
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Netcom Technology Holdings Limited** (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, 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 circular.

This circular, for which the directors (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 circular 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 circular misleading.



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)

PROPOSALS FOR
(I) GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) RE-APPOINTMENT OF RETIRING AUDITOR;
(IV) SHARE CONSOLIDATION
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “AGM”) of the Company to be held at Room 3, 10/F., United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 26 June 2026 at 11:30 a.m. is set out on pages 24 to 28 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM (i.e. by 11:30 a.m. on Wednesday, 24 June 2026) or any adjournment thereof to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk 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.

1 June 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Main Board of the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the expressions below have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Room 3, 10/F., United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 26 June 2026 at 11:30 a.m., a notice of which is set out in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Business Day(s)”	any day(s) (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Chairman”	the chairman of the Board
“Company”	China Netcom Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) in the capital of the Company of HK\$0.25 each upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Shares”	the ordinary share(s) of HK\$0.005 each in the share capital of the Company before the Share Consolidation becoming effective
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with (including any sale or transfer of treasury Shares) under the Issue Mandate
“GEM”	GEM of the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with (including any sale or transfer of treasury Shares) additional Shares not exceeding 20% of the total number of the issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	26 May 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China
“Preferred Shares”	non-redeemable convertible preferred shares of HK\$0.005 each in the share capital of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange, not exceeding 10% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing the relevant resolution at the AGM, and to determine such Shares repurchased shall be held as treasury shares of the Company or otherwise be cancelled
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time

DEFINITIONS

“Share Consolidation”	the proposed consolidation of every fifty (50) issued and unissued Existing Shares into one (1) Consolidated Share
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Shareholder(s)”	the holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers approved by the SFC, as amended from time to time
“treasury Shares”	has the meaning as defined under the GEM Listing Rules
“%”	per cent

EXPECTED TIMETABLE

Set out below is the expected timetable for the proposed Share Consolidation where all times and dates refer to Hong Kong local times and dates:

Event	Hong Kong date and time
Despatch of the Circular (including the notice of the AGM) and the related form of proxy to the Shareholders	: Monday, 1 June 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the AGM	: 4:30 p.m. on Monday, 22 June 2026
Register of members of the Company closed	: Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive)
Latest date and time of lodging the form of proxy for the AGM	: 11:30 a.m. on Wednesday, 24 June 2026
Record date for attending the AGM	: Friday, 26 June 2026
Expected date and time of the AGM	: 11:30 a.m. on Friday, 26 June 2026
Publication of the announcement of the results of the AGM	: Friday, 26 June 2026

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation as set out in the section headed “Conditions of the Share Consolidation” in this circular.

Event	Hong Kong date and time
Effective date of the Share Consolidation	: Tuesday, 30 June 2026
First day for free exchange of existing share certificates for the new share certificates for Consolidated Shares	: Tuesday, 30 June 2026
Dealings in Consolidated Shares commence	: 9:00 a.m. on Tuesday, 30 June 2026
Original counter for trading in the Shares in board lot of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	: 9:00 a.m. on Tuesday, 30 June 2026

EXPECTED TIMETABLE

Event	Hong Kong date and time
Temporary counter for trading in Consolidated Shares in board lot of 100 Consolidated Shares (in the form of existing share certificates) opens	: 9:00 a.m. on Tuesday, 30 June 2026
Original counter for trading in Consolidated Shares in board lot of 5,000 Consolidated Shares (in the form of new share certificates) re-opens	: 9:00 a.m. on Wednesday, 15 July 2026
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) commences	: 9:00 a.m. on Wednesday, 15 July 2026
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	: 9:00 a.m. on Wednesday, 15 July 2026
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	: 4:00 p.m. on Tuesday, 4 August 2026
Temporary counter for trading in Consolidated Shares in board lot of 100 Consolidated Shares (in the form of existing share certificates) closes	: 4:10 p.m. on Tuesday, 4 August 2026
Parallel trading in Shares and Consolidated Shares (in the form of new and existing share certificates) ends	: 4:10 p.m. on Tuesday, 4 August 2026
Last date and time for free exchange of existing share certificates for the Shares for new share certificates for the Consolidated Shares	: 4:30 p.m. on Thursday, 6 August 2026

The expected timetable set out above is indicative only and may be subject to change. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.



