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中 彩 網 通 控 股 有 限 公 司
China Netcom Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8071)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Netcom Technology Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 13 December 2019 at 11:00 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution (with or without modification):

ORDINARY RESOLUTION

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrants (as defined below) and any new shares of the Company (the “**Shares**”) which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants, the directors of the Company (the “**Directors**”) be and are hereby authorised:
 - (a) to create and issue 700,655,257 warrants (the “**Warrants**”) at the issue price of HK\$0.001 per Warrant, which shall be in registered form, carrying rights to subscribe for 700,655,257 new Shares at the initial subscription price of HK\$0.054 (subject to adjustment) per Share and shall be exercisable at any time from the date of the vesting of the Warrants and end on the date falling 36 months from the date of the vesting of the Warrants (both dates inclusive) on the terms and conditions set out in the warrant instrument (the “**Warrant Instrument**”) (a copy of a draft of which marked “**A**” is produced to this meeting and signed for the purpose of identification by the Chairman of this meeting) to Yun Ma Limited;

- (b) as a specific mandate to the Directors, to allot and issue new Shares upon exercise of the subscription rights attaching to the Warrants or any of them, such new Shares shall rank *pari passu* in all respects with the then existing issued Shares, which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrants;
- (c) any one or more Directors be and is hereby authorised to sign and to execute the said Warrant Instrument, certificates for the Warrants and all other documents, deeds and instruments (the “**Relevant Documents**”) under hand or, where necessary, any two Directors be and are hereby authorised to sign and to execute the Relevant Documents under seal of the Company in accordance with the articles of association of the Company, as the Directors consider necessary or expedient to give effect to the Warrant Instrument and other transactions contemplated in this resolution; and
- (d) any one or more Directors be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such acts and things as he or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the transactions contemplated under this resolution or the Warrant Instrument or all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”

By order of the Board
China Netcom Technology Holdings Limited
Sun Haitao
Chairman and Executive Director

27 November 2019

As of the date hereof, the Board comprised the following Directors:

Executive Directors:

Mr. Sun Haitao (*Chairman*)

Mr. Zhao Ke

Independent non-executive Directors:

Mr. Song Ke

Mr. Wu Bo

Mr. Michael Yu Tat Chi

Head office and principal place of

business in Hong Kong:

Unit 1006, 10th Floor

Tower One, Lippo Centre

89 Queensway

Hong Kong

Notes:

- (a) Any shareholder (the “**Shareholder**”) of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a Shareholder.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto; if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (e) For the purpose of determining Shareholders who are qualified for attending and voting at the meeting, the register of members of the Company will be closed from Thursday, 12 December 2019 to Friday, 13 December 2019, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all Share transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 11 December 2019.
- (f) If a typhoon signal number 8 or above is hoisted or a “black” rainstorm warning signal is in force at or at any time after 8 a.m. on the date of the above meeting, the above meeting will be adjourned. An announcement will be posted on the websites of the Company and the Stock Exchange to notify the Shareholders of the date, time and place of the adjourned meeting. The above meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.
- (g) If Shareholders have any particular access request or special need for participating in the above meeting, please contact the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited (telephone: +852 2980 1333) on or before Wednesday, 11 December 2019.

This notice, 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 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 GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at www.irasia.com/listco/hk/chinanetcom.