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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 or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Lajin Entertainment Network Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges 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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**Lajin Entertainment Network Group Limited**  
**拉近網娛集團有限公司\***

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8172)**

- (1) GENERAL MANDATES TO ISSUE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
(3) PROPOSED CHANGE OF AUDITORS; AND  
(4) NOTICE OF AGM**

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A notice convening the annual general meeting of the Company to be held at Unit 4203, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 28 June 2016 at 10:00 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of 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 adjournment thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven (7) days from the date of its publication and on the website of the Company at <http://www.irasia.com/listco/hk/lajin/>.

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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:*

“AGM”	the annual general meeting of the Company to be convened and held at Unit 4203, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 28 June 2016 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which are set out on pages 13 to 16 of this circular
“associates”	have the same meaning as ascribed in the GEM Listing Rules
“Board”	the board of Directors, including all independent non-executive Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Lajin Entertainment Network Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the Shares of which are listed on GEM
“Directors”	the directors of the Company from time to time
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares not exceeding 20% of the share capital of the Company in issue on the date of the passing of the relevant resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	23 May 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Preferred Share(s)”	the convertible preferred shares of HK\$0.01 each in the capital of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**Lajin Entertainment Network Group Limited**  
**拉近網娛集團有限公司\***

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8172)**

*Executive Directors:*

Ms. Wu Li

Mr. Chan Kam Kwan Jason

*Non-executive Directors:*

Mr. Zou Xiao Chun

Mr. Zhou Ya Fei

Mr. Luo Ning

*Independent non-executive Directors:*

Mr. Wang Ju

Mr. Ng Wai Hung

Mr. Lam Cheung Shing Richard

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Unit 4203 Far East Finance Centre,

16 Harcourt Road,

Admiralty,

Hong Kong

27 May 2016

*To the Shareholders*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE SHARES;**  
**(2) RE-ELECTION OF DIRECTORS;**  
**(3) PROPOSED CHANGE OF AUDITORS; AND**  
**(4) NOTICE OF AGM**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) to the Directors; (ii) the re-election of Directors; and (iii) the proposed change of auditors.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the granting of the General Mandate (including the extended General Mandate) to the Directors; (ii) the re-election of Directors; (iii) the proposed change of auditors; and (iv) the notice of the AGM.

### GENERAL MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate (including the extended General Mandate) .

#### General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given a general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

As at the Latest Practicable Date, the Company has an aggregate of 2,814,801,922 Ordinary Shares and 1,324,612,668 convertible Preferred Shares in issue. Such convertible Preferred Shares can be converted into 1,394,329,124 Ordinary Shares of the Company. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 562,960,384 Shares.

### RE-ELECTION OF DIRECTORS

According to Bye-law 86(2), the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting.

Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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According to Bye-law 87(1), at each annual general meeting one-third of the Directors for the time being, (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years

In accordance with Bye-law 86(2), Mr. Luo Ning, Mr. Chan Kam Kwan Jason and Mr. Wang Ju, being newly appointed directors, shall retire from office at the AGM; whereas in accordance with Bye-law 87(1), Mr. Ng Wai Hung shall retire from office by rotation at the AGM. Being eligible, each of Mr. Luo Ning, Mr. Chan Kam Kwan Jason, Mr. Wang Ju and Mr. Ng Wai Hung will offer himself for re-election as Directors.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Luo Ning, Mr. Cham Kam Kwan Jason, Mr. Wang Ju and Mr. Ng Wai Hung as non-executive, executive or independent non-executive Director as the case may be.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### **PROPOSED CHANGE OF AUDITORS**

Reference is made to the announcement published by the Company on 24 May 2016. As set out in the said announcement, HLB Hodgson Impey Cheng Limited (“HLB”) will retire as auditors of the Company upon expiration of its current term of office at the close of the Annual General Meeting. The Board is of the opinion that rotation of auditors is a good corporate governance practice and such rotation enhances the independence of auditors as HLB has been the auditors of the Company since 2009.

The Board has resolved, with recommendation from the Audit Committee, to propose the appointment of Ernst & Young as new auditors of the Company following the retirement of HLB to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the shareholders of the company at the Annual General Meeting.

The Company has received a confirmation from HLB that there are no matters (including but not limited to, any occurrences that affect the relationship between the Company and HLB) which HLB needs to bring to the attention of holders of securities or creditors of the Company in relation to its retirement.

