
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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SkyNet 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 dealer 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)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting (the “**SGM**”) of the Company to be held at Room 4702, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on 7 September 2017 at 10 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.news.hk.

Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and return the same at the Hong Kong branch share registrar and transfer office of the Company, 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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

14 August 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 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:

“Announcement”	the announcement made by the Company on 20 July 2017 in respect of the Change of Company Name
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company
“Change of Company Name”	the proposal to change the Company’s English name from “SkyNet Group Limited” to “SuperRobotics Limited” and adopt “超人智能有限公司” as the secondary name of the Company to replace the existing secondary name in Chinese “航空互聯集團有限公司”
“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, the issued Shares of which are listed on GEM (stock code: 8176)
“Director(s)”	director(s) of the Company
“GEM”	the 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“SGM”	the special general meeting of the Company to be held at Room 4702, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on 7 September 2017 at 10 a.m. for the Shareholders to consider and, if thought fit, approve the Change of Company Name
“Share(s)”	the ordinary share(s) of par value HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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 (*Chairman and
Chief Executive Officer*)

Mr. Lee Chan Wah

Mr. Zhang Chong

Mr. Zhang Chongdi

Dr. Andrew Goldenberg

Independent non-executive Directors:

Mr. Tam B Ray, Billy

Mr. Chu Kin Wang, Peleus

Mr. Tse Joseph

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Room 4702

Far East Financial Centre

16 Harcourt Road

Admiralty, Hong Kong

14 August 2017

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in respect of the proposed Change of Company Name. The purpose of this circular is to provide you with the information regarding the special resolution to be proposed at the SGM for the Change of Company Name and a notice of the SGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “SkyNet Group Limited” to “SuperRobotics Limited”, and to adopt “超人智能有限公司” as the secondary name of the Company to replace its existing secondary name in Chinese “航空互聯集團有限公司”.

LETTER FROM THE BOARD

Conditions for the Change of Company Name

The Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders at the SGM approving the Change of Company Name; and
- (ii) the Registrar of Companies in Bermuda granting approval for the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the new English name and the secondary name in Chinese of the Company being entered in the register maintained by the Registrar of Companies in Bermuda. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in Bermuda and the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will better reflect the Company's future business development of the Group. The Board believes that the new English and Chinese names of the Company will improve the Company's corporate image and position, whereas the Board considers to be in the interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

Assuming all the conditions set out in the paragraph headed "Conditions for the Change of Company Name" having been fulfilled, the Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Registrar of Companies in Bermuda and the Companies Registry in Hong Kong.

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, upon the Change of Company Name becoming effective, continue to be good evidence of legal title to such Shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates

LETTER FROM THE BOARD

for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates will be issued only in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names of the Company.

SGM

The SGM will be held at 10 a.m. on 7 September 2017 at Room 4702, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, approving the Change of Company Name.

A notice convening the SGM is set out on page 6 to 7 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholder is required to abstain from voting on the special resolution to proposed at the SGM.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the SGM to approve the Change of Company Name.

By order of the Board
SkyNet Group Limited

Cai Zhaoyang

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 14 August 2017

NOTICE OF SGM

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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of SkyNet Group Limited (the “Company”) will be held at Room 4702, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on 7 September 2017 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “SkyNet Group Limited” to “SuperRobotics Limited”, and the Chinese name “超人智能有限公司” be adopted as the secondary name of the Company in place of its existing secondary name in Chinese “航空互聯集團有限公司” (the “**Change of Company Name**”), with effect from the date on which the new English name and the secondary name in Chinese of the Company being entered in the register maintained by the Registrar of Companies in Bermuda, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the board

SkyNet Group Limited

Cai Zhaoyang

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 14 August 2017

NOTICE OF SGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Room 4702
Far East Financial Centre
16 Harcourt Road
Admiralty, Hong Kong

Notes:

- (1) A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person at the SGM 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) 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 offices of 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 less than 48 hours before the time for holding the special general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the special general meeting or any adjournment thereof.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the 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.
- (4) Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof, and in such event, the form of proxy shall be deemed to be revoked.
- (5) Any voting of the meeting should be taken by poll.
- (6) The register of members will be closed from 1 September 2017 to 7 September 2017, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the SGM, all transfer of shares, accompanied by the relevant share certificates and transfer forms, 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, for registration not later than 4:30 p.m. on 31 August 2017.