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HENG TEN NETWORKS GROUP LIMITED

恒騰網絡集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of HengTen Networks Group Limited (the “**Company**”) shall be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 18 January 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions. Words and expressions that are not expressly defined in this notice of SGM shall bear the same meaning as those defined in the circular of the Company dated 31 December 2020.

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the sale and purchase agreement dated 26 October 2020 (the “**Sale and Purchase Agreement**”) entered into among the Company, the Purchaser and the Sellers, pursuant to which the Purchaser conditionally agreed to acquire, and the Sellers conditionally agreed to sell, the Sale Share and the Loan subject to the terms and conditions of the Agreement and the transactions contemplated under the Sale and Purchase Agreement (a copy of the Sale and Purchase Agreement is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) be and are hereby confirmed, approved and ratified;
- (b) conditional upon the fulfillment of the conditions precedent in the Sale and Purchase Agreement and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the Consideration Shares (as defined below), the Directors be and are hereby granted a specific mandate for the allotment and issuance of the 11,543,309,432 new ordinary shares (the “**Consideration Shares**”) at the Issue Price of HK\$0.30 per Consideration Share, and such Consideration Shares shall rank *pari passu* in all respects with the then existing issued Shares;

- (c) the creation and the issuance of the Warrants by the Company in accordance with the terms and conditions of the Sale and Purchase Agreement and the Warrant Instrument be and are hereby approved;
 - (d) conditional upon the fulfillment of the conditions precedent in the Sale and Purchase Agreement and the Stock Exchange granting the listing of and permission to deal in the Warrant Shares (as defined below), the Directors be and are hereby granted a specific mandate for the allotment and issuance of the 18,342,793,070 new Shares (the “**Warrant Shares**”) at the exercise price of HK\$0.096 per Warrant Share (subject to adjustment and the terms and conditions as set out in the Sale and Purchase Agreement and the Warrant Instrument), which may fall to be allotted and issued upon the exercise of the exercise rights attaching to the Warrants, and such Warrant Shares shall rank *pari passu* in all respects with the then existing issued Shares; and
 - (e) any one director of the Company, be and is hereby authorised to execute all documents (including under seal) and to do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, expedient or desirable in connection with the matters contemplated in, to implement and/or to give effect to the Sale and Purchase Agreement, the Warrant Instrument and all matters and transactions contemplated thereunder.”
2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective:
- (a) with effect on the second business day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every ten (10) issued and unissued ordinary shares of par value HK\$0.002 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of par value of HK\$0.02 each in the share capital of the Company (the “**Consolidated Shares**”) and the authorised share capital of the Company shall be HK\$2,000,000,000 divided into 100,000,000,000 Consolidated Shares of par value of HK\$0.02 each;
 - (b) all of the Consolidated Shares resulting from the Share Consolidation shall rank *pari passu* in all respects with each other and have the same rights and privileges and be subject to the same restrictions contained in the articles of association of the Company;
 - (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.002 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated and sold for the benefit of the Company, in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

- (d) the board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as it may consider necessary, appropriate, expedient or desirable to complete, implement and give effect to any and all the arrangements set out in this resolution.”
3. “**THAT** Mr. Wan Chao be re-elected as an executive Director and the Board be authorised to fix his remuneration.”

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

Hong Kong, 31 December 2020

Notes:

1. As Sale and Purchase Agreement, the Warrant Instrument, the Specific Mandate in relation to the allotment and issue of the Consideration Shares and Warrant Shares (upon the full exercise of the Warrants) and the respective transactions contemplated thereunder are all transactions related to each other forming one significant proposal (i.e. these transactions must take effect altogether or not at all), resolutions numbered (a) to (c) are inter-conditional on each other.
2. A member entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member.
3. A form of proxy for use at the SGM is enclosed herewith. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and, in any event, not less than 48 hours (i.e. 3:00 p.m. on Saturday, 16 January 2021) before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and deposit of the form of proxy will not preclude a shareholder from attending and voting in person at the SGM or any adjournment thereof (as the case may be).

In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic, the Company strongly recommends shareholders of the Company to exercise your voting rights by appointing the chairperson of the SGM as your proxy to vote on the relevant resolutions at the SGM as an alternative to attending the SGM in person.

4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 13 January 2021 to Monday, 18 January 2021 (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 SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 12 January 2021.
7. References to time and dates in this notice are to Hong Kong time and dates.

PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic, to safeguard the health and safety of Shareholders and prevent the spread of the disease, the Company will implement the following measures at the SGM, including:

1. Compulsory temperature screening/checks and submission of health declaration form will be carried out on every attendee at the entrance of the SGM venue. Any person with a body temperature above 37.3 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the SGM venue and requested to leave the SGM venue;
2. Every attendee will be required to wear a surgical face mask at the SGM venue and throughout the SGM and to sit at a distance from the other attendees. Please note that no surgical face masks will be provided at the SGM venue and attendees should bring and wear their own masks; and
3. No refreshment, drinks, corporate gifts or gift coupons will be provided to the attendees at the SGM.

To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue so as to ensure the health and safety of the other attendees at the SGM. Subject to the development of the COVID-19 pandemic, the Company may be required to implement changes to the above SGM arrangement at short notice and may issue further announcement(s) as appropriate. Shareholders are advised to visit the websites of the Stock Exchange and the Company for updates to the SGM arrangement.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the SGM by appointing the Chairman of the SGM as their proxy and to return their forms of proxy by the time specified therein, instead of attending the SGM in person.

As at the date of this notice, the executive directors of the Company are Mr. Xu Wen (Chairman), Mr. Huang Xiangui and Mr. Wan Chao; 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.