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)

Executive Directors:

Mr. Zheng Minggao (*Chairman*)

Mr. Zhu Zhengyang (*Chief Executive Officer*)

Non-executive Director:

Mr. Yang Xiao

Independent Non-executive Directors:

Mr. Fan Lei

Ms. Feng Yu

Mr. Yu Tat Chi Michael

Registered office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road,
Grand Cayman KY1-1205
Cayman Islands

*Principal place of business
in Hong Kong:*

8th Floor, Tower 2
Admiralty Centre
18 Harcourt Road
Hong Kong

1 June 2026

To the Shareholders

Dear Sirs or Madams

PROPOSALS FOR
(I) GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) RE-APPOINTMENT OF RETIRING AUDITOR
AND
(IV) SHARE CONSOLIDATION

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM which include, amongst others, the approval of the (i) proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) proposed re-election of Directors; (iii) proposed re-appointment of retiring auditor and (iv) proposed Share Consolidation; and to give you notice of the AGM.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 5 June 2025, the Directors were granted a general mandate to allot, issue and deal with Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. At the AGM, among other businesses, ordinary resolutions will be proposed to grant the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to allot, issue and deal with (including any sale or transfer of treasury Shares) up to a maximum of 937,209,670 Shares pursuant to the Issue Mandate based on the total number of issued Shares of 4,686,048,350 as at the Latest Practicable Date (excluding treasury Shares, if any).

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise the power of the Company to repurchase, on the Stock Exchange, Shares up to a maximum of 10% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing of the relevant resolution. In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to authorise the increase in the total number of Shares which may be allotted, issued and dealt with (including any sale or transfer of treasury Shares out of treasury) under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of Hong Kong and the Cayman Islands to be held; or (c) when revoked or varied by an ordinary resolution of the Shareholders at a general meeting prior to the next annual general meeting of the Company.

Under the GEM Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant the Repurchase Mandate to the Directors. The explanatory statement required by the GEM Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with articles 83 and 84 of the Articles, all Directors will retire and, being eligible, offer themselves for re-election as Directors at the AGM.

Particulars of the Directors to be re-elected and the reasons of the Nomination Committee and the Board for their recommendations in respect of the re-election of such Directors are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF RETIRING AUDITOR

The Board proposed the re-appointment of Loyal Honour CPA Limited as the auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

It is expected that the audit fee for the year ending 31 December 2026 is estimated to be approximately HK\$560,000, whereas the non-audit service fee is estimated to be approximately HK\$240,000. This estimate takes into account the comparable audit scope, audit timetable and required resources as in 2025.

5. PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation pursuant to which every fifty (50) issued and unissued Existing Shares of par value of HK\$0.005 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.25 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$110,000,000, comprising (i) HK\$100,000,000 divided into 20,000,000,000 Existing Shares of par value of HK\$0.005 each, of which 4,686,048,350 Existing Shares have been allotted and issued as fully paid; and (ii) HK\$10,000,000 divided into 2,000,000,000 Preferred Shares of par value of HK\$0.005 each, of which no Preferred Shares have been issued to date. Upon the Share Consolidation becoming effective and assuming that no further Existing Shares are issued or bought back and no Preferred Shares are issued from the Latest Practicable Date until the effective date of the Share Consolidation, the authorised share capital of the Company will include HK\$100,000,000 divided into 400,000,000 Consolidated Shares of par value of HK\$0.25 each, of which 93,720,967 whole Consolidated Shares will be in issue and fully paid; and HK\$10,000,000 divided into 2,000,000,000 Preferred Shares of par value of HK\$0.005 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares which will not be allocated to the Shareholders who may otherwise be entitled.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the fulfilment of the following conditions:

- (i) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the AGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions above, the Share Consolidation will become effective on the second business day immediately after the AGM, i.e. Tuesday, 30 June 2026.

