

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8033

NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

NOTICE IS HEREBY GIVEN THAT AGM of Vodatel Networks Holdings Limited (“Company”) will be held at 2:30 p.m. on 26th June 2026 at Harbour Grand Hong Kong, 23 Oil Street, North Point, the Hong Kong Special Administrative Region of the People’s Republic of China (“PRC”) for the following purposes:

1 As ordinary business, to consider and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

- (a) to receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31st December 2025;
- (b) to approve the payment of a final dividend for the year ended 31st December 2025;
- (c) to re-elect Monica Maria Nunes as an executive director of the Company;
- (d) to re-elect Ho Wai Chung Stephen as a non-executive director of the Company;
- (e) to re-elect Wong Kwok Kuen as an independent non-executive director of the Company;
- (f) to authorise the board of the directors of the Company to approve and confirm the terms of appointment (including remuneration) for Wong Kwok Kuen, further details of which are set out in Appendix II to the circular of the Company dated 29th May 2026;
- (g) to authorise the board of the directors of the Company to fix the remuneration of the directors of the Company; and
- (h) to reappoint auditor of the Company for the ensuing year and authorise the board of the directors of the Company to fix its remuneration.

* *for identification purpose only*

- 2 As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(a) **“THAT:**

- (i) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) and all applicable laws and regulations and paragraph (ii) of resolution 2(a) below, the exercise by the board of the directors of the Company (“Board”) during the Relevant Period (as defined in paragraph (iii) of resolution 2(a) below) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.10 each in the share capital of the Company (“Share(s)”), to grant rights to subscribe for, or convert any security into, Shares (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the maximum number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (i) of resolution 2(a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (iii) of resolution 2(a) below) or the exercise of the subscription rights under all share option schemes of the Company adopted from time to time, shall not exceed 20% of the number of Shares in issue as at the date of this resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of resolution 2(a)) and the said approval shall be limited accordingly; and

(iii) for the purpose of resolution 2(a):

“Relevant Period” means the period from the passing of resolution 2(a) until whichever is the earliest of:

- (I) the conclusion of the next annual general meeting of the Company (“NAGM”);
- (II) the expiration of the period within which NAGM is required by the bye-laws of the Company or any applicable law to be held; or
- (III) the revocation or variation of this resolution by an ordinary resolution of the duly registered holder(s) of the Shares(s) from time to time (“Members”) in a general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Board to Members on the register as at a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Board 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 any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

Any reference to an allotment, issue, grant or offer of, or dealing with, Shares shall include a sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and all applicable laws and regulations.”

(b) **“THAT:**

- (i) subject to paragraph (ii) of resolution 2(b) below, the exercise by the board of the directors of the Company during the Relevant Period (as defined in paragraph (iii) of resolution 2(b) below) of all powers of the Company to purchase its own ordinary shares of HK\$0.10 each in the share capital of the Company (“Share(s)”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the maximum number of Shares to be purchased by the Company pursuant to the approval in paragraph (i) of resolution 2(b) during the Relevant Period shall not exceed 10% of the number of Shares in issue as at the date of the passing of this resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of resolution 2(b), and the said approval shall be limited accordingly; and

(iii) for the purpose of resolution 2(b):

“Relevant Period” means the period from the passing of resolution 2(b) until whichever is the earliest of:

- (I) the conclusion of the next annual general meeting of the Company (“NAGM”);
- (II) the expiration of the period within which NAGM is required by the bye-laws of the Company or any applicable law to be held; or
- (III) the revocation or variation of resolution 2(b) by an ordinary resolution of the duly registered holder(s) of the Company from time to time in a general meeting.”; and

(c) “**THAT** conditional upon resolution 2(b) above being passed, the aggregate number of ordinary shares of HK\$0.10 each in the share capital of the Company (“Share(s)”) which are repurchased by the Company under the authority granted to the board of the directors of the Company (“Directors”) in resolution 2(b) above shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 2(a) above.”

3 As special business to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** the bye-laws of the Company (“Bye-laws”) be and are hereby amended in the manner as set out in Appendix III to the circular of the Company dated 29th May 2026 (“Circular”), and the amended and restated Bye-laws (“New Bye-laws”), a copy of which is tabled at this annual general meeting (“AGM”) and marked “A” and initialled by the chairman of this AGM for identification purposes, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted as the Bye-laws in substitution for and to the exclusion of the existing Bye-laws with immediate effect after the close of the AGM and that any director of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New Bye-laws.”

By order of the board of the directors of
Vodatel Networks Holdings Limited
José Manuel dos Santos
Chairman

The Macao Special Administrative Region of PRC (“Macao”), 29th May 2026

Registered office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business

74 da Rua da Felicidade
Edifício Vodatel
Taipa
Macao

**Place of business in the Hong Kong Special
Administrative Region
of PRC (“Hong Kong”)**

Room 713B, 7th Floor
Block B, Sea View Estate
2-8 Watson Road
North Point

**Executive directors of the Company
 (“Director”)**

José Manuel dos Santos
Kuan Kin Man
Monica Maria Nunes

Independent non-executive Directors

Fung Kee Yue Roger
Wong Tsu An Patrick
Wong Kwok Kuen

Non-executive Director

Ho Wai Chung Stephen

Notes:

- 1 Holders of ordinary shares of HK\$0.10 each in the share capital of the Company (“Share”) whose names appear on the register of the holders of the Shares (“Member”) on 26th June 2026 will be eligible for attending and voting at the AGM. The register of Members will be closed from 22nd June 2026 to 26th June 2026, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible for attending and voting at the AGM, all transfer forms accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar of the Company (“Hong Kong Branch Share Registrar”), Tricor Investor Services Limited, 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 18th June 2026.
- 2 Members whose names appear on the register of Members on 3rd July 2026 will be eligible to the proposed final dividend. The register of Members will be closed on 3rd July 2026 for ascertaining Members’ entitlement to the proposed final dividend and during which no transfer of Shares will be registered. In order to qualify for the proposed final dividend (subject to approval by Members at the forthcoming AGM), all transfer forms accompanied by the relevant Share certificates must be lodged with the Hong Kong Branch Share Registrar at the above-mentioned address for registration before 4:30 p.m. on 2nd July 2026. The proposed final dividend (the payments of which are subject to the Members’ approval at the AGM) is to be payable on or about 16th July 2026 to Members whose names appear on the register of Members on 3rd July 2026. The Shares will trade ex-dividend on 30th June 2026.
- 3 Any Member who is entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote in his stead in accordance with the bye-laws of the Company. A proxy need not be a Member.

- 4 Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the AGM, 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, and 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.
- 5 The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority shall be delivered to the Hong Kong Branch Share Registrar at the above-mentioned address not less than forty-eight hours before the time for holding the AGM. The completion and return of the proxy form shall not preclude Members from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish and in such event, the proxy form shall be deemed to be revoked.

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.