
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SkyNet Group Limited (航空互聯集團有限公司) (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 or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SkyNet Group Limited
航空互聯集團有限公司

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

(Stock Code: 8176)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND TO REPURCHASE SHARES;**
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong, Hong Kong on Monday, 8 May 2017 at 10:00 a.m. is set out on pages 23 to 28 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 read the notice and to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return the completed form of proxy, 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 but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Group at <http://www.skynetgroup.com.hk>.

27 March 2017

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate 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. 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 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” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 8 May 2017 at 10:00 a.m. or adjournment thereof, notice of which is set out on pages 23 to 28 of this circular
“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company (as amended from time to time)
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	SkyNet Group Limited (航空互聯集團有限公司), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, whose Shares are listed on GEM
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number of Shares representing such number of Shares actually repurchased by the Company under the Repurchase Mandate
“Director(s)”	the director(s) of the Company from time to time
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	23 March 2017, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new Share Options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the AGM
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all Share Options to be granted under the Share Option Scheme and which must not in aggregate exceed 10% of the Shares in issue as at the date of passing of the relevant ordinary resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Option(s)”	the options granted or to be granted under the Share Option Scheme or any other schemes of the Company to subscribe for Shares

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 7 November 2014
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD

SkyNet Group Limited
航空互聯集團有限公司

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

(Stock Code: 8176)

Executive Directors:

Mr. Cai Zhaoyang
Mr. Chan Kin Wah, Billy
Mr. Lee Chan Wah
Mr. Zhang Chong
Mr. Zhang Chongdi
Dr. Andrew Goldenberg

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Independent non-executive Directors:

Mr. Tam B Ray, Billy
Mr. Chu Kin Wang, Peleus
Mr. Tse Joseph.

Unit 3811, 38/F.
Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

27 March 2017

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND TO REPURCHASE SHARES;**
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the Issue Mandate, the Repurchase Mandate and the Extension Mandate, (ii) the Refreshment of Scheme Mandate Limit, (iii) the re-election of retiring Directors; and (iv) the notice of the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 12 May 2016 (the “2016 AGM”), general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares respectively.

Such mandates granted at the 2016 AGM will lapse at the conclusion of the AGM.

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given a general and unconditional mandate (i.e. the Issue 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 total number of issued Shares as at the date of passing of the relevant resolution granting such mandate.

In addition, a separate ordinary resolution will further be proposed for the Extension Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company had an aggregate of 455,219,666 Shares in issue. Subject to the passing of the resolutions for the approval of the Issue 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 Issue Mandate to allot, issue and deal with a maximum of 91,043,933 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given a general and unconditional mandate to repurchase issued and fully paid Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such Mandate.

LETTER FROM THE BOARD

Subject to the passing of the resolution for the approval of the Repurchase 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 Repurchase Mandate to repurchase a maximum of 45,521,966 Shares.

The Issue Mandate (including the Extension Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the Extension Mandate) and the Repurchase Mandate until 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 or any applicable laws to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate at the AGM.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to the ordinary resolution passed by the then Shareholders on 7 November 2014. The the original number of Shares which may be issued upon the exercise of all Share Options granted or to be granted under the Share Option Scheme was 7,480,300 Shares, representing 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme. There has been no refreshment of the Scheme Mandate Limit since the adoption of the Share Option Scheme.

The purpose of the Share Option Scheme is a share incentive scheme to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group.

Apart from the Share Option Scheme, there is no other Share Option Scheme as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Company may refresh the Scheme Mandate Limit at any time subject to approval of the Shareholders in general meeting, provided that the Scheme Mandate Limit as refreshed must not exceed 10% of the Shares in issue as at the date of passing the relevant resolution. Share Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised Share Options) will not be counted for the purpose of calculating the limit.

