
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Lajin Entertainment Network Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Lajin Entertainment Network Group Limited
拉近網娛集團有限公司*

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

(Stock Code: 8172)

(1) GRANT OF GENERAL MANDATES TO ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF AGM

A notice convening the annual general meeting of the Company to be held at Unit 3903A, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 21 June 2019, at 9:30 a.m. is set out on pages 12 to 15 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Unit 3903A, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 21 June 2019, at 9:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which are set out on pages 12 to 15 of this circular
“associates”	have the same meaning as ascribed in the GEM Listing Rules
“Board”	the board of Directors, including all independent non-executive Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company
“Company”	Lajin Entertainment Network Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the Shares of which are listed on GEM
“Directors”	the directors of the Company from time to time
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares not exceeding 20% of the share capital of the Company in issue on the date of the passing of the relevant resolution
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 May 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



Lajin Entertainment Network Group Limited
拉近網娛集團有限公司*

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

(Stock Code: 8172)

Executive Directors:

Ms. Zhai Shan Shan

Ms. Wu Li

Non-executive Directors:

Mr. Zou Xiao Chun

Mr. Zhou Ya Fei

Mr. Luo Ning

Independent non-executive Directors:

Mr. Wang Ju

Mr. Ng Wai Hung

Mr. Lam Cheung Shing Richard

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Unit 3903A Far East Finance

Centre,

16 Harcourt Road,

Admiralty,

Hong Kong

21 May 2019

To the Shareholders

Dear Sir or Madam,

(1) GRANT OF GENERAL MANDATES TO ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF AGM

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate to the Directors; and (ii) the re-election of Directors.

* *for identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the granting of the General Mandate to the Directors; (ii) the re-election of Directors; and (iii) the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given a general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

As at the Latest Practicable Date, the Company has an aggregate of 4,209,131,046 ordinary Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 841,826,209 Shares.

The General Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate up to (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, the Companies Act or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “Relevant Period”).

RE-ELECTION OF DIRECTORS

According to Bye-law 86(2), the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting.

LETTER FROM THE BOARD

Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

According to Bye-law 87(1), at each annual general meeting one-third of the Directors for the time being, (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

In accordance with Bye-law 86(2), Ms. Zhai Shan Shan shall retire from office at the AGM; whereas in accordance with Bye-law 87(1), Mr. Zou Xiao Chun, Mr. Luo Ning and Mr. Lam Cheung Shing Richard shall retire from office by rotation at the AGM. Being eligible, each of Ms. Zhai Shan Shan, Mr. Zou Xiao Chun, Mr. Luo Ning and Mr. Lam Cheung Shing Richard will offer themselves for re-election as Directors.

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

AGM

A notice convening the AGM to be held at Unit 3903A, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 21 June 2019 at 9:30 a.m. is set out on pages 12 to 15 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, (i) General Mandate of the Directors; and (ii) the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors considers (i) the granting of the General Mandate to the Directors and (ii) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board of
Lajin Entertainment Network Group Limited
Leung Wai Shun Wilson
Company Secretary

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

MS. ZHAI SHAN SHAN (“MS. ZHAI”)

Ms. Zhai Shan Shan (翟姗姗) (“Ms. Zhai”), aged 37, holds a bachelor degree in International Economy and Trade from Beijing Normal University. She possesses extensive experience in administrative management. Ms. Zhai was the CEO’s assistant of Beijing Jingwen Records Communication Co., Ltd.* (北京京文唱片傳播有限公司) from March 2005 to November 2006. From November 2006 to April 2015, Ms. Zhai was the CEO’s assistant of Beijing Wellso Pharmaceutical Co., Ltd.. Ms. Zhai was also appointed as the director of Shenzhen Qianhai Huaren Finance Holdings Group Company Limited* (深圳前海華人金融控股集團有限公司) from November 2014 to March 2015. Ms. Zhai is currently the Head of Chief Strategist Office of the Group, responsible for human resources, administrative management and coordination of the daily operation and communication between different departments. Furthermore, Ms. Zhai is currently the director of Beijing Centergate Technologies (Holding) Co., Ltd. (stock code: 000931.SZ). Save as disclosed above, Ms. Zhai does not, nor did she in the past three years, hold any directorship in other listed public companies.

Ms. Zhai will enter into a service contract with the Company and she has been appointed for a nonspecific term. In accordance with the bye-laws of the Company, Ms. Zhai is subject to retirement by rotation and re-election at the Company’s general meetings. Ms. Zhai will continue to receive a remuneration of RMB770,000 per annum which is determined with reference to her duties and responsibilities in the Company, the Company’s performance and the prevailing market rate. The director’s remuneration for Ms. Zhai will be reviewed annually by the remuneration committee with reference to her duties and responsibilities with the Company.

