
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of November 2022
Commission File Number: 001-33765**

AIRNET TECHNOLOGY INC.

(Exact name of registrant as specified in its charter)

**Suite 301
No. 26 Dongzhimenwai Street
Chaoyang District, Beijing 100027
The People's Republic of China**
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AIRNET TECHNOLOGY INC.

Date: November 4, 2022

By: /s/ Dan Shao

Name: Dan Shao

Title: Chief Executive Officer

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AirNet Announces Extraordinary General Meeting Date and Proposed ADS Ratio Change

HOUSTON, November 4, 2022 /PRNewswire/ -- AirNet Technology Inc., formerly known as AirMedia Group Inc. (“AirNet” or the “Company”) (Nasdaq: ANTE), today announced it has called an extraordinary general meeting of shareholders (the “EGM”), to be held at Suite 301, No. 26 Dongzhimenwai Street, Chaoyang District, Beijing 100027, People’s Republic of China on November 30, 2022 at 10:00 A.M. (Beijing time). The proposal to be submitted for shareholders’ approval at the extraordinary general meeting is to consider and vote on the resolution to consolidate every forty of the authorized (whether issued or unissued) shares of each class of par value of US\$0.001 each in the capital of the Company into one share of the same class of par value of US\$0.04 each (“Share Consolidation”), such that following and as a result of the Share Consolidation, the authorized share capital of the Company will be US\$1,000,000 divided into 22,500,000 ordinary shares of a nominal or par value of US\$0.04 each and 2,500,000 preferred shares of a nominal or par value of US\$0.04 each.

The record date (the “Record Date”) for determining the shareholders entitled to receive notice of the extraordinary general meeting or any adjournment or postponement thereof has been set as November 7, 2022. Holders of record of the Company’s ordinary shares at the close of business on the Record Date are entitled to attend the extraordinary general meeting and any adjournment or postponement thereof in person.

Subject to the approval of Share Consolidation at the EGM, the Share Consolidation will be effective at 5:00 P.M., on December 9, 2022 (U.S. Eastern time). Any fractional shares held by any shareholder following and as a result of upon the Share Consolidation will be rounded up to the next whole number, by means of the Company issuing to such shareholder such additional fraction of a share (with a par value of US\$0.04), credited as fully paid, as shall be necessary to achieve such whole number.

The Board has also approved, conditional upon the Share Consolidation, to change the ratio of its American Depositary Receipts representing ordinary shares of the Company from one (1) American depositary share (“ADS”) for ten (10) ordinary shares of the Company to one (1) ADS for one (1) ordinary share of the Company (the “ADS Ratio Change”). No physical action by ADS holders will be required to effect the ratio change, as the change will be effected on the books of the depository. The effect of the ratio change on the ADS trading price on the Nasdaq Capital Market is expected to take place at the open of business on December 12, 2022, assuming the Share Consolidation is approved at the extraordinary general meeting on November 30, 2022.

Forward-Looking Statements

This announcement contains forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “is expected to,” “anticipates,” “aim,” “future,” “intends,” “plans,” “believes,” “are likely to,” “estimates,” “may,” “should” and similar expressions. The Company may also make written or oral forward-looking statements in its reports filed with, or furnished to, the U.S. Securities and Exchange Commission, in its annual reports to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Forward-looking statements are based upon management’s current expectations and current market and operating conditions, and involve inherent risks and uncertainties, all of which are difficult to predict and many of which are beyond the Company’s control, which may cause its actual results, performance or achievements to differ materially from those in the forward-looking statements. Further information is included in the Company’s filings with the U.S. Securities and Exchange Commission. All information provided in this announcement is as of the date of this announcement, and the Company does not undertake any obligation to update any forward-looking statement as a result of new information, future events or otherwise, except as required under law.