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme or other schemes at any time will not exceed 30% of the Shares in issue from time to time. No Share Options shall be granted under the Share Option Scheme or any scheme(s) of the Company if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, the Company had granted 7,480,000 Share Options since the date of adoption of the Share Option Scheme. Hence, only up to 300 Share Options may be further granted under the Share Option Scheme, representing approximately 0.004% of the existing Scheme Mandate Limit. As at the Latest Practicable Date, there were 7,480,000 outstanding Share Options representing approximately 1.64% of the total issued share capital of the Company.

As at the Latest Practicable Date, there were 455,219,666 Shares in issue. If the Scheme Mandate Limit is refreshed on the basis of 455,219,666 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company may grant Share Options entitling holders thereof to subscribe for up to a maximum number of 45,521,966 Shares, representing 10% of the issued share capital of the Company as at the date of the approval of the Refreshment of Scheme Mandate Limit by the Shareholders at the AGM.

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit so as to provide the Company with the flexibility of granting further Share Options under the Share Option Scheme and to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees which the Board considers to be in the interests of the Company and the Shareholders as a whole. The Board therefore seeks the approval of the Shareholders at the AGM to refresh the Scheme Mandate Limit.

LETTER FROM THE BOARD

The Refreshment of Scheme Mandate Limit is conditional upon:

- (a) the approval of the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of Share Options granted under the refreshed Scheme Mandate Limit, up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Share Options to be granted under the refreshed Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised six executive Directors, namely Mr. Cai Zhaoyang (Chairman and Chief Executive Officer), Mr. Chan Kin Wah, Billy, Mr. Lee Chan Wah, Mr. Zhang Chong, Mr. Zhang Chongdi and Dr. Andrew Goldenberg; and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Mr. Chu Kin Wang, Peleus and Mr. Tse Joseph.

Mr. Zhang Chong, Mr. Zhang Chongdi and Dr. Andrew Goldenberg, who were appointed as executive Directors as an addition to the Board after the 2016 AGM, shall retire at the AGM in accordance with Bye-law 83(2).

According to Bye-law 84(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.

Mr. Lee Chan Wah and Mr. Tam B Ray, Billy (“**Mr. Tam**”), shall retire by rotation at the AGM in accordance with Bye-law 84(1).

All the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Mr. Tam, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. As an independent non-executive Director, Mr. Tam has demonstrated the ability to provide an independent view to the Company’s matters. The Board is of the

LETTER FROM THE BOARD

view that Mr. Tam is able to continue to fulfill his role as an independent non-executive Director and thus recommends him for re-election at the AGM. Further, the Board is also of the view that Mr. Tam meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines.

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

AGM

A notice convening the AGM to be held at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 8 May 2017 at 10:00 a.m. is set out on pages 23 to 28 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the Issue Mandate (including the Extension Mandate), the Repurchase Mandate, the Refreshment of Scheme Mandate Limit and 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 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 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.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

No Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 28 April 2017 to 8 May 2017, both days inclusive, in order to determine the entitlement to attend the AGM. In order to qualify for attending and voting at the AGM, all transfers accompanied by the

LETTER FROM THE BOARD

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 not later than 4:30 p.m. on Thursday, 27 April 2017.

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 consider the proposed grant of the Issue Mandate (including the Extension Mandate), the Repurchase Mandate, the proposed Refreshment of Scheme Mandate Limit and the proposed 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.

GENERAL

Your attention is also drawn to the appendices to this circular.

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
SkyNet Group Limited
Cai Zhaoyang
*Executive Director, Chairman and
Chief Executive Officer*

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 455,219,666 Shares in issue as at the Latest Practicable Date, would result in 45,521,966 Shares (representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution) being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will be only made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of continuance and Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda. The Company will not repurchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2016) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, 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 the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Xing Hang Limited (“**Xing Hang**”), a company ultimately owned as to 65% by Mr. Cai Zhaoyang, an executive Director, chairman and Chief Executive Officer of the Company, held 179,925,549 Shares, representing approximately 39.52% of the issued Shares. In the event that the Directors exercise in full the Repurchase Mandate and assuming that there will be no change in the issued share capital of the Company and Xing Hang does not dispose of its Shares nor acquire additional Shares prior to any repurchase of Shares, the interest of Xing Hang in the Shares would be increased to approximately 43.92% of the then issued share capital of the Company. In such circumstances, Xing Hang would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors had no intention to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will result in the number of the Shares held by the public being reduced to less than the prescribed minimum percentage of 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

