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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)

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 4:00 p.m. on Monday, 10 January 2022 at Tianshan and Lushan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following special resolutions and 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 17 December 2021.

SPECIAL RESOLUTIONS

1. **“THAT:**

- (a) subject to the entry of “China Ruyi Holdings Limited” as the new English name and the entry of “中國儒意控股有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda, the English name of the Company be changed from “HengTen Networks Group Limited” to “China Ruyi Holdings Limited” and the secondary name in Chinese of the Company from “恒騰網絡集團有限公司” to “中國儒意控股有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and
- (b) any one director of the Company or officer of the Company be and is hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents (whether by hand, under seal or as a deed) and to take all such steps as such Director or officer of the Company in his discretion may consider necessary, appropriate,

desirable or expedient to give effect to or to implement this resolution and to attend to any necessary registration and/or filing in Bermuda and Hong Kong for and on behalf of the Company in respect of the Proposed Change of Name.”

2. “**THAT**, subject to and forthwith upon the Proposed Change of Name taking effect, the Bye-laws of the Company be and are hereby amended as follows:

(a) Bye-law 1

By deleting the existing definition of “Company” in Bye-law 1 in its entirety and substituting therefor the following new definition of “Company”:

“*Company*” *China Ruyi Holdings Limited 中國儒意控股有限公司 (previously known as HengTen Networks Group Limited 恒騰網絡集團有限公司).*”

ORDINARY RESOLUTIONS

3. “**THAT** Mr. Ke be re-elected as an executive director of the Company.”
4. “**THAT** Ms. Chen be re-elected as an executive director of the Company.”
5. “**THAT** Mr. Zhang be re-elected as an executive director of the Company.”

Yours faithfully,
By order of the Board
HengTen Networks Group Limited
Ke Liming
Chairman

Hong Kong, 17 December 2021

Notes:

1. 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.
2. 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. no later than 4:00 p.m. on Saturday, 8 January 2022) 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.

3. 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.
4. 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.
5. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 5 January 2022 to Monday, 10 January 2022 (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, 4 January 2022.
6. 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;
3. No refreshment, drinks, corporate gifts or gift coupons will be provided to the attendees at the SGM;
4. Each attendee is required to complete and sign a health declaration form to declare whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the SGM; (b) he/she is subject to any Hong Kong Government prescribed quarantine; and (c) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue; and
5. Anyone attending the SGM is reminded to observe good personal hygiene at all times.

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. KE Liming, Ms. CHEN Xi, Mr. WAN Chao and Mr. ZHANG Qiang; 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.