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ASIA TELE-NET AND TECHNOLOGY CORPORATION LIMITED
亞洲聯網科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 679)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of the Company will be held at 2/F, 11 Dai Hei Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Tuesday, 27 June 2017 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements together with the Reports of Directors and Independent Auditor of the Company for the year ended 31 December 2016.
2. To re-elect Mr. Kwan Wang Wai Alan as Independent Non-executive Director of the Company.
3. To authorize the Board of Directors to fix the remuneration of Directors of the Company.
4. To re-appoint Deloitte Touche Tohmatsu as the Company’s Auditor and to authorize the Board of Directors to fix its remuneration.

AS SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution of the Company:

“THAT:

- (A) subject to paragraph (C) of this Resolution and pursuant to the Listing Rules, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution above shall authorize the Directors of the Company during the Relevant Period to make and grant offers, agreements and options which might require the exercise of such powers after the expiry of the Relevant Period;
- (C) the total number of the shares allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph (A) of this Resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or right to acquire in the Company shall not exceed 20% of the total number of the shares of the Company in issue at the date of this Resolution and the said approval shall be limited accordingly; and
- (D) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
- iii. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company or an offer or issue of options, warrants or other securities granting the right to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of shares, subject to all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong.”

6. To consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution of the Company.

“THAT:

- (A) subject to paragraph (B) of this Resolution and all applicable laws and/or the requirement of the Listing Rules or of any other stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the issued shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, is hereby generally and unconditionally approved;
- (B) the total number of shares in the Company pursuant to the approval granted in paragraph (A) of this Resolution during the Relevant Period shall not exceed 10% of the total number of the shares of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and
- (C) for the purpose of this Resolution;

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
- iii. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution of the Company.

“**THAT** conditional upon Resolutions Nos. 5 and 6 above being passed, the total number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 6 above shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 5 above.”

By Order of the Board
Lam Kwok Hing
Chairman and Managing Director

Hong Kong, 28 April 2017

Head office and principal place of business:

11 Dai Hei Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

Notes:

1. In order to determine the Shareholders who will be qualified for attending and voting at the AGM, the register of members of the Company will be closed from Wednesday, 21 June 2017 to Tuesday, 27 June 2017, both days inclusive. All completed transfer documents together with the relevant share certificate(s) must be lodged with the Company's Hong Kong share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 20 June 2017 for registration.
2. Any member entitled to attend and vote at the AGM 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 of the Company may appoint more than one proxy to represent him to attend and vote on his behalf at the AGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. A form of proxy for use at the AGM is enclosed.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
5. Where there are joint registered holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
6. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM (i.e. not later than 11:00 a.m. on Sunday, 25 June 2017 (Hong Kong time)) (or any adjournment thereof), and in default the form of proxy shall not be treated as valid.
7. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.atnt.biz and on the website of the Stock Exchange at www.hkexnews.hk to notify the Shareholders of the date, time and venue of the rescheduled meeting.
9. As at the date of this notice, the executive directors of the Company are Messrs. Lam Kwok Hing and Nam Kwok Lun, and the independent non-executive directors of the Company are Messrs. Cheung Kin Wai, Kwan Wang Wai Alan and Ng Chi Kin David.

* *For identification purpose only*