Listing Application

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and the permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

LETTER FROM THE BOARD

None of the Existing Shares or any other equity or debt securities in issue of the Company are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

Other securities of the Company

As at the Latest Practicable Date, the authorised share capital of the Company included 2,000,000,000 Preferred Shares with a par value of HK\$0.005 each and no Preferred Shares have been issued to date. The Company does not propose any share consolidation on the unissued Preferred Shares. Upon the Share Consolidation becoming effective, the number of unissued Preferred Shares and their par value shall remain unaffected.

As at the Latest Practicable Date, the Company did not have any outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares (as the case may be).

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation entitled by a holder of the Existing Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Lego Securities Limited as an agent to provide a matching service, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, during the period from 9:00 a.m. on Wednesday, 15 July 2026 to 4:00 p.m. on Tuesday, 4 August 2026 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Li at Room 1506, 15/F, Wheelock House, 20 Pedder Street, Central, Hong Kong or at telephone number: +852 2128 9433 during

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office hours (i.e. 9 a.m. to 5 p.m.) of such period. Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialing the telephone number of +852 2128 9433 set out above.

Holders of odd lots of the Consolidated Shares should note that matching of the sale or purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about this arrangement should consult their professional advisers.

Shareholders or potential investors of the Company should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price.

Exchange of Share Certificates

Subject to the Share Consolidation having become effective, Shareholders may, during the period from 9:00 a.m. on Tuesday, 30 June 2026 to 4:30 p.m. on Thursday, 6 August 2026 (both days inclusive), submit the existing share certificates in blue colour for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares in orange colour.

Thereafter, existing share certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever the number of share certificate cancelled/issued is higher) but are not acceptable for delivery, trading and settlement purposes.

No Change in Board Lot Size

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in board lot size of 5,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will remain at 5,000 Consolidated Shares.

Reason for the Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, pursuant to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024, (i) market price of the Shares at a level less than HK\$0.10 will be considered as

LETTER FROM THE BOARD

trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$2,000. As the Existing Shares have been trading below HK\$0.4 since June 2017, the value per board lot has substantially fallen below HK\$2,000 for over ten years. As such, the Board proposes to implement the Share Consolidation in order to comply with the trading requirements of the GEM Listing Rules.

Based on the closing price of HK\$0.012 per Existing Share (equivalent to the theoretical closing price of HK\$0.6 per Consolidated Share upon the Share Consolidation becoming effective) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each board lot of 5,000 Existing Shares was HK\$60; and (ii) the value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,000.

The Board considers that the Share Consolidation will enable the Company to comply with the trading requirements under the GEM Listing Rules in the long run and will reduce the overall transaction and handling costs of dealing in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

With a corresponding upward adjustment in the trading price of the Consolidated Shares, it is believed that the Share Consolidation will maintain the trading amount for each board lot at a reasonable level and make investing in the Shares more attractive to a broader range of investors, and thus further broaden the shareholder base of the Company.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not, by itself, alter the underlying assets, business operation, management or financial position of the Group or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

In view of the above reasons, the Company considers that the Share Consolidation is justifiable to achieve the above-mentioned purposes notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders. Taking into account the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, save for the Share Consolidation, the Company had no intention to carry out other corporate actions or arrangements, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Share Consolidation.

LETTER FROM THE BOARD

The Company does not have any other concrete plan or arrangement to conduct any other fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to meet its operational needs or support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

Equity Fund Raising Activities in the Past Twelve Months

The Company has not conducted any equity fund-raising activity in the past 12 months immediately preceding the Latest Practicable Date.

Competing Business

As far as the Directors are aware of, none of the Directors, the controlling Shareholders of the Company or their respective close associates has any business or interest that competes or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

6. AGM

The notice of the AGM is set out on pages 24 to 28 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

At the AGM, resolutions will be proposed to approve, amongst others, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors, the re-election of Directors, the re-appointment of the retiring auditor and the Share Consolidation by way of poll. Treasury Shares, if any, registered in the name of the Company, shall have no voting rights at the AGM. For the avoidance of doubt, treasury Shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the AGM. An announcement on the poll results will be published by the Company after the AGM.