Company Contact

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Director, Investor Relations
AirNet Technology Inc.
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Email: ir@ihangmei.com

AIRNET TECHNOLOGY INC.
(Incorporated in the Cayman Islands with limited liability)
(Nasdaq: ANTE)

NOTICE OF EXTRAORDINARY GENERAL MEETING
to Be Held on November 30, 2022
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of AirNet Technology Inc. (the “Company”) will be held at Suite 301, No. 26 Dongzhimenwai Street, Chaoyang District, Beijing 100027, People’s Republic of China on November 30, 2022 at 10:00 A.M. (local time), and at any adjourned or postponed meeting thereof, for the following purposes:

To consider and, if thought fit, pass an ordinary resolution to consolidate every forty of the authorized (whether issued or unissued) shares of each class of par value of US\$0.001 each in the capital of the Company into one share of the same class of par value of US\$0.04 each (the “Share Consolidation”), with such Share Consolidation to be effective at 5:00 P.M., on December 9, 2022 (U.S. Eastern time), such that following and as a result of the Share Consolidation, the authorized share capital of the Company will be US\$1,000,000 divided into 22,500,000 ordinary shares of a nominal or par value of US\$0.04 each and 2,500,000 preferred shares of a nominal or par value of US\$0.04 each.

The Board has also approved a proposed change of the ratio of the Company’s American Depositary Receipts representing ordinary shares, which is not subject to shareholder approval and thus not an agenda for consideration at the EGM, from one (1) American depositary share (“ADS”) for ten (10) ordinary shares to one (1) ADS for one (1) ordinary share (the “ADS Ratio Change”), conditional upon the Share Consolidation. The Share Consolidation and the ADS Ratio Change are not intended to modify the rights of existing shareholders in any material respect.

Any fractional shares held by any shareholder following and as a result of the Share Consolidation will be rounded up to the next whole number, by means of the Company issuing to such shareholder such additional fraction of a share (with a par value of US\$0.04), credited as fully paid, as shall be necessary to achieve such whole number.

The Board has provided the following ordinary resolution for approval by the Company’s shareholders:

“**RESOLVED THAT**, every forty of the authorized (whether issued or unissued) shares of each class of par value of US\$0.001 each in the capital of the Company be and are hereby consolidated into one share of the same class of par value of US\$0.04 each (the “Share Consolidation”), with such Share Consolidation to be effective at 5:00 P.M., on December 9, 2022 (U.S. Eastern time), such that following and as a result of the Share Consolidation, the authorized share capital of the Company will be US\$1,000,000 divided into 22,500,000 ordinary shares of a nominal or par value of US\$0.04 each and 2,500,000 preferred shares of a nominal or par value of US\$0.04 each.”

The Board has fixed the close of business on November 7, 2022 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the EGM or any adjourned or postponed meeting thereof. The Board recommends the shareholders to vote FOR the resolution.

In respect of the matters requiring shareholders’ vote at the EGM, each ordinary share is entitled to one vote. Each ADS represents ten ordinary shares.

Voting by Holders of Ordinary Shares

Holders of record of the Company’s ordinary shares at the close of business on the Record Date are entitled to vote at the EGM and any adjourned or postponed meeting thereof and are cordially invited to attend the EGM in person. Your vote is important. If you cannot attend the EGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than the time appointed for the EGM to ensure your representation at such meeting. Please refer to the proxy form, which is attached to and made a part of this notice.

Voting by Holders of ADSs

Holders of ADSs who wish to exercise their voting rights for the underlying ordinary shares represented by their ADSs must act through JPMorgan Chase Bank, N.A., the depositary of the Company’s ADS program (the “**Depositary**”), by submitting a Voting Instruction Card to the Depositary. The Depositary has advised us that it intends to mail to all ADS holders a Voting Instruction Card containing a link to the Company’s website (<http://ir.airnetgroup.cn/>) containing this notice of EGM. If you wish to have the Depositary, through its nominee or nominees, vote or execute a proxy to vote the Shares represented by your ADSs, please execute and forward to the Depositary the Voting Instruction Card sent to you by the Depositary. A postage-paid envelope will be provided to you for this purpose. The Voting Instruction Card should be executed in such a manner as to show clearly how you wish to vote in regard to the Company’s proposals. Alternatively, you may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card must be forwarded in sufficient time to reach the Depositary before 12:00 P.M. (U.S. Eastern time), November 28, 2022. Only the registered ADS holders of record at the close of business on November 7, 2022 will be entitled to execute the Voting Instruction Card.