9. CORE CONNECTED PERSON

No core connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
March	4.91	3.00
April	6.30	4.62
May	6.00	4.48
June	4.50	3.87
July	3.90	3.50
August	3.80	3.00
September	4.55	2.95
October	4.90	4.00
November	8.60	4.00
December	9.50	6.70
2017		
January	9.55	7.90
February	8.30	7.80
March (up to the Latest Practicable Date)	8.20	7.20

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:

(1) **Dr. Andrew Goldenberg (“Dr. Goldenberg”)**, executive Director

Dr. Goldenberg, aged 72, has over 40 years of extensive experience and expertise in the engineering of high-tech robotics. Dr. Goldenberg has been a professor in mechanical and industrial engineering specializing in robotics and automation at the University of Toronto since 1982. Dr. Goldenberg is also the founder of Engineering Services Inc. and has been a director of Engineering Services Inc. since its incorporation. Dr. Goldenberg has also been the chief technical officer (the “CTO”) of Engineering Services Inc. since 2015. With effect from the completion of the acquisition of Engineering Services Inc. by the Company on 25 November 2016, Dr. Goldenberg has become the CTO of the Group.

Dr. Goldenberg has been and currently is a professor in the robotics and automation engineering field at various universities and/or institutions, and his major positions in this respect are set out below:

- professor in the department of mechanical and industrial engineering at the University of Toronto from 1982 to 2011;
- Professor Emeritus in the department of mechanical and industrial engineering at the University of Toronto since 2011;
- cross-appointed professor in the department of electrical and computer engineering at the University of Toronto from 1987 to 2011;
- cross-appointed professor in the Institute of Biomaterials and Biomedical Engineering at the University of Toronto since 1987;
- adjunct professor at Ryerson University, Toronto since 2006;
- guest professor in the School of Computer Science and Technology at Nanjing University of Science and Technology of the People’s Republic of China since 2008;
- visiting professor at the Institute of Biomedical Engineering at the Chinese Academy of Medical Science since 2014; and
- visiting professor at Peking Union Medical College since 2014.

Dr. Goldenberg holds a number of professional qualifications, the major ones of which are set out below:

- Life Fellow of the Institute of Electrical and Electronics Engineers, Inc.;
- Fellow of the American Society of Mechanical Engineers;
- Fellow of the Engineering Institute of Canada;
- Fellow of the Canadian Academy of Engineering;
- Fellow of the American Association for the Advancement of Science;
- Member of the Professional Engineers of Ontario; and
- Designated Consulting Engineer in Ontario.

Dr. Goldenberg has also received the following awards:

- PEO Engineering Medal for Entrepreneurship (2010);
- EIC Sir John Kennedy Medal for Outstanding Merit in the Engineering Profession (2013); and
- IEEE Canada A.G.L. McNaughton Gold Medal for exemplary contributions to the Engineering Profession (2016).

Dr. Goldenberg was previously the editor of an archival international journal, IEEE Transactions on Robotics and Automation. He is also a member of the Editorial Boards of Robotica, Journal of Robotics, Robotics Journal, Robotics Research Journal and International Journal of Automation and Computing.

Dr. Goldenberg has been appointed without a fixed term of service. Dr. Goldenberg has a service contract with a subsidiary of the Company which may be terminated by the appointing subsidiary on the greater of 12 months' notice or the applicable employment legislation in force in Ontario, Canada. Dr. Goldenberg will be subject to retirement by rotation and re-election in accordance with the Bye-laws and the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules (the "**Corporate Governance Code**").