For the purpose of determining the Shareholders who are qualified for attending and voting at the AGM, the Company's register of members will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 22 June 2026. The record date for determining the eligibility of Shareholders to attend and vote at the AGM is Friday, 26 June 2026.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM (i.e. by 11:30 a.m. on Wednesday, 24 June 2026) or any adjournment or postponement thereof to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person or any adjournment or postponement thereof should you so wish.

If typhoon signal No. 8 or above, a black rainstorm warning, extreme weather conditions or other similar event is in effect at 7:00 a.m. on the date of the AGM, the AGM would proceed as arranged on Friday, 26 June 2026 at 11:30 a.m. but the meeting venue will be changed to 8th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong. Shareholders should make their own decision as to whether they wish to attend the AGM in bad weather conditions, at their own risk having regard to their own situation; and if they should choose to do so, they are advised to exercise care and caution. However, if there is no quorum present in accordance with the Articles, the AGM will be adjourned. The Company will post an announcement on its website (www.irasia.com/listco/hk/chinanetcom) and designated website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting (where applicable).

7. RECOMMENDATION

The Directors consider that the proposed resolutions set out herein are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
By order of the Board
China Netcom Technology Holdings Limited
Zheng Minggao
Chairman and Executive Director

This Appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of its shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS;
- ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; and
- iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 4,686,048,350 Shares in issue (excluding treasury Shares, if any). Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 468,604,835 Shares.

3. REASONS OF THE PROPOSED REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury Shares. Such repurchases for cancellation may, depending on market conditions and funding arrangements at the time, lead to an

enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles and the applicable laws of the Cayman Islands and the GEM Listing Rules. Share repurchases will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. PROPOSED SOURCE OF FUNDS

Repurchase made pursuant to the Repurchase Mandate will be funded out of funds legally available for the purpose in accordance with the Articles and the laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

Taking into account the current working capital position of the Company, the Directors consider if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2025, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. THE TAKEOVERS CODE AND PUBLIC FLOAT

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in general offer obligations under Rule 26 of the Takeovers Code being triggered or the number of Shares held by the public being reduced to less than 25%.

6. SHARE PRICES

The highest and lowest prices at which the Shares (excluding treasury Shares, if any) have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding and up to and including the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2025		
May	0.040	0.033
June	0.043	0.030
July	0.037	0.030
August	0.050	0.029
September	0.033	0.023
October	0.026	0.018
November	0.035	0.018
December	0.030	0.022
2026		
January	0.029	0.023
February	0.027	0.022
March	0.032	0.018
April	0.020	0.010
May (up to the Latest Practicable Date)	0.012	0.011

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had purchased the following Shares on the Stock Exchange in the six months immediately preceding the Latest Practicable Date:

Trading Day	Number of Shares Repurchased	Highest Price Paid	Lowest Price Paid	Aggregate Price Paid
8 May 2026	31	HK\$0.012	HK\$0.012	HK\$0.372

* All the above repurchased Shares had been cancelled on 21 May 2026.

8. DIRECTORS' OBLIGATIONS

The Directors will exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands. Neither the explanatory statement set out in this Appendix I nor the Repurchase Mandate has any unusual features.

9. INTENTION OF THE DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON OF THE COMPANY

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders at the AGM.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, nor has any such core connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

Details of the Directors who are proposed to be re-elected at the AGM are set out below:

