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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **HengTen Networks Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**HENG TEN NETWORKS GROUP LIMITED****恒騰網絡集團有限公司***(a company incorporated in Bermuda with limited liability)***(Stock Code: 136)**

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at Aberdeen, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 9 June 2017, at 3:00 p.m. is set out on pages 13 to 17 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to read the notice of Annual General Meeting and complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meetings should you so wish.

Hong Kong, 28 April 2017

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2016 AGM Issue Mandate”	the general mandate approved by the Shareholders at the annual general meeting of the Company held on 10 June 2016 authorising the Directors to allot and issue Shares up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution;
“Annual General Meeting”	the annual general meeting of the Company to be held at Aberdeen, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 9 June 2017, at 3:00 p.m., the notice of which is set out on pages 13 to 17 of this circular;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time;
“close associate(s)”	has the meaning as defined in the Listing Rules;
“Code”	the Code on Takeovers and Mergers;
“Company”	HengTen Networks Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 136);
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Issue Mandate”	a general mandate to allot and issue Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant ordinary resolution;

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## DEFINITIONS

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“Latest Practicable Date”	25 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the general and unconditional mandate to repurchase fully paid up Shares up to 10% of the total number of Shares in issue of the Company as at the date of passing the relevant resolution granting such mandate;
“Shareholder(s)”	the holder(s) of the Shares;
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.002 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Warrant(s)”	warrant(s) of the Company entitling the holders thereof to subscribe at any time during the period from 26 October 2015 to 25 October 2020 (both days inclusive) for fully paid Shares at a subscription price of HK\$0.0122 per Share in cash (subject to adjustments); and
“%”	per cent.

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LETTER FROM THE BOARD

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**HENGTEN NETWORKS GROUP LIMITED**

**恒騰網絡集團有限公司**

*(a company incorporated in Bermuda with limited liability)*

**(Stock Code: 136)**

*Executive Directors:*

Mr. Xu Wen (*Chairman*)  
Mr. Liu Yongzhuo  
Mr. Huang Xiangui  
Mr. Zhuo Yueqiang

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors:*

Mr. Chau Shing Yim, David  
Mr. Nie Zhixin  
Mr. Chen Haiquan  
Professor Shi Zhuomin

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

Suites 1501-07,  
One Pacific Place,  
88 Queensway,  
Hong Kong

28 April 2017

*To the Shareholders and, for information only,  
the holders of Warrants*

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting, including (i) the granting to the Directors of a general mandate to repurchase and issue Shares; (ii) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) the re-election of the re-electing Directors; and (iv) the giving of notice of Annual General Meeting.

### GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 10 June 2016, the Shareholders passed a resolution to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed that approval from the Shareholders be sought at the Annual General Meeting to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the issued ordinary share capital of the Company as at the date of passing such resolution. The Repurchase Mandate to be proposed at the Annual General Meeting will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2018 (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; and (c) the date on which the authority given to the Directors is revoked or varied by the Shareholders of the Company in a general meeting.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with the information reasonably necessary for your consideration of the Repurchase Mandate.

### GENERAL MANDATE TO ISSUE NEW SHARES

On 10 June 2016, the Directors were granted the 2016 AGM Issue Mandate authorising them to allot and issue Shares up to 20% of the then issued share capital of the Company. The Company did not utilize any of the 2016 AGM Issue Mandate and the 2016 AGM Issue Mandate will expire at the conclusion of the Annual General Meeting.

The Board proposes to seek an approval from the Shareholders at the Annual General Meeting for the grant to the Directors of a general mandate to issue new Shares representing up to 20% of the total number of Shares in issue as at the date of passing the resolution in relation thereto. The Issue Mandate will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2018; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; and (c) the date on which the authority given to the Directors is revoked or varied by the Shareholders of the Company in a general meeting.

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## LETTER FROM THE BOARD

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The Directors believe that granting of the general mandate to issue new Shares will provide the Group with flexibility to raise capital for the Group in order to capture any opportunity to carry out the fund raising activity as and when the Directors think fit and appropriate. The Board is of the view that the proposed granting of the general mandate to issue new Shares is in the interests of the Company and the Shareholders as a whole.

