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VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8033

PROPOSED AMENDMENT TO THE EXISTING BYE-LAWS

This announcement is made by the Company pursuant to rule 17.50(1) of the GEM Listing Rules.

The Board proposes to amend the Existing Bye-laws to:

- 1 enable the Company to hold Shares repurchased by the Company as Treasury Shares as permitted by the GEM Listing Rules;
- 2 bring the Bye-laws in line with the latest regulatory requirements of the GEM Listing Rules in respect of the electronic dissemination of corporate communications;
- 3 enable the holding of general meetings which Members can attend virtually with the use of technology and can cast votes by electronic means to align with the latest Core Shareholder Protection Standards in Appendix A1 of the GEM Listing Rules;
- 4 prepare for the uncertificated securities market regime;
- 5 enable the Members to give instructions, receive corporate action proceeds and pay subscription moneys for offers to subscribe for new securities by electronic means; and
- 6 make other consequential and housekeeping changes to better align with the wordings in the GEM Listing Rules and the applicable laws of Bermuda.

(collectively, the “Proposed Amendments”)

Accordingly, the Board proposes to adopt the New Bye-laws in substitution for, and to the exclusion of, the Existing Bye-laws.

The Proposed Amendments and the adoption of the New Bye-laws are subject to the approval of the Members by way of a special resolution at the forthcoming AGM and, if approved, will take effect immediately after the close of the AGM.

A circular containing, among other things, details of the Proposed Amendments, and a notice convening the forthcoming AGM is despatched to the Members on 29th May 2026.

DEFINITIONS

“AGM”	annual general meeting of the Company
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company from time to time
“Capital Market Intermediary”	any corporation or authorised financial institution, licensed or registered under SFO that engages in specified activities under paragraph 21.1.1 of the Code of Conduct, including, without limitation, a Capital Market Intermediary appointed pursuant to rule 6A.40 of the GEM Listing Rules. An Overall Coordinator is also a Capital Market Intermediary
“Code of Conduct”	Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission established under section 3 of the Securities and Futures Commission Ordinance and continuing in existence under section 3 of SFO
“Company”	Vodatel Networks Holdings Limited (not applicable to Hong Kong Securities Clearing Company Limited)
“Debt Securities”	debenture or loan stock, debentures, bonds, notes and other securities or instruments acknowledging, evidencing or creating indebtedness, whether secured or unsecured and options, warrants or similar rights to subscribe or purchase any of the foregoing and convertible debt securities
“Director”	the director of the Company
“Exchange”	The Stock Exchange of Hong Kong Limited, a company incorporated in Hong Kong with limited liability
“Existing Bye-laws”	the existing Bye-laws adopted by way of special resolutions passed by the Members on 17th June 2022
“GEM”	GEM operated by the Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM made by the Exchange from time to time, their appendices, listing application forms, formal applications, marketing statements and declarations required to be made in respect of listing on GEM by Sponsors, Overall Coordinators and Issuers and other forms published in the “Regulatory Forms” section of the Website of the Exchange from time to time and the rules governing listing or issue fees, and levies, trading fees, brokerage and other charges relating to transactions of securities listed or to be listed on GEM as published in the “Fees Rules” section of the Website of the Exchange from time to time, published on the Website of the Exchange that are indicated as being part of the GEM Listing Rules, any contractual arrangement entered into with any party under them, and rulings of the Exchange made under them
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKEC”	Hong Kong Exchanges and Clearing Limited, a company incorporated in Hong Kong with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of PRC (not applicable to Hong Kong Exchanges and Clearing Limited, Hong Kong Securities Clearing Company Limited and The Stock Exchange of Hong Kong Limited)
“Issuer”	any company or other legal person any of whose equity or Debt Securities are the subject of an application for listing on GEM or some or all of whose equity or Debt Securities are already listed on GEM
“Member”	the holder of Shares
“New Bye-laws”	the amended and restated Bye-laws incorporating all Proposed Amendments proposed to be adopted by the Members by way of special resolution at the forthcoming AGM
“Overall Coordinator”	a Capital Market Intermediary that engages in specified activities under paragraphs 21.1.1 and 21.2.3 of the Code of Conduct, including without limitation, an Overall Coordinator appointed pursuant to rule 6A.42 of the GEM Listing Rules
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

“Share”	ordinary share of HK\$0.10 each in the share capital of the Company
“Sponsor”	any corporation or authorised financial institution licensed or registered under SFO for Type 6 regulated activity and permitted under its licence or certificate of registration to undertake work as a Sponsor and, as applicable, which is appointed as a Sponsor pursuant to rule 6A.02 of the GEM Listing Rules
“Treasury Share”	share repurchased and held by the Company in treasury (if any), as authorised by the laws of Bermuda, the memorandum of association of the Company and the Bye-laws which, for the purpose of the GEM Listing Rules, includes share repurchased by the Company and held or deposited in the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited, a company incorporated in Hong Kong with limited liability, for sale on GEM
“Website of the Exchange”	the official website of HKEC and/or the website “HKEXnews” which is used for publishing regulatory information of Issuers

By order of the Board
José Manuel dos Santos
Chairman

The Macao Special Administrative Region of PRC, 29th May 2026

Executive Directors	Non-executive Director	Independent non-executive Directors
José Manuel dos Santos	Ho Wai Chung Stephen	Fung Kee Yue Roger
Kuan Kin Man		Wong Tsu An Patrick
Monica Maria Nunes		Wong Kwok Kuen

This announcement, 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 announcement 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 document misleading.

* for identification purpose only