

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)

**RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF AUDIT COMMITTEE AND
REMUNERATION COMMITTEE AND
MEMBER OF NOMINATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”, each, a “**Director**”) of China Netcom Technology Holdings Limited (the “**Company**”) announces that Mr. Niu Zhihui has resigned as an independent non-executive Director of the Company, the chairman of each of the Audit Committee and the Remuneration Committee of the Company and a member of Nomination Committee of the Company with effect from 3 December 2013.

The Board further announces the appointment of Ms. Xuan Hong as an independent non-executive Director of the Company, the chairman of each of the Audit Committee and the Remuneration Committee of the Company and a member of Nomination Committee of the Company with effect from 3 December 2013.

The Board announces that Mr. Niu Zhihui (“**Mr. Niu**”) has resigned as an independent non-executive Director of the Company, the chairman of each of the audit committee (“**Audit Committee**”) and the remuneration committee (“**Remuneration Committee**”) of the Company and a member of nomination committee (“**Nomination Committee**”) of the Company with effect from 3 December 2013 in order to spend more time pursuing his business development.

Mr. Niu has confirmed that he has no disagreement with the members of the Board and that there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Board would like to take this opportunity to thank Mr. Niu for his valuable contribution to the Company during his tenure.

The Board is pleased to further announce the appointment of Ms. Xuan Hong (“**Ms. Xuan**”) as an independent non-executive Director of the Company, the chairman of each of the Audit Committee and the Remuneration Committee of the Company and a member of Nomination Committee of the Company with effect from 3 December 2013.

Ms. Xuan, aged 49, has the qualifications of certified public accountant in China and is a senior accountant, and has worked in several accounting firms. She has extensive working experience in accounting, auditing and taxation, and has substantial experience in accounting policy, tax law and judicial accounting sectors.

On 3 December 2013, Ms. Xuan was appointed as an independent non-executive director and the chairman of each of the audit committee and the remuneration committee of Sino Prosper State Gold Resources Holdings Limited (“**Sino Prosper**”), a company listed on the Main Board of the Stock Exchange. Save as disclosed herein, she did not hold directorship in any other listed public company in the last three years before this appointment. Save for serving on the board of directors of Sino Prosper at the same time with Mr. Leung Ngai Man, Mr. Ng Kwok Chu, Winfield and Mr. Cai Wei Lun who are also Directors of the Company and with a senior management of Sino Prosper – Ms. Wu Wei Hua who is also a Director of the Company, during the abovementioned period, Ms. Xuan is not connected with any Directors, senior management, the management, substantial shareholders or controlling shareholders of the Company as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“**GEM Listing Rules**”). Save as disclosed above, she does not hold any other positions with the Company and its subsidiaries. As at the date of this announcement, Ms. Xuan does not have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

Ms. Xuan has entered into a service contract with the Company for a term of one year. The emoluments of Ms. Xuan will be reviewed and recommended by the Remuneration Committee with reference to her duties and responsibilities with the Company and the market benchmark and shall be approved by the Board. Ms. Xuan is subject to retirement and re-election at the next general meeting of the Company in accordance with the Articles of Association of the Company.

Save as disclosed above, Ms. Xuan has confirmed that there are no other matters relating to her appointment required to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board hereby welcomes Ms. Xuan on her appointment.

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

Hong Kong, 3 December 2013

As at the date of this announcement, the executive Directors are Mr. Leung Ngai Man, Mr. Ng Kwok Chu, Winfield and Ms. Wu Wei Hua; and the independent non-executive Directors are Mr. Cai Wei Lun, Mr. Qi Ji and Ms. Xuan Hong.

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 announcement misleading.

This announcement 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.chinanetcomtech.com.