Mr. Zheng Minggao (鄭明高), aged 53, has over 20 years of experience in corporate finance and management. Mr. Zheng has been appointed as an executive Director, the Chairman of the Board, the chairman of the Nomination Committee and the member of the Remuneration Committee since 7 November 2025. Mr. Zheng had worked as operation manager, head of audit and assistant chief executive officer, etc., in LG Electronics (China) Co., Ltd.* (樂金電子(中國)有限公司), Sinochem Group Co., Ltd.* (中國中化集團有限公司) and Peking University Founder Group Co., Ltd.* (北大方正集團有限公司) (“**PKU Founder**”), respectively. Mr. Zheng was appointed as the chairman of the board of Beijing Qichen Future Holding Group Co., Ltd.* (北京啟辰未來控股集團有限公司) (“**Beijing Qichen**”) since 24 June 2022. Mr. Zheng was an independent non-executive director of Cinda International Holdings Limited (listed on the Stock Exchange, stock code: 111) from 1 December 2022 to 1 December 2025. He successively served as the chief financial officer, a director and the chief executive officer of China Hi-tech Group Co., Ltd. (“**China Hi-tech**”) (listed on the Shanghai Stock Exchange, stock code: 600730), from 2012 to 2016. Mr. Zheng obtained a master degree in Business Administration from Renmin University of China in 2003, a doctoral degree in Industrial Economics from Beijing Jiaotong University in 2010, a post-doctoral certificate in Applied Economics from Renmin University of China in 2012, a degree of Executive Master of Business Administration from Tsinghua University in 2016 and a Doctor of Business Administration degree from the University of Hong Kong in November 2025. He is a Certified Internal Auditor, and possesses senior management qualification certificate in the securities industry and insurance industry.

To the knowledge of the Directors, as at the Latest Practicable Date, Mr. Zheng was deemed to have interests in an aggregate of 1,358,954,030 Shares within the meaning of Part XV of the SFO, representing approximately 29% of the total number of issued Shares. Qichen High-tech Management Consulting Ltd. (“**Qichen High-tech**”), a substantial Shareholder, is wholly owned by Shandong Qichen Zhongke Investment Holding Co., Ltd.* (山東啟辰中科投資控股有限公司) (“**Shandong Qichen**”), which is in turn owned as to 99% by Beijing Tongsen Capital Holdings Co., Ltd.* (北京同森資本控股有限公司) (“**Beijing Tongsen**”) and 1% by Mr. Zheng. Beijing Tongsen is owned as to 99% by Ningbo Qichen Investment Holdings Co., Ltd.* (寧波啟辰投資控股有限公司) (“**Ningbo Qichen**”) and 1% by Mr. Zheng and Ningbo Qichen is wholly owned by Mr. Zheng.

Mr. Zheng has entered into an appointment contract with the Company for an initial term of three years from 7 November 2025 and automatically renewable for a further term of three years. According to the appointment contract, he is not entitled to a Director’s fee but is entitled to discretionary bonus as determined in accordance with the internal regulations of the Company. Mr. Zheng’s remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the internal regulations of the Company and his responsibilities and performance. He is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the Articles.

Mr. Zhu Zhengyang (朱正陽), aged 33, has been appointed as the chief executive officer of the Company since 7 November 2025 and an executive Director and the authorised representative pursuant to Rule 5.24 of the GEM Listing Rules since 10 April 2026. Mr. Zhu is also a director of various subsidiaries of the Company.

Mr. Zhu has over nine years of experience in management. He successively served as a management trainee at Tech-Bank Food Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 002124), from May 2016 to June 2017 and an assistant to general manager at Shanghai Bonnie Zhilian Gene Technology Co., Ltd* (上海邦尼智聯基因科技有限公司) from June 2017 to March 2019. Mr. Zhu also served as an assistant to president from June 2019 to April 2025 and the general manager of the president's office from January 2024 to October 2025, at Beijing Qichen which is a company controlled by Mr. Zheng Minggao, the chairman of the Board, an executive Director and a substantial Shareholder of the Company. Mr. Zhu obtained a Bachelor's degree in international economics and trade from Anhui University of Finance and Economics (安徽財經大學) in July 2014 and obtained a Master's degree of science in management from Merrimack College in December 2015. He possesses the Legal Professional Qualification Certificate and the Securities Investment Fund Practitioner Certificate in China.