As at the Latest Practicable Date, Dr. Goldenberg is entitled to an annual salary of US\$500,000 as the CTO of the Group. Dr. Goldenberg is not entitled to any director's fee or remuneration for his appointment as an executive Director.

As at the Latest Practicable Date, Dr. Goldenberg is beneficially interested in 17.5% of the issued share capital of Xing Hang Limited, the controlling Shareholder, which in turn holds approximately 39.52% of the issued share capital of the Company

Save as disclosed above, as at the Latest Practicable Date, Dr. Goldenberg (i), does not hold any other major appointment or professional qualifications; (ii) does not have any relationship with any director, senior management or substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other positions in the Group; and (iv) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Dr. Goldenberg did not, and was not deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Dr. Goldenberg that need to be brought to the attention of the Shareholders nor is there any information relating to Dr. Goldenberg that is required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules.

(2) **Mr. Lee Chan Wah (“Mr. Lee”)**, executive Director

Mr. Lee, aged 48, was firstly appointed as the company secretary on 13 February 2012 and further appointed as executive Director on 16 August 2012. He resigned as the company secretary on 9 September 2013 and re-appointed as the company secretary on 15 April 2016. He is also the authorised representative and director of a subsidiary of the Company. Mr. Lee has over 20 years of experience in the field of auditing, accounting and finance. He holds a Bachelor of Business Administration degree from the Hong Kong Baptist University. He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Currently there is no service contract entered into between the Company and Mr. Lee. Mr. Lee's appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws and the Corporate Governance Code. He is currently entitled to an emolument of HK\$10,000 per month which was determined with reference to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee (i) has not held any other major appointment or professional qualifications; (ii) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; (iii) does not hold any other positions in the Group; and (iv) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee does not, 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 associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Lee that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(3) **Mr. Zhang Chong**, executive Director

Mr. Zhang Chong, aged 47, has over 20 years of experience in investment and business administration in the People's Republic of China. Mr. Zhang Chong was the vice general manager of Shenzhen Hengye Investment Group Co., Ltd. from 2003 to August 2016. He is currently a director of Engineering Services Inc., a research and development company incorporated in Canada in 1982. Engineering Services Inc. was acquired by the Company on 25 November 2016 and became an indirect wholly-owned subsidiary of the Company. Please refer to the voluntary announcement of the Company dated 23 November 2016 for more details in relation to the acquisition.

Mr. Zhang Chong holds an executive master of business administration degree from Nankai University.

Mr. Zhang Chong has been appointed without a fixed term of service and there is no service agreement between the Company and Mr. Zhang Chong. Mr. Zhang Chong will be subject to retirement by rotation and re-election in accordance with the Bye-laws and the Corporate Governance Code. Mr. Zhang Chong is entitled to an annual remuneration of HK\$2,000,000 for serving as an executive Director. The remunerations are determined by the Board with reference to his duties, market rate and his time, effort, expertise and responsibilities to be exercised on the Group's affairs. The remuneration of Mr. Zhang Chong will be subject to the annual review by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang Chong (i), does not hold any other major appointment or professional qualifications; (ii) does not have any relationship with any director, senior management or substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other positions in the Group; and (iv) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang Chong did not, and was not deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Zhang Chong that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Zhang Chong that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(4) **Mr. Zhang Chongdi**, executive Director

Mr. Zhang Chongdi, aged 65, has over 30 years of experience in industrial production and business administration in the PRC. Mr. Zhang Chongdi holds an undergraduate degree in professional engineering management from the People's Liberation Army Engineering College of the People's Republic of China* (中國人民解放軍工程學院).

Mr. Zhang Chongdi was the general manager of Shenzhen Huahai Mechanical Engineering Co., Ltd. from 1989 to 1991. From 1992 to 2002, Mr. Zhang Chongdi was the chairman and the general manager of Guangdong Welmetal Steel Co., Ltd.. He then worked as the chairman and the general manager of Guangdong Welmetal Group from 2002 to 2013.