As at the date of this announcement, Ms. Zhai is one of the registered shareholders of Beijing Lajin Yingye Company Limited* (北京拉近影業有限公司), Beijing Lajin Huyu Wenhua Chuanmei Company Limited* (北京拉近互娛文化傳媒有限公司) and Jiaxuan Huanqiu Yingye Company Limited* (稼軒環球影業有限公司) (collectively referred as the “Operating Companies”). Ms. Zhai has entered into a series of structural contracts (the “Structural Contracts”) with subsidiaries of the Group. Through the contractual arrangement of the Structural Contracts, the business control, economic interests and risks of the Operating Companies will flow to the Company or its wholly-owned subsidiaries. Ms. Zhai does not hold any directorship or other positions in the Operating Companies. The Board is of the view that the possibility of material potential conflicts of interest between Ms. Zhai and the Company from the above arrangement is remote. Save as

disclosed above, Ms. Zhai does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO).

Ms. Zhai does not have any relationship with any existing directors and senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Save as disclosed above, there is no information relating to Ms. Zhai that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters in relation to the appointment of Ms. Zhai that needs to be brought to the attention of the shareholders of the Company.

MR. ZOU XIAO CHUN (“MR. ZOU”)

Mr. Zou Xiao Chun, aged 49, graduated from the Department of Law of Nanchang University (formerly known as Jiangxi University) (南昌大學(原江西大學)法律專業專科) in June 1990 and was granted the Chinese Lawyers Qualification Certificate (中國律師資格證書) in July 1991. Mr. Zou was also granted the Chinese Tax Advisers Qualification Certificate (中國稅務師資格證書) in September 1995 and the Pass Certificate for the National Notary Public Qualification Examination (國家公證員資格考試合格證書) in December 1995. Furthermore, Mr. Zou was qualified as an industrial economist (工業經濟師) in October 1996. Mr. Zou has been a practising lawyer for 20 years and has practiced in legal areas relating to capital markets in the PRC for 10 years. Mr. Zou is currently a member of the remuneration committee of the Company. In June 2006, Mr. Zou founded Beijing John & Law Firm (北京市中逸律師事務所) and he still serves as a founding partner of this firm. Between 2001 and 2011, Mr. Zou has been acting as the retainer legal adviser for Beijing Eagle Investment Co. Ltd (北京鵬潤投資有限公司) and Beijing Gome Electrical Appliance Co., Ltd (北京國美電器有限公司), both of which are controlled by Mr. Wong Kwong Yu, the controlling Shareholder of the Company. Between December 2008 and March 2011, Mr. Zou was a director and vice chairman of Beijing Centergate Technologies (Holding) Co., Limited (北京中關村科技發展(控股)股份有限公司) (a company listed on the Shenzhen Stock Exchange) and since May 2012, has been re-appointed as a director of such company. Since 2011, Mr. Zou has been appointed as a member of the Executive Committee of GOME Holding Group Company Limited (國美控股集團有限公司), a company controlled by Mr. Wong Kwong Yu. Between June 2011 and June 2014, Mr. Zou was a director and vice chairman of Sanlian Commercial Co., Limited (三聯商社股份有限公司) (a company listed on the Shanghai Stock Exchange). Since December 2010, Mr. Zou has been an executive director of GOME Electrical Appliances Holding Ltd. (together with its subsidiaries, the “GOME Group”), a company listed on

the main board of the Stock Exchange and controlled by Mr. Wong Kwong Yu. From December 2010 to December 2013, Mr. Zou also served as the Vice President and then the Senior Vice President of the GOME Group. Since December 2013, Mr. Zou became the director and chairman of YouWan Technology (Beijing) Co., Limited (優萬科技(北京)股份有限公司) (a company listed on National Equities Exchange and Quotations). Mr. Zou was appointed as the executive director of Beijing YiPing Capital Management Co., Limited and the chairman of Jian Dao Zhong Chuang Investment Co., Limited in August 2014. From March 2015, Mr. Zou has been appointed as the independent non-executive director of the Company.

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

Mr. Zou has entered into a letter of appointment with the Company for a term of 3-year. In accordance to the Bye-laws of the Company, Mr. Zou is subject to retirement by rotation and re-election at the Company's general meetings. Mr. Zou currently receives no remuneration from the Group. As at the date of this circular, Mr. Zou has no interest in the Company.

Save as disclosed herein, he does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Zou does not have any relationship with any existing directors and senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules of the Stock Exchange). Save as disclosed above, there is no information relating to Mr. Zou that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Zou that needs to be brought to the attention of the shareholders of the Company.