By Order of the Board of Directors,

/s/ Herman Man Guo

Herman Man Guo

Chairman and Interim Chief Financial Officer

Beijing, November 4, 2022

AIRNET TECHNOLOGY INC.
(Incorporated in the Cayman Islands with limited liability)
(Nasdaq: ANTE)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING
to Be Held on November 30, 2022
(or any adjourned or postponed meeting thereof)

Introduction

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of AirNet Technology Inc., a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding ordinary shares of the Company, par value US\$0.001 per share (“**Ordinary Shares**”) to be exercised at the Extraordinary General Meeting of the Company (the “**EGM**”) to be held at Suite 301, No. 26 Dongzhimenwai Street, Chaoyang District, Beijing 100027, People’s Republic of China on November 30, 2022 at 10:00 A.M. (local time), and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying Notice of Extraordinary General Meeting (the “**EGM Notice**”). This Form of Proxy and the accompanying EGM Notice are first being mailed to the shareholders of the Company on or about November 8, 2022.

Only the holders of record of Ordinary Shares at the close of business on November 7, 2022 (the “**Record Date**”) are entitled to notice of and to vote at the EGM. **In respect of the matters requiring shareholders’ vote at the EGM, each Share is entitled to one vote.** Each American depositary share of the Company (“**ADS**”) represents ten Ordinary Shares. Holders of ADSs who wish to exercise their voting rights for the underlying Ordinary Shares represented by ADSs must act through JPMorgan Chase Bank, N.A., the depositary of the Company’s ADS program. As of the close of business on the Record Date, we expect that 356,947,340 Ordinary Shares (including underlying Ordinary Shares represented by ADSs, but excluding 992,720 Ordinary Shares and Ordinary Shares represented by ADSs reserved for settlement upon exercise of incentive share awards of the Company) are issued and outstanding.

The quorum of the EGM is one or more shareholders entitled to vote and present in person or by proxy or (in the case of a shareholder being a corporation) by its duly authorized representative holding not less than an aggregate of one-third of all voting share capital of the Company.

Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the holder of the proxy will vote the Ordinary Shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the EGM acts as proxy and is entitled to exercise his discretion, he has indicated he will vote the Ordinary Shares FOR the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at the offices of Maples Corporate Services Limited, P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands, with a copy delivered to its principal executive offices at Suite 301, No. 26 Dongzhimenwai Street, Chaoyang District, Beijing 100027, People's Republic of China or (ii) by voting in person at the EGM.

To be valid, this Form of Proxy must be completed, signed and returned to the Company's principal executive offices (to the attention of: Wenjun Liu) at Suite 301, No. 26 Dongzhimenwai Street, Chaoyang District, Beijing 100027, People's Republic of China as soon as possible so that it is received by the Company not less than 48 hours before the time appointed for holding the EGM.

AIRNET TECHNOLOGY INC.
(Incorporated in the Cayman Islands with limited liability)
(Nasdaq: ANTE)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING
to Be Held on November 30, 2022
(or any adjourned or postponed meeting thereof)

I/We _____ [insert name] of _____ [insert address]
being the registered holder of _____ ordinary shares¹, par value US\$0.001 per share, of AirNet Technology Inc. (the “**Company**”) hereby
appoint the Chairman of the Extraordinary General Meeting (the “**Chairman**”)² or
of _____ as my/our proxy to attend and to vote
for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjourned or postponed meeting thereof) of the Company to be held on
November 30, 2022 at 10:00 A.M. (local time) at Suite 301, No. 26 Dongzhimenwai Street, Chaoyang District, Beijing 100027, People’s Republic of China, and
in the event of a poll, to vote for me/us and on my/out behalf on the resolutions in respect of the matters specified in the Notice of EGM as indicated below, or if
no such indication is given, in his or her discretion³.