* for identification purpose only

Mr. Zhang Chongdi has been the vice chairman of Shenzhen Association of Enterprises with Foreign Investment since 1992 and was a deputy to the Fourth Shenzhen Municipal People's Congress of the PRC from 2005 to 2010.

Mr. Zhang Chongdi has been appointed without a fixed term of service and there is no service agreement between the Company and Mr. Zhang Chongdi. Mr. Zhang Chongdi will be subject to retirement by rotation and re-election in accordance with the Bye-laws and the Corporate Governance Code.

Mr. Zhang Chongdi is entitled to an annual remuneration of US\$500,000 for serving as an executive Director. The remuneration was determined by the Board with reference to his duties, market rate and his time, effort, expertise and responsibilities to be exercised on the Group's affairs. The remuneration of Mr. Zhang Chongdi will be subject to the annual review by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang Chongdi (i), does not hold any other major appointment or professional qualifications; (ii) does not have any relationship with any director, senior management or substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other positions in the Group; and (iv) does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang Chongdi did not, and was not deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Zhang Chongdi that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Zhang Chongdi that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(5) **Mr. Tam B Ray, Billy (“Mr. Tam”)**, independent non-executive Director

Mr. Tam, aged 48, joined the Company as independent non-executive Director on 5 March 2012. He is also a member of each of the audit committee, the nomination committee and the special investigation committee of the Company. Mr. Tam has been a practicing solicitor in Hong Kong for over 20 years. He holds a Bachelor of Laws degree from the University of London, a Bachelor degree in laws of the

People's Republic of China from Tsinghua University and a Master of Laws degree from the University of Hong Kong. Mr. Tam is a partner of Messr. Ho & Tam. He was appointed as an independent non-executive director of China Fortune Financial Group Limited (stock code: 290), a company listed on the Main Board of the Stock Exchange for the period from 4 December 2007 to 21 December 2016 and Silk Road Energy Services Group Limited (stock code: 8250), a company listed on GEM, for the period from 10 November 2011 to 18 June 2014. Mr. Tam has also been a non-executive director of Larry Jewelry International Company Limited (stock code: 8351) ("**Larry Jewelry**"), a company listed on GEM of the Stock Exchange, from 16 December 2010 to 19 September 2014 and Milan Station Holdings Limited (stock code: 1150), a company listed on the Main Board of the Stock Exchange, since 28 April 2011.

The GEM Listing Committee of the Stock Exchange ("**Committee**") made a public statement on 6 August 2015 which involves criticism on, among others, Mr. Tam as a former non-executive director of Larry Jewelry. The Committee found that Mr. Tam breached:

- (1) Rule 5.01(6) of the GEM Listing Rules ("**Rule 5.01(6)**") for (a) failure to consider the application of the announcement requirement under Rule 19.36 of the GEM Listing Rules ("**Rule 19.36**") to the waiver (the "**Waiver**") by a supplemental agreement (the "**Supplemental Agreement**") of a profit guarantee arrangement in relation to an acquisition (the "**Acquisition**") by a subsidiary of Larry Jewelry (the "**Profit Guarantee**") at the relevant time; (b) alternatively, if Mr. Tam did in fact consider the application of Rule 19.36 at the material time, his failure to properly understand the requirements of the GEM Listing Rules and Rule 19.36 in arriving at the decision that the Waiver and the Supplemental Agreement was not a material variation to the Acquisition and was not subject to announcement; and (c) his failure to consult and seek advice from the compliance adviser of Larry Jewelry (the "**Compliance Adviser**"); and
- (2) his obligations under the Director's Declaration and Undertaking given to the Stock Exchange in the form set out in Appendix 6A to the GEM Listing Rules (a) to use his best endeavours to procure Larry Jewelry's compliance with the GEM Listing Rules by reason of (i) failing to contemplate and consider the application of Rule 19.36 in respect of the Waiver and the Supplemental Agreement; and (ii) failing to consult the Compliance Adviser who, had he

done so, could and should have reasonably advised that the Waiver and the Supplemental Agreement constituted a material variation to the Acquisition requiring announcement and shareholders' approval hence preventing a breach of Rule 19.36; and (b) to comply with the GEM Listing Rules to the best of his ability by reason of his breach of Rule 5.01(6).