Two ordinary resolutions will be proposed at the Annual General Meeting for (a) granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution and (b) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate.

Based on 74,611,669,087 Shares in issue as at the Latest Practicable Date and subject to the passing of the relevant ordinary resolution to approve the Issue Mandate at the Annual General Meeting, and assuming that there shall be no further issue of new Shares or repurchase of Shares between the Latest Practicable Date and the date of the Annual General Meeting, the Directors will be authorised to allot and issue up to a limit of 14,922,333,817 Shares under the Issue Mandate, representing 20% of the issued share capital of the Company as at the date of passing the resolution to approve the Issue Mandate.

### RE-ELECTION OF DIRECTORS

Pursuant to bye-law 86(2) of the Company's Bye-laws, each of Mr. Xu Wen and Professor Shi Zhuomin will hold office until the Annual General Meeting and are subject to re-election as Directors at the Annual General Meeting.

Pursuant to the bye-law 87 of the Company's Bye-laws, Mr. Liu Yongzhuo, Mr. Huang Xiangui and Mr. Zhuo Yueqiang shall retire and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Xu Wen, Mr. Liu Yongzhuo, Mr. Huang Xiangui and Mr. Zhuo Yueqiang as executive Directors and Professor Shi Zhuomin as independent non-executive Director.

The biographical details of such re-electing Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held at Aberdeen, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 9 June 2017, at 3:00 p.m..

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## LETTER FROM THE BOARD

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From Tuesday, 6 June 2017 to Friday, 9 June 2017, both days inclusive, the register of members of the Company will be closed for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 5 June 2017.

In order for warrant holders to be eligible to attend and vote at the Annual General Meeting in the capacity as shareholders of the Company, all subscription forms accompanied by the relevant warrant certificates and remittance for the relevant subscription monies must be lodged with the Company at Suites 1501-07, One Pacific Place, 88 Queensway, Hong Kong for its onward transmission to the registrar not later than 4:30 p.m. on Monday, 5 June 2017.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meetings should you so wish.

Pursuant to the requirements of the Listing Rules, all votes to be taken at the Annual General Meeting will be by poll.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group.

The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors consider that the granting of the Repurchase Mandate and the Issue Mandate and the proposed re-election of the re-electing Directors are in the interests of the Company and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the related resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board of  
**HengTen Networks Group Limited**  
**Xu Wen**  
*Chairman*



*This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the resolution for the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:*

**1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$149,223,338.174 divided into 74,611,669,087 Shares.

Subject to the passing of the resolution for the Repurchase Mandate and on the basis that no Shares will be issued or repurchased (whether generally or pursuant to the exercise of subscription rights attaching to the Warrants) prior to the Annual General Meeting, the Company is entitled under the Repurchase Mandate to repurchase a maximum of 7,461,166,908 Shares.

**2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the interest of the Company and its Shareholders as a whole which enables the Company to repurchase Shares on the Stock Exchange as and when required. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share.

**3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules and the applicable laws and regulations of Bermuda and Hong Kong. The law of Bermuda provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits of the Company or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2016 (being the latest published audited accounts) in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest HK\$	Lowest HK\$
<b>2016</b>		
April	0.395	0.335
May	0.355	0.300
June	0.350	0.305
July	0.330	0.295
August	0.365	0.285
September	0.500	0.350
October	0.550	0.455
November	0.770	0.485
December	0.760	0.360
<b>2017</b>		
January	0.420	0.165
February	0.255	0.184
March	0.191	0.140
April (up to the Latest Practicable Date)	0.195	0.136

**5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

**6. CORE CONNECTED PERSONS**

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**7. EFFECT OF CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

As at the Latest Practicable Date, so far as is known to the Directors, the following person was the Substantial Shareholder (as defined under the Listing Rules) of the Company:

