
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 Warrants (as defined below) and/or shares in **HengTen Networks Group Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HENG TEN NETWORKS GROUP LIMITED

恒騰網絡集團有限公司

(a company incorporated in Bermuda with limited liability)

(Stock Code: 136)

(Stock Code of Warrants: 1493)

Executive Directors:

Ms. Zhang Xiaohua (*Chairlady*)
Mr. Liu Yongzhuo
Mr. Huang Xianguai
Mr. Zhuo Yueqiang

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. Chau Shing Yim, David
Mr. Nie Zhixin
Mr. Chen Haiquan
Professor Shi Zhuomin

Head Office and

Principal Place of Business:
Suites 1501-07
One Pacific Place
88 Queensway
Hong Kong

20 January 2017

*To the holders of the Warrants and, for information only,
the shareholders of the Company*

EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE WARRANTS

The board of directors (the “**Board**”) of HengTen Networks Group Limited (the “**Company**”) wishes to remind the holders of the bonus warrants issued by the Company (Warrant Code: 1493) (the “**Warrants**”) entitling holders thereof to subscribe for new shares in the capital of the Company (the “**Share(s)**”) at the subscription price of HK\$0.2 per Share (as adjusted) that, in accordance with the terms and conditions of the instrument dated 24 February 2015 constituting the Warrants, the subscription rights attaching to the Warrants (the “**Subscription Rights**”) will expire at 4:00 p.m. on Thursday, 23 February 2017. Thereafter, any Subscription Rights which have not been exercised by 4:00 p.m. on Thursday, 23 February 2017 will lapse and certificates of the Warrants will cease to be valid for any purpose.

In respect of the expiry of the Subscription Rights, the Company has made the following arrangements regarding the dealings in, transfers of and exercise of the Subscription Rights:

1. The last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will be Monday, 20 February 2017 and trading of the Warrants on the Stock Exchange will close after 4:00 p.m. on Monday, 20 February 2017. The listing of the Warrants will be withdrawn from the Stock Exchange with effect from 4:00 p.m. on Thursday, 23 February 2017, and an application has been made to the Stock Exchange for the withdrawal of listing of the Warrants with effect from 4:00 p.m. on Thursday, 23 February 2017.
2. The registered holders of the Warrants who wish to exercise in whole or in part their Subscription Rights must lodge with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited (the “**Share Registrar**”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, the following documents by no later than 4:00 p.m. on Thursday, 23 February 2017:
 - (i) the relevant certificate(s) of the Warrants;
 - (ii) the duly completed and signed subscription form(s); and
 - (iii) remittances for the relevant subscription moneys.

3. Holders of the Warrants who have not registered their holdings in the Warrants under their own names and wish to exercise in whole or in part of any of their Subscription Rights must lodge with the Share Registrar at the abovementioned address the following documents by no later than 4:00 p.m. on Thursday, 23 February 2017:
- (i) the relevant duly executed and stamped instrument(s) of transfer(s) and/or other document(s) of title;
 - (ii) the relevant certificate(s) of the Warrants;
 - (iii) the duly completed and signed subscription form(s); and
 - (iv) remittances for the relevant subscription moneys.

Subscription forms and the relevant accompanying documentation lodged with the Share Registrar later than 4:00 p.m. on Thursday, 23 February 2017 will not be regarded as valid and will therefore not be accepted.

Shares to be issued pursuant to the exercise of the Subscription Rights will, when issued, rank pari passu in all respects with the then existing issued Shares. Under the terms of the instrument constituting the Warrants, new Shares will be allotted and issued not later than 28 days after the date of the exercise of the Subscription Rights.

The closing prices of the Shares and the Warrants on the Stock Exchange on 18 January 2017 (being the latest practicable date prior to the printing of this circular) were HK\$0.28 per Share and HK\$0.05 per unit of Warrant, respectively.

Holders of the Warrants who are in doubt as to their position or their action to be taken are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

By order of the Board of
HengTen Networks Group Limited
Zhang Xiaohua
Chairlady

Hong Kong, 20 January 2017