The Board and the Audit Committee confirmed that there is no disagreement between HLB and the Company, and there are no matters in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### AGM

A notice convening the AGM to be held at Unit 4203, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 28 June 2016 at 10:00 a.m. is set out on pages 13 to 16 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, (i) the granting of the General Mandate (including the extended General Mandate) to the Directors; (ii) the re-election of Directors; and (iii) the Proposed Change of Auditors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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 considers (i) the granting of the General Mandate (including the extended General Mandate) to the Directors; (ii) the re-election of Directors; and (iii) the Proposed Change of Auditors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By order of the Board of  
**Lajin Entertainment Network Group Limited**  
**Chan Kam Kwan Jason**  
*Company Secretary*

*Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

**MR. LUO NING (“MR. LUO”)**

Mr. Luo Ning, aged 57, is currently the Assistant to the President of CITIC Group Corporation (a major shareholder of the Company), deputy chairman of CITIC Guoan Group Company Limited, chairman and general manager of CITIC Networks Company Limited, and chairman of CITIC Guoan Information Industry Company Limited (a company listed on the Shenzhen Stock Exchange Limited in the PRC). He is also a non-executive director of Asia Satellite Telecommunications Holdings Limited (stock code: 1135) and an executive director of CITIC Telecom International Holdings Limited (stock code:1883) and Frontier Services Group Limited (stock code: 500) (all the companies are listed on the main board of the Stock Exchange). He also holds the position of director of a number of subsidiaries of CITIC Group Corporation. Mr. Luo was previously the vice chairman of CITIC 21CN Company Limited (now being “Alibaba Health Information Technology Limited”) from 2002 to 2014. Mr. Luo possesses extensive experience in the communication industry and holds a bachelor degree in communication from The Wuhan People’s Liberation Army Institute of Communication Command.

Save as disclosed above, Mr. Luo did not have any directorship in other listed public companies in the last three years.

Mr. Luo will enter into a service contract with the Company for a term of 3 years. In accordance to the bye-laws of the Company, Mr. Luo is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Luo does not receive any director fee.

As at the date of this circular, Mr. Luo does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO).

To the best knowledge of the directors of the Company, Mr. Luo is an employee of CITIC Group Corporation, being the holding company of one of the substantial shareholders of the Company. Save as disclosed above, Mr. Luo does not have any relationship with any existing directors and senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules of the Stock Exchange).

Save as disclosed above, there is no information relating to Mr. Luo that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Luo that needs to be brought to the attention of the shareholders of the Company.

**MR. CHAN KAM KWAN JASON (“MR. CHAN”)**

Mr. Chan Kam Kwan, Jason, aged 42, currently serves as the company secretary and authorised representative of the Company. Mr. Chan graduated from the University of British Columbia in Canada with a Bachelor of Commerce degree and he holds a certificate of Certified Public Accountant issued by the Washington State Board of Accountancy in the United States. Mr. Chan is currently an executive director and company secretary of Brockman Mining Limited (stock code: 159), as well as the company secretary of both Frontier Services Group Limited (stock code: 500) and Concord New Energy Group Limited (formerly known as China Windpower Group Limited) (stock code: 182). He is currently an independent non-executive director of Canvest Environmental Protection Group Company Limited (stock code: 1381). Previously he had been an independent nonexecutive director of AMCO United Holding Limited until June 2015; and an executive director of Concord New Energy Group Limited from 2006 to 2014. Mr. Chan has extensive experience in corporate finance and accounting.

Save as disclosed above, Mr. Chan did not have any directorship in other listed public companies in the last three years.

Mr. Chan has entered into a service contract with the Company and he has not been appointed for a specific term. In accordance to the Bye-laws of the Company, Mr. Chan is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Chan receives a remuneration of HK\$1,800,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing market situation and is subject to review by the remuneration committee of the Company and the Board from time to time.

As at the date of this circular, Mr. Chan is interested in 12,000,000 share options of the Company, representing approximately 0.43% of the issued capital. Saved as disclosed above, he does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO).

Mr. Chan does not have any relationship with any existing directors and senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules of the Stock Exchange).

Save as disclosed above, there is no information relating to Mr. Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Chan that needs to be brought to the attention of the shareholders of the Company.

**MR. WANG JU (“MR. WANG”)**

Mr. Wang Ju, aged 63, received his education from the Beijing Broadcasting Institute 北京廣播學院 (currently known as the Communication University of China (中國傳媒大學)) with a vocal major in the School of Television and Film Art. Mr. Wang is the chief secretary and the vice president of the China Audio-Video and Digital Publishing Association (中國音像與數字出版協會). Prior to that, he was an associate chairperson of the judging panel of the China Gold Record Award (中國金唱片獎) and a member of the judging panel of PRC Outstanding Publication Award (中華優秀出版物評獎), and actively participated in the judging panel of various award programmes. He was also a member of the National Technical Committee on Press and Publication Information of Standardization Administration of China (全國新聞出版標準化技術委員) under the Committee Panel of the Standardization Administration of the PRC (國家標準化管理委員會) and a member of a special committee of the National Copyright Administration of the PRC (國家版權局), involved in the editing of the Copyright Law of the People’s Republic of China (中華人民共和國著作權法) and other copyright laws. He is also an expert of the authority in the PRC approving the imported audio and video products from 2010 onwards.