<b>Substantial Shareholder</b>	<b>Number of Shares held</b>	<b>Approximate percentage of shareholding in the Company</b>
China Evergrande Group	40,417,570,910	54.17%
Tencent Holdings Limited	14,697,298,513	19.70%

Assuming that the Substantial Shareholder does not dispose or purchase or exercise any rights to subscribe for any shares, in the event that the Directors exercise in full the power to repurchase shares in accordance with the Repurchase Mandate, the approximate percentage shareholdings of the Substantial Shareholder before and after such repurchase would be as follows:

<b>Substantial Shareholder</b>	<b>Before repurchase</b>	<b>After repurchase</b>
China Evergrande Group	54.17%	60.19%
Tencent Holdings Limited	19.70%	21.89%

The Directors are not aware of any consequences which may arise under the Code as a result of any repurchase made under the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent which will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

#### **8. SHARE REPURCHASES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries had repurchased any shares (whether on the Stock Exchange or otherwise) in the last six months preceding the Latest Practicable Date.

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## APPENDIX II      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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*The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

### EXECUTIVE DIRECTORS

**Mr. Xu Wen**, aged 53, has over 20 years of experience in construction project management, construction research and design. Prior to joining the Company, Mr. Xu was an executive director of China Evergrande Group (stock code: 3333, its shares are listed on the Main Board of the Stock Exchange), the controlling shareholder of the Company. Mr. Xu is currently executive Director, chairman of the Board and vice president of Evergrande Group. Mr. Xu holds a bachelor's degree in civil construction and a master's degree in project management. He is a registered structural engineer and a qualified supervising engineer in the People's Republic of China.

**Mr. Liu Yongzhuo**, aged 36, has over 13 years of experience in human resource management, investment and operation of real estate projects and management and operation of multi-industry companies. Mr. Liu has been serving Evergrande Group since 2003 and had served as a vice president of Evergrande Group, the chairman of the board of directors of Guangzhou Evergrande Taobao Football Club, Evergrande culture industry group, Evergrande spring water group and Evergrande internet financial group. He is now serving as a vice president of Evergrande financial group and the chairman of the board of directors of Evergrande internet financial group.

Mr. Liu graduated from East China Normal University and Wuhan University of Technology and obtained a bachelor's degree in business management and a master's degree in engineering.

**Mr. Huang Xiangui, Andrew**, aged 46, has over 19 years of experience in marketing, human resource management and operation, management of foreign-funded enterprises, capital market and investors relation management. Mr. Huang has been serving Evergrande Group since 2004 and now serves as an executive director and the general manager of the Hong Kong office of China Evergrande Group (stock code: 3333), its shares are listed on the Main Board of the Stock Exchange, the controlling shareholder of the Company. Mr. Huang also acts as a director of certain subsidiaries of the Company.

Mr. Huang graduated from Harbin Engineering University and University of Stirling in the United Kingdom and obtained a bachelor's degree in chemical engineering and a master of science degree in banking and finance.

**Mr. Zhuo Yueqiang**, aged 41, has over 10 years of experience in management in the mobile internet business. Mr. Zhuo has been serving Tencent Holdings Limited (stock code: 700, its shares are listed on the Main Board of the Stock Exchange), a substantial shareholder of the Company, since 2004 and has served as the manager of South China area of the mobile internet group and the general manager of the business operations department of the mobile internet group of Tencent Holdings Limited. Since 2015, Mr. Zhuo has been serving as the manager and the primary person in charge of the business co-operation department of the Weixin group of Tencent Holdings Limited.

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## APPENDIX II            DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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Mr. Zhuo graduated from the Beijing Institute of Technology and obtained a bachelor's degree in communications engineering.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Professor Shi Zhuomin**, aged 45, has a doctoral degree in management from Sun Yat-sen University and a postdoctoral degree from Hitotsubashi University in Japan. Professor Shi studied at The Chinese University of Hong Kong and Harvard Business School and visited various countries and regions including the United States, Japan, Germany, Brazil and Hong Kong for academic exchange. She also held lectures on "Marketing Practice in China" and "Chinese Luxury Consumption" for students from Europe, the United States and Japan studying in China. Professor Shi currently focuses on the research of consumption behaviour and psychology, cross-culture consumption behaviour comparison research and international marketing.