ORDINARY RESOLUTION: Be it resolved, as an ordinary resolution, to consolidate every forty of the authorized (whether issued or unissued) shares of each class of par value of US\$0.001 each in the capital of the Company into one share of the same class of par value of US\$0.04 each (the “Share Consolidation”), with such Share Consolidation to be effective at 5:00 P.M., on December 9, 2022 (U.S. Eastern time), such that following and as a result of the Share Consolidation, the authorized share capital of the Company will be US\$1,000,000 divided into 22,500,000 ordinary shares of a nominal or par value of US\$0.04 each and 2,500,000 preferred shares of a nominal or par value of US\$0.04 each.

FOR AGAINST ABSTAIN

Dated _____, 2022 Signature(s)⁴ _____

1. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided, failing which the Chairman will be appointed as your proxy.
 2. Please insert the number of ordinary shares registered in your name(s) to which this proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all ordinary shares in the Company registered in your name(s).
 3. If any proxy other than the Chairman is preferred, strike out the words “**the Chairman of the Extraordinary General Meeting**” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his or her stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
 4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, TICK THE BOX MARKED “ABSTAIN”.** The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the proxy will vote the Ordinary Shares in his or her discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the Chairman acts as proxy and is entitled to exercise his discretion, he has indicated his intent to vote the Ordinary Shares FOR the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. Your proxy will also be entitled to vote or abstain at his or her discretion on any amendment to the resolution referred to in the EGM Notice which has been properly put to the EGM.
 5. This Form of Proxy is for use by shareholders only and must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under the hand of an officer or attorney duly authorized to sign the same.
 6. Whether or not you propose to attend the relevant meeting(s) in person, you are strongly advised to complete and return this form of proxy in accordance with these instructions. To be valid, this form must be completed and deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at the Company's principal executive offices at Suite 301, No. 26 Dongzhimenwai Street, Chaoyang District, Beijing 100027, People's Republic of China, in each case marked for the attention of Wenjun Liu, as soon as possible and in any event not later than 48 hours before the time for holding the relevant meeting or any adjourned meeting. Returning this completed form of proxy will not preclude you from attending the relevant meeting(s) and voting in person if you so wish.
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AIRNET TECHNOLOGY INC.

**TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS ("ADRs")
REPRESENTING ORDINARY SHARES OF
AIRNET TECHNOLOGY INC.**

Please refer to the reverse side of this card for the Resolution to be voted at the Meeting.

FOLD AND DETACH HERE

Resolution 1

Address change Mark box, sign and indicate changes/comments below.

Mark box at right if you wish to give a discretionary proxy to a person designated by the Company.
PLEASE NOTE: Marking this box voids any other instructions marked above.

Sign below Date: _____

1. Be it resolved, as an ordinary resolution, to consolidate every forty of the authorized (whether issued or unissued) shares of each class of par value of US\$0.001 each in the capital of the Company into one share of the same class of par value of US\$0.04 each (the "Share Consolidation"), with such Share Consolidation to be effective at 5:00 P.M., on December 9, 2022 (U.S. Eastern time), such that following and as a result of the Share Consolidation, the authorized share capital of the Company will be US\$1,000,000 divided into 22,500,000 ordinary shares of a nominal or par value of US\$0.04 each and 2,500,000 preferred shares of a nominal or par value of US\$0.04 each.

Airnet Technology Inc.
JPMorgan Chase Bank, N.A., Depository
PO Box 64873, Saint Paul MN 55164-0873

Voting Instruction Card

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.
