
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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; AND
(3) NOTICE OF AGM**

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, 19 June 2018 at 10:00 a.m. is set out on pages 11 to 14 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, Tricor Investor Services Limited of Level 22, 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/>.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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, 19 June 2018, 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 11 to 14 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

DEFINITIONS

“Latest Practicable Date”	11 May 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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.

LETTER FROM THE BOARD



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

15 May 2018

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS; AND
(3) 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 to the Directors; and (ii) the re-election of Directors.

* *for identification purpose only*

LETTER FROM THE BOARD

GENERAL MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the 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 issue 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 4,209,131,046 Ordinary Shares in issue. 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 841,826,209 Shares.

RE-ELECTION OF DIRECTORS

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 87(1), Mr. Zhou Ya Fei, Mr. Ng Wai Hung, and Mr. Wang Ju shall retire from office by rotation at the AGM. Being eligible, each of them has offered himself/herself for re-election as Directors.

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

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Unit 4203, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 19 June 2018 at 10:00 a.m. is set out on pages 11 to 14 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, (i) the granting of the General Mandate to the Directors; and (ii) the re-election of Directors.

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, Tricor Investor Services Limited of Level 22, 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 to the Directors; and (ii) the re-election of Directors 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.

LETTER FROM THE BOARD

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. ZHOU YA FEI

Mr. Zhou Ya Fei, aged 50, graduated from the Beijing Institute of Technology with a master's degree. Prior to joining the Group, he was the Chief Financial Officer of GOME Appliance Co., Ltd. from 2000 to 2004, and subsequently remained his position as the Chief Financial Officer for GOME Retail Holdings Limited (Stock Code: 493) from 2004 to 2008 after the asset injection, and has been the executive vice president of GOME Holding Group Company Limited (incorporated in Beijing) since 2009. Mr. Zhou has over 20 years of experience in PRC accounting, finance and tax consulting. He is a registered accountant (non-practising) and a registered tax agent (non-practising) in the PRC. Currently, Mr. Zhou serves as member of both audit committee and nomination committee of the Company.

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

Mr. Zhou has entered into a service contract with the Company and is appointed for a term of 3 years. In accordance to the Bye-laws of the Company, Mr. Zhou is subject to retirement by rotation and re-election at the Company's general meetings. Mr. Zhou does not receive any fixed remuneration for his duties performed as a non-executive director of the Company. To the best knowledge of the directors of the Company, Mr. Zhou is an employee of a company controlled by Mr. Wong Kwong Yu, the controlling shareholder of the Company.

As at the date of this circular, Mr. Zhou is interested in 1,000,000 Share option of the Company. Save as disclosed herein, Mr. Zhou 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. Zhou 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. Zhou that needs to be brought to the attention of the shareholders of the Company.

MR. NG WAI HUNG

Mr. Ng Wai Hung, aged 54, is a practising solicitor and a partner in Iu, Lai & Li, Hong Kong. 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 Sustainable Forest Holdings Limited since February 2013, On Time Logistics Holdings Limited since June 2014, Xinyi Automobile Glass Hong Kong Enterprises Limited since July 2016 and 1957 & Co. (Hospitality) Limited since November 2017, all being companies listed on the Stock Exchange. Mr. Ng has been a non-executive director of Coolpad Group Limited (a main board listed Company in HK) since January 2018. 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, Perception Digital Holdings Limited (currently known as HongDa Financial Holding Limited) from January 2013 to August 2014, HyComm Wireless Limited (currently known as Qingdao Holdings International Limited) from 10 January 2008 to 27 September 2014, Tech Pro Technology Development Limited from 8 April 2011 to 17 March 2017 Fortune Sun (China) Holdings Limited from June 2006 to September 2017, GOME Retail Holdings Limited from June 2011 to May 2017, Trigiant Group Limited from August 2011 to March 2017 and Kingbo Strike Limited from June 2015 to June 2017 all being companies listed on the Stock Exchange.

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

Mr. Ng has entered into a letter of appointment with the Company for a term of 3-year. In accordance to 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 currently 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. Save as disclosed herein, 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, Mr. Ng 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. 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.

MR. WANG JU

Mr. Wang Ju, aged 64, 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 has entered into a letter of appointment 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 currently receives a remuneration of 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. Wang is interested in 1,000,000 share options of the Company. Saved as disclosed herein, Mr. Wang 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.

NOTICE OF AGM



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, 19 June 2018 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 2017;
2.
 - (a) To re-elect Mr. Zhou Ya Fei as director;
 - (b) To re-elect Mr. Ng Wai Hung as director;
 - (c) To re-elect Mr. Wang Ju as director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-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*

NOTICE OF AGM

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

NOTICE OF AGM

(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).”;

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

Hong Kong, 15 May 2018

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

NOTICE OF AGM

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, Tricor Investor Services Limited of Level 22, 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.