

*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.*



**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 Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on 16 November 2011 at 11:00 a.m. to consider and, if thought fit, to pass the following resolution as ordinary resolution:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the form and substance of each of (1) the agreement (the “**Original Agreement**”) dated 2 March 2011 and entered into between Greatest Profit Investment Limited (信陞投資有限公司), an indirect wholly-owned subsidiary of the Company, as purchaser, Century Profit Holdings Limited (世盈控股有限公司) (“**CPHL**”) as vendor and the warrantors named therein as warrantors; and (2) the supplemental agreement (“**Supplemental Agreement**”) dated 23 August 2011 and entered into between the parties to the Original Agreement and Mutual International Limited (普達國際有限公司) (“**MIL**”) (the Original Agreement and the Supplemental Agreement are collectively referred to as the “**Acquisition Agreement**”) in relation to the acquisition (“**Acquisition**”) of one ordinary share of nominal value HK\$1.00 in the issued share capital of Carnix Investment Limited (嘉悅投資有限公司) (“**CIL**”) and two ordinary shares having a nominal value of US\$1.00 each in the issued share capital of Wise Mark Investments Ltd. (偉明投資有限公司) (“**WMIL**”) at a consideration (“**Consideration**”) of RMB73,500,000 (a copy of the Acquisition Agreement has been produced to the meeting and marked “A” and signed by the chairman of the meeting for identification purpose), as mentioned in the circular (the “**Circular**”) of the Company dated 28 October 2011 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereby be and are hereby approved;

- (b) subject to completion of the Acquisition, the directors (“**Directors**”) of the Company be and are hereby generally and specifically authorised to allot and issue 255,866,149 new shares of HK\$0.001 each in the capital of the Company (“**Consideration Shares**”) at an issue price of HK\$0.29 per Consideration Share as partial consideration for the Acquisition in accordance with the terms and conditions of the Acquisition Agreement; and
- (c) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement, the allotment and issue of the Consideration Shares or any of the transactions contemplated under the Acquisition Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Acquisition Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By order of the Board  
**China Netcom Technology Holdings Limited**  
**Ng Kwok Chu, Winfield**  
*Executive Director*

Hong Kong, 28 October 2011

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

*Executive Directors:*

Mr. Leung Ngai Man (*Chairman*)  
Mr. Ng Kwok Chu, Winfield  
Ms. Wu Wei Hua

*Independent non-executive Directors:*

Dr. Leung Wai Cheung  
Mr. Cai Wei Lun

*Principal Place of Business in*

*Hong Kong:*  
Unit 1006, 10th Floor  
Tower One Lippo Centre  
89 Queensway  
Hong Kong

*Notes:*

1. Any member 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 member of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the branch share registrar and transfer office of the Company, Tricor Tengis Limited, of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy shall not preclude a member 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.
4. 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 were 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 of the Company in respect of the joint holding.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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 announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the Company's website at [www.chinanetcomtech.com](http://www.chinanetcomtech.com).*