Professor Shi is currently a professor and doctoral supervisor in the management school at Sun Yat-sen University. She is also a provincial investigation and consulting expert of Guangdong Province and an expert reviewer of the Journal of Marketing Science, Nankai Business Review and the Journal of Sun Yat-sen University.

### OTHERS

Each of the above re-electing executive Directors and independent non-executive Director has entered into a service contract and a letter of appointment with the Company respectively, all for a term of three years and is subject to retirement by rotation and re-election in accordance with the Bye-laws. The remuneration (excluding any additional service compensation and discretionary bonus) of each of the above re-electing executive Directors and independent non-executive Director is RMB180,000 per year and RMB300,000 per year respectively. The remuneration of each Director was determined by the Board with reference to the prevailing market conditions and the prospective roles and responsibilities of such Director in the Company.

Save as disclosed herein (as applicable), as at the Latest Practicable Date, each of the above re-electing Directors:

- a) has not held any other directorships in any other listed public companies in the last three years and does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company;
- b) does not have any interests in shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
- c) does not hold any other position in the Company or any of its subsidiaries; and
- d) has no other information which needs to be disclosed pursuant to Rule 13.51(2) subparagraphs (h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to his/her re-election as a Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **HENGTEN NETWORKS GROUP LIMITED**

### **恒騰網絡集團有限公司**

*(a company incorporated in Bermuda with limited liability)*

**(Stock Code: 136)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of HengTen Networks Group Limited (the “**Company**”) will be held at Aberdeen, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Friday, 9 June 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

#### **AS ORDINARY BUSINESS**

1. To receive and adopt the audited financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 December 2016.
2.
  - (a) To re-elect Mr. Xu Wen as an executive director of the Company;
  - (b) To re-elect Mr. Liu Yongzhuo as an executive director of the Company;
  - (c) To re-elect Mr. Huang Xiangui as an executive director of the Company;
  - (d) To re-elect Mr. Zhuo Yueqiang as an executive director of the Company; and
  - (e) To re-elect Professor Shi Zhuomin as an independent non-executive director of the Company.
3. To authorise the Board to fix the remuneration of the directors of the Company.
4. To re-appoint Messrs. PricewaterhouseCoopers as auditors and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS AS ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (**“Shares”**) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the bye-laws (the **“Bye-laws”**) of the Company from time to time,

shall not in total exceed 20% of the total number of Shares in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
- (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 any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares or options, warrants, other securities or similar rights to subscribe for Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue, at the date of the passing of this resolution, and the approval granted under paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(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;
- (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 any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

7. “**THAT** conditional upon the passing of resolutions 5 and 6, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares of the Company pursuant to resolution 5 as set out in the notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto the number of Shares representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution 6 as set out in the notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution.”

Yours faithfully,  
By order of the Board of  
**HengTen Networks Group Limited**  
**Xu Wen**  
*Chairman*

Hong Kong, 28 April 2017

*Notes:*

- (1) Any member entitled to attend and vote at the Annual General Meeting 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 one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of that person whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (6) For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 6 June 2017 to Friday, 9 June 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 5 June 2017.

In order for warrant holders to be eligible to attend and vote at the Annual General Meeting in the capacity as shareholders of the Company, all subscription forms accompanied by the relevant warrant certificates and remittance for the relevant subscription monies must be lodged with the Company at Suites 1501-07, One Pacific Place, 88 Queensway, Hong Kong for its onward transmission to the registrar not later than 4:30 p.m. on Monday, 5 June 2017.

- (7) As at the date hereof, the executive directors of the Company are Mr. Xu Wen, Mr. Liu Yongzhuo, Mr. Huang Xiangui and Mr. Zhuo Yueqiang, and the independent non-executive directors of the Company are Mr. Chau Shing Yim, David, Mr. Nie Zhixin, Mr. Chen Haiquan and Professor Shi Zhuomin.