Mr. Zhu has entered into a service agreement with the Company relating to his role as an executive Director for an initial term of three years from 10 April 2026 and automatically renewable for a further term of three years, unless terminated by either party with one month's prior written notice. According to the service agreement, he is not entitled to any remuneration for his role as an executive Director, however, he may be entitled to discretionary bonus and the Company may grant to Mr. Zhu share options and/or awarded shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time, and such discretionary bonus, share options and/or awarded shares will form part of his remuneration. Mr. Zhu is entitled to an annual remuneration of HK\$480,000 and discretionary bonus for his role as the chief executive officer as determined in accordance with the internal regulations of the Company and his responsibilities and experience. Mr. Zhu's remuneration will be subject to annual review by the Remuneration Committee and the Board with reference to the prevailing market level and his responsibilities and performance. He is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the Articles.

Mr. Yang Xiao (楊驍), aged 44, has been appointed as a non-executive Director since 10 April 2026. Mr. Yang has over 20 years of experience in corporate strategy, investment, legal field and capital market. He has been serving as the general manager and the executive director at Qichen Guanzhen (Beijing) Investment Management Co., Ltd.* (啟辰觀貞(北京)投資管理有限公司) (a company ultimately owned as to 60% by Mr. Zheng Minggao and 30% by Mr. Yang) since July 2018. Mr. Yang served as the legal manager, investment director and general manager of the strategic investment department at PKU Founder from July 2006 to May 2012 and from May 2014 to December 2015. He served as a board secretary, assistant president and director of PKU Healthcare Corp., Ltd. (formerly known as PKU International Healthcare Group Southwest Pharmaceutical Co., Ltd.) (listed on the Shenzhen Stock Exchange, stock code: 000788) from June 2012 to April 2014. Mr. Yang

obtained a Bachelor's degree in laws and a Master's degree in economic law from Minzu University of China (中央民族大學) in 2003 and 2006, respectively. He also obtained a Master of Business Administration degree from Cheung Kong Graduate School of Business and participated in the Founder Group Senior Leaders Program organized by Yale School of Management in 2013. He possesses the Legal Professional Qualification Certificate, the Shenzhen Stock Exchange Board Secretary Training Certificate and the Securities Investment Fund Practitioner Certificate in China.

Mr. Yang has entered into a letter of appointment with the Company relating to his role as a non-executive Director for an initial term of three years from 10 April 2026 and automatically renewable for a term of three years, unless terminated by either party with three months' prior written notice. According to the letter of appointment, he is not entitled to any remuneration for his role as a non-executive Director, however, he may be entitled to discretionary bonus and the Company may grant to Mr. Yang share options and/or awarded shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time, and such discretionary bonus, share options and/or awarded shares will form part of his remuneration. The Board, on the recommendation of the Remuneration Committee, will conduct an annual review of Mr. Yang's remuneration with reference to the prevailing market level and his responsibilities and performance. He is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the Articles.

Mr. Fan Lei (范磊), aged 42, has been appointed as an independent non-executive Director, the chairman of Remuneration Committee and the member of each of the Nomination Committee and the Audit Committee since 18 June 2025. Mr. Fan has over 20 years of securities management experience and he has been the managing director of StormHarbour Securities (Hong Kong) Limited ("**StormHarbour**"), a corporation licensed to carry on Type 1 (Dealing in Securities), Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities under the SFO since June 2019. Mr. Fan is also the responsible officer for the Type 4 and Type 9 regulated activities of StormHarbour since 3 February 2020. Mr. Fan has been serving as an independent non-executive director of Kingdom Holdings Limited (listed on the Stock Exchange, stock code: 528) since 13 December 2024. He was a responsible officer of Grand Cartel Hong Kong Asset Management Limited from 27 April 2016 to 31 October 2017 and LERTHAI Asset Management Limited from 20 November 2017 to 21 January 2019. Mr. Fan obtained his Master of Accounting (graduated with honors) from Guanghua School of Management, Peking University in June 2013.

Mr. Fan has entered into a letter of appointment with the Company for an initial term of three years from 18 June 2025 and automatically renewable for a further term of three years. According to the letter of appointment, he is entitled to an annual Director's fee of HK\$100,000 and discretionary bonus as determined based on the recommendation from the Remuneration Committee in accordance with the internal regulations of the Company, the prevailing market level and his responsibilities and performance. Mr. Fan's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the prevailing market level and his responsibilities and

performance. He is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the Articles.

