCEMENT OF
(I) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 5 JUNE 2025
AND
(II) RETIREMENT OF DIRECTOR**

The Board is pleased to announce that the resolutions proposed (except resolutions as referred to in items no. 4D below) were duly passed by way of poll at the AGM held on 5 June 2025.

Mr. Lee Kwan Hung, Eddie, has retired as an independent non-executive director of the Company by rotation at the AGM.

Reference is made to the circular (the “**Circular**”) of NetDragon Websoft Holdings Limited (the “**Company**”) dated 24 April 2025 and all resolutions proposed in the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) contained herein. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that the resolutions proposed (except resolutions as referred to in items no. 4D below) were duly passed by way of poll at the AGM of the Company held on 5 June 2025. The poll results in respect of all resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Shares represented by votes cast (percentage of total number of Shares represented by votes cast)	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2024 and the reports of the directors and auditors of the Company for the year ended 31 December 2024	309,922,058 (98.60%)	4,412,219 (1.40%)
2.	To approve the recommended final dividend for the year ended 31 December 2024	313,756,767 (99.82%)	577,510 (0.18%)
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of directors to fix their remuneration	312,513,268 (99.42%)	1,821,009 (0.58%)
4A.	To re-elect Leung Lim Kin Simon as executive director of the Company	308,769,085 (98.23%)	5,565,192 (1.77%)
4B.	To re-elect Chen Hongzhan as executive director of the Company	294,490,533 (93.69%)	19,843,744 (6.31%)
4C.	To re-elect Lin Yun as executive director of the Company	310,645,118 (98.83%)	3,689,159 (1.17%)
4D.	To re-elect Lee Kwan Hung, Eddie, who has served more than nine years since October 2007, as independent non-executive director of the Company	36,748,548 (11.69%)	277,585,729 (88.31%)
4E.	To authorise the board of directors to fix the remuneration of the directors of the Company for the year ending 31 December 2025	311,355,495 (99.05%)	2,978,782 (0.95%)
5A.	To grant a general and unconditional mandate to the directors to issue, allot and otherwise deal with the Company's Shares	256,436,890 (81.58%)	57,897,387 (18.42%)
5B.	To grant a general and unconditional mandate to the directors to buy back the Company's Shares	312,943,271 (99.56%)	1,391,006 (0.44%)
5C.	To add the number of the Shares bought back by the Company to the mandate granted to the directors under resolution no. 5A	257,366,922 (81.88%)	56,967,355 (18.12%)

As more than 50% of the votes were cast in favour of the above-mentioned ordinary resolutions No. 1 to No. 4C and No. 4E to No. 5C, the said proposed ordinary resolutions were duly passed by way of poll at the AGM. As less than 50% of the votes were cast in favour of the above-mentioned ordinary resolution No. 4D, the said proposed ordinary resolution was duly not passed by way of poll at the AGM.

As at the date of the AGM, the total number of issued Shares was 531,262,533 Shares, which was equivalent to the total number of Shares entitling the Shareholders to attend and vote for or against the relevant resolutions at the AGM. To the best of the Directors' knowledge, belief and information, no Shareholders had a material interest in the resolutions proposed at the AGM. No Shareholders were entitled to attend the AGM and abstain from voting in favour of the required resolutions at the AGM as set out in rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM. The AGM was chaired by Dr. Leung Lim Kin Simon, an executive Director. Dr. Leung Lim Kin Simon, an executive Director, Mr. Lee Kwan Hung, Eddie, Mr. Liu Sai Keung, Thomas and Mr. Li Sing Chung Matthias, the independent non-executive Directors, attended the AGM in person.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed to act as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF DIRECTOR

As stated in the Circular, Mr. Lee Kwan Hung, Eddie ("**Mr. Lee**") retired by rotation at the AGM in accordance with the articles of association of the Company. The resolution for re-election of Mr. Lee was not passed by the Shareholders at the AGM. Accordingly, Mr. Lee retired from office as director at the conclusion of the AGM.

Following Mr. Lee's retirement, he also ceases to act as chairman of the remuneration committee and the share award committee, member of the audit committee and the nomination committee of the Company. Accordingly, the number of the independent non-executive directors ("**INED**") of the Company falls short of the minimum number required under Rule 3.10(1) and Rule 3.10A of the Listing Rules. The composition of the audit committee of the Company does not meet the requirement under Rule 3.21.

The Company will seek suitable candidate to fill the vacancy of INED and member of the audit committee of the Company within three months from 5 June 2025 pursuant to Rule 3.11 and Rule 3.23 of the Listing Rules.

The Company will make further announcement as and when appropriate. As at the date of this announcement, the Company has not received any notice of disagreement with the Board by Mr. Lee and the Board is not aware of any matters relating to Mr. Lee's retirement that need to be brought to the attention of the Shareholders.

The Board would like to express its gratitude to Mr. Lee for his valuable contribution to the Company during his tenure of office.

By order of the Board
NetDragon Websoft Holdings Limited
Liu Dejian
Chairman

Hong Kong, 5 June 2025

As at the date of this announcement, the Board comprises five executive Directors, namely Dr. Liu Dejian, Dr. Leung Lim Kin Simon, Mr. Liu Luyuan, Mr. Chen Hongzhan and Ms. Lin Yun; one non-executive Director, namely Mr. Lin Dongliang; and two independent non-executive Directors, namely Mr. Li Sing Chung Matthias and Mr. Liu Sai Keung, Thomas.