Save as disclosed above, Mr. Wang did not have any directorship in other listed public companies in the last three years.

Mr. Wang will enter into a service contract with the Company for a term of 3 years. In accordance to the Bye-laws of the Company, Mr. Wang is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Wang receives a remuneration of HK\$240,000 per annum for his duties performed as an independent non-executive director of the Company, which is determined with reference to his duties and responsibilities with the Company and the prevailing market situation and is subject to review by the remuneration committee of the Company and the Board from time to time.

As at the date of this circular, Mr. Wang is interested in 1,000,000 share options of the Company, representing approximately 0.04% of the issued capital. Saved as disclosed above, he does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO).

Mr. Wang does not have any relationship with any existing directors and senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules of the Stock Exchange).

Save as disclosed above, there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Wang that needs to be brought to the attention of the Shareholders.

**MR. NG WAI HUNG (“MR. NG”)**

Mr. Ng Wai Hung, aged 52, is a practising solicitor and a partner in Iu, Lai & Li, a Hong Kong firm of solicitors and notaries. Mr. Ng has been admitted as a Hong Kong solicitor since 1992. Currently, Mr. Ng serves as the chairman of the nomination committee, and member of both audit committee and remuneration committee of the Company. Mr. Ng has been an independent non-executive director of Fortune Sun (China) Holdings Limited since June 2006, Tech Pro Technology Development Limited since April 2011, GOME Electrical Appliances Holding Limited (whose controlling shareholder is Mr. Wong Kwong Yu, being also the controlling shareholder of the Company) since June 2011, Trigiant Group Limited since August 2011, Sustainable Forest Holdings Limited since February 2013, On Time Logistics Holdings Limited since June 2014 and Kingbo Strike Limited since June 2015, all being companies listed on the Stock Exchange. Mr. Ng was also an independent non-executive director of HyComm Wireless Limited (currently known as Qingdao Holdings International Limited) from January 2008 to September 2014, Yun Sky Chemical (International) Holdings Limited (currently known as King Stone Energy Group Limited) from September 2008 to February 2010, KTP Holdings Limited (currently known as Ares Asia Limited) from November 1999 to February 2011, Tomorrow International Holdings Limited (currently known as Talent Property Group Limited) from March 2000 to January 2012 and Perception Digital Holdings Limited (currently known as E-Rental Car Company Limited) from January 2013 to August 2014, all being companies listed on the Stock Exchange.

Save as disclosed above, Mr. Ng does not hold any other position in the Company or any subsidiaries of the Company nor any other directorship in listed public companies in the last three years.

Save as disclosed above, Mr. Ng does not have any relationship with any existing directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules of the Stock Exchange).

Mr. Ng will enter into a service contract with the Company for a term of 3 years. In accordance with the Bye-laws of the Company, Mr. Ng is subject to retirement by rotation and re-election at the Company's general meetings. Mr. Ng receives HK\$240,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing market situation and is subject to review by the remuneration committee of the Company and the Board from time to time.

As at the date of this circular, Mr. Ng is interested in 1,000,000 share options of the Company, representing approximately 0.04% of the issued capital. Save as disclosed above, he does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no information relating to Mr. Ng that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Ng that needs to be brought to the attention of the shareholders of the Company.

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## NOTICE OF AGM

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# Lajin Entertainment Network Group Limited

## 拉近網娛集團有限公司\*

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8172)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Lajin Entertainment Network Group Limited (the “Company”) will be held at Unit 4203, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 28 June 2016 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following ordinary business with or without amendments as ordinary resolutions of the Company:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2015;
2.
  - (a) To re-elect Mr. Luo Ning as non-executive director;
  - (b) To re-elect Mr. Chan Kam Kwan Jason as executive director;
  - (c) To re-elect Mr. Wang Ju as independent non-executive director;
  - (d) To re-elect Mr. Ng Wai Hung as independent non-executive director; and
  - (e) To authorise the board of Directors to fix the Directors’ remuneration;
3. To appoint Ernst & Young as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

To, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

\* *for identification purpose only*

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## NOTICE OF AGM

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### ORDINARY RESOLUTIONS

4. “THAT:

- (a) subject to paragraph (c) below, pursuant to the GEM Listing Rules of the Stock Exchange, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above 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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the previous share option scheme (the “Previous Share Option Scheme”) of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF AGM

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest 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, the Companies Act 1981 of Bermuda (as amended) (the “Companies Act”) or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”;

Yours faithfully

By order of the Board of

**Lajin Entertainment Network Group Limited**

**Chan Kam Kwan Jason**

*Company Secretary*

Hong Kong, 27 May 2016

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Unit 4203,  
Far East Finance Centre  
16 Harcourt Road, Admiralty  
Hong Kong

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## NOTICE OF AGM

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*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the annual general meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.