MR. LUO NING (“MR. LUO”)

Mr. Luo Ning, aged 60, is currently the Assistant to the President of CITIC Group Corporation (a major shareholder of the Company), deputy chairman of CITIC Guoan Group Company Limited, chairman and general manager of CITIC Networks Company Limited, and chairman of CITIC Guoan Information Industry Company Limited (a company listed on the Shenzhen Stock Exchange Limited in the PRC). He is also a nonexecutive director of Asia Satellite Telecommunications Holdings Limited (stock code: 1135) and an executive director of CITIC Telecom International Holdings Limited (stock

code:1883) and Frontier Services Group Limited (stock code: 500) (all the companies are listed on the main board of the Stock Exchange). He also holds the position of director of a number of subsidiaries of CITIC Group Corporation. Mr. Luo was previously the vice chairman of CITIC 21CN Company Limited (now being “Alibaba Health Information Technology Limited”) from 2002 to 2014. Mr. Luo possesses extensive experience in the communication industry and holds a bachelor degree in communication from The Wuhan People’s Liberation Army Institute of Communication Command.

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

Mr. Luo will enter into a service contract with the Company for a term of 3 years. In accordance to the bye-laws of the Company, Mr. Luo is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Luo does not receive any director fee.

As at the date of this circular, Mr. Luo does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO).

To the best knowledge of the directors of the Company, Mr. Luo is an employee of CITIC Group Corporation, being the holding company of one of the substantial shareholders of the Company.

Save as disclosed above, Mr. Luo does not have any relationship with any existing directors and senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules of the Stock Exchange).

Save as disclosed above, there is no information relating to Mr. Luo that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Luo that needs to be brought to the attention of the shareholders of the Company.

MR. LAM CHEUNG SHING RICHARD (“MR. LAM”)

Mr. Lam Cheung Shing, Richard, aged 59, is a fellow member of both Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants. Currently, Mr. Lam serves as the chairman of both the audit committee and the remuneration committee, and as a member of the nomination committee of the Company. Mr. Lam was admitted to the master’s Degree of Business Administration

in The Chinese University of Hong Kong in 2006. Mr. Lam spent over ten years in PriceWaterhouseCoopers, an international accounting firm, and promoted to be a senior audit manager, and is equipped with extensive experience in accountancy, taxation and corporate finance. Mr. Lam was admitted as an Executive Director of Everchina Int'l. Holdings Company Limited (“Everchina”), a company listed on the Stock Exchange, since September 2001, and is the deputy chairman and chief executive officer of Everchina since June 2009. Prior to joining Everchina, Mr. Lam held senior positions in a number of listed companies in Hong Kong, including Sun Hung Kai & Co., Limited, Kingsway SW Asset Management Limited and U-Cyber Technology Holdings Limited. Mr. Lam was also an independent non-executive director of Eagle Legend Asia Limited from May 2013 to December 2014, an executive director of Kai Yuan Holdings Limited from December 2001 to July 2008 and re-designated as a non-executive director from July 2008 to November 2008, and an executive director of China Pipe Group Limited from June 2007 to February 2009, all being companies listed on the Stock Exchange.

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

Mr. Lam has entered into a letter of appointment with the Company for a term of 3 years. In accordance to the Bye-laws of the Company, Mr. Lam is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Lam currently receives a remuneration of HK\$240,000 per annum, which is determined with reference to his duties and responsibilities with the Company and the prevailing market situation and is subject to review by the remuneration committee of the Company and the Board from time to time.

As at the date of this circular, Mr. Lam does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO).

Mr. Lam does not have any relationship with any existing directors and senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules of the Stock Exchange).

Save as disclosed above, there is no information relating to Mr. Lam that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Lam that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



Lajin Entertainment Network Group Limited 拉近網娛集團有限公司*

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

(Stock Code: 8172)

NOTICE IS HEREBY GIVEN that an annual general meeting of Lajin Entertainment Network Group Limited (the “Company”) will be held at Unit 3903A, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 21 June 2019 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following ordinary business with or without amendments as ordinary resolutions of the Company:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2018;
2.
 - (a) To re-elect Ms. Zhai Shan Shan as an executive Director;
 - (b) To re-elect Mr. Zou Xiao Chun as a non-executive Director;
 - (c) To re-elect Mr. Luo Ning as a non-executive Director;
 - (d) To re-elect Mr. Lam Cheung Shing Richard as an independent non-executive Director; and
 - (e) To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint Ernst & Young as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

To, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions and a special resolution respectively:

* *for identification purpose only*

NOTICE OF AGM

ORDINARY RESOLUTIONS

4. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM Listing Rules”) 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 to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the previous share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (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),

NOTICE OF AGM

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) (the “Companies Act”) or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

Yours faithfully

By order of the Board of

Lajin Entertainment Network Group Limited

Leung Wai Shun Wilson

Company Secretary

Hong Kong, 21 May 2019

NOTICE OF AGM

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

*Head office and principal place of
business in Hong Kong:*
Unit 3903A,
Far East Finance Centre
16 Harcourt Road, Admiralty
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the annual general meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 7:00 a.m. on Friday, 21 June 2019, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.