Further details relating to the aforesaid public statement are set out in the news release made by the Stock Exchange on 6 August 2015.

Currently, there is no service agreement between the Company and Mr. Tam. Mr. Tam's appointment will be subject to retirement by rotation and re-election in accordance with the Bye-laws and the Corporate Governance Code. He is entitled to an emolument of HK\$10,000 per month which was determined with reference to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam (i) has not held any other major appointment or professional qualifications; (ii) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; (iii) does not hold any other positions in the Group; and (iv) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam does not, 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 associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Tam that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Tam that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF AGM

SkyNet Group Limited 航空互聯集團有限公司

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

(Stock Code: 8176)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of SkyNet Group Limited (the “**Company**”) will be held at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 8 May 2017 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2016.
2.
 - (a) To re-elect Dr. Andrew Goldenberg as executive Director.
 - (b) To re-elect Mr. Lee Chan Wah as executive Director.
 - (c) To re-elect Mr. Zhang Chong as executive Director.
 - (d) To re-elect Mr. Zhang Chongdi as executive Director.
 - (e) To re-elect Mr. Tam B Ray, Billy as independent non-executive Director.
 - (f) To authorise the board of Directors to fix the Directors’ remuneration.
3. To appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

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4. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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, bonds and debentures convertible into 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 (including warrants, bonds and debentures convertible into Shares), 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 a share option scheme of the Company; or (iii) any scrip dividend or similar arrangement 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 on the date of the passing of resolution no. 5),

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 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 prior to the next annual general meeting of the Company 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 applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

5. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) 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 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 prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this resolution.”

6. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

NOTICE OF AGM

7. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme passed by an ordinary resolution of the Company on 7 November 2014 and adopted by the Company on the same date, representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, in the manner as set out in paragraph (a) of this resolution below,

- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised do all such acts and things and execute all such documents, including under common seal of the Company where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By Order of the Board
SkyNet Group Limited
Cai Zhaoyang
*Executive Director, Chairman and
Chief Executive Officer*

Hong Kong, 27 March 2017

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Unit 3811, 38/F.
Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

- 1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy 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 AGM 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.

NOTICE OF AGM

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof (as the case may be) and in such event, the form of proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Friday, 28 April 2017 to Monday, 8 May 2017, both days inclusive, in order to determine the entitlement to attend the AGM. In order to qualify for attending and voting at the AGM, all transfers 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 not later than 4:30 p.m. on Thursday, 27 April 2017.
4. In relation to the proposed resolution no. 2 above, Dr. Andrew Goldenberg, Mr. Lee Chan Wah, Mr. Zhang Chong, Mr. Zhang Chongdi and Mr. Tam B Ray, Billy and will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the bye-laws of the Company. Biographical details of them are set out in Appendix II to the circular (the "Circular") of the Company dated 27 March 2017.
5. In relation to the proposed resolutions nos. 4 and 5 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to allot, issue or otherwise deal with new Shares under the GEM Listing Rules. The Directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued under the existing share option scheme of the Company or any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend which may be approved by shareholders of the Company.
6. In relation to the proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the Circular.

As at the date of this notice, the Board comprises six executive Directors, namely Mr. Cai Zhaoyang, Mr. Chan Kin Wah, Billy, Mr. Lee Chan Wah, Mr. Zhang Chong, Mr. Zhang Chongdi and Dr. Andrew Goldenberg; and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Mr. Chu Kin Wang, Peleus and Mr. Tse Joseph.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.

This notice will remain on the "Latest Company Announcements" page of the website of the Growth Enterprise Market at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.skynetgroup.com.hk>.