Ms. Feng Yu (馮羽), aged 31, has been appointed as an independent non-executive Director and a member of each of the Remuneration Committee, Nomination Committee and Audit Committee since 7 November 2025. Ms. Feng has successively served as the post-doctoral fellow and the research assistant professor in the Faculty of Business and Economics of the University of Hong Kong since August 2023. Ms. Feng obtained a degree of bachelor of arts in management (double major in finance) from Central University of Finance and Economics in China in 2018 and a degree of doctor of management science in business administration from Peking University in China in 2023.

Ms. Feng has entered into a letter of appointment with the Company for an initial term of three years from 7 November 2025 and automatically renewable for a further term of three years. According to the letter of appointment, she is entitled to an annual Director's fee of HK\$100,000 and discretionary bonus as determined based on the recommendation from the Remuneration Committee in accordance with the internal regulations of the Company, the prevailing market level and her responsibilities and experience. Ms. Feng's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to the prevailing market level and her responsibilities and performance. She is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the Articles.

Mr. Yu Tat Chi Michael (余達志), aged 61, has been appointed as an independent non-executive Director since 31 August 2017. Mr. Yu is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. Mr. Yu obtained a Bachelor of commerce degree from University of New South Wales in Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. He had held senior management positions in several listed companies in Hong Kong. Mr. Yu is currently an independent non-executive director of each of Golden Resources Development International Limited (listed on the Stock Exchange, stock code: 677), Lerado Financial Group Company Limited (listed on the Stock Exchange, stock code: 1225), Harbour Digital Asset Capital Limited (formerly known as: Unity Investments Holdings Limited) (listed on the Stock Exchange, stock code: 913) and WT Group Holdings Limited (listed on GEM, stock code: 8422), respectively. He is also currently an executive director of Sino Splendid Holdings Limited (listed on GEM, stock code: 8006). Mr. Yu was an independent non-executive director of Novautek Technologies Group Limited (formerly known as: Applied Development Holdings Limited) (listed on the Stock Exchange, stock code: 519) from September 2016 to December 2024.

Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management.

Mr. Yu has entered into a letter of appointment with the Company for a term of three years, which is determinable by either party giving not less than three months' written notice in advance. According to the letter of appointment, he is entitled to a Director's fee of HK\$120,000 per annum as determined with reference to prevailing market level and in accordance with the internal regulations of the Company. He is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the Articles.

Save as disclosed above, as of the Latest Practicable Date, each of above Directors did not (i) hold any other positions in the Company or its subsidiaries nor any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any other relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company (as defined under the GEM Listing Rules); and (iii) have, and was not deemed to have, any interest or short position (both within the meaning of Part XV of the SFO) in the shares, underlying shares or debentures of the Company or any of its associated corporation (as defined under Part XV of the SFO).

Save as disclosed above, as at the Latest Practicable Date, there were no other matters relating to the re-election of all the Directors that need to be brought to the attention of the Shareholders and there is no other information which was required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

FURTHER INFORMATION IN RELATION TO THE RE-ELECTION

The recommendation of the re-election of the above Directors to the Board by the Nomination Committee was made in accordance with the Company's nomination policy and objective criteria (including without limitation professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity, and length of service), with due regard for the benefits of diversity, as set out in the Company's board diversity policy. The Board has also taken into account the contribution of the above Directors and their commitment to their roles. The Company has also received the independence confirmation from Mr. Fan Lei, Ms. Feng Yu and Mr. Yu Tat Chi Michael pursuant to Rule 5.09 of the GEM Listing Rules and was satisfied with his or her independence.

In view of the above, the Board believes the respective education, background and experience of each of the above Directors will allow each of them to provide valuable insight and contribute to the diversity of the Board and therefore resolved to make recommendations on the re-election of the above Directors by the Shareholders at the AGM.

** The English name(s) has/have been transliterated from its/their respective Chinese name(s) and is/are for identification only*



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Netcom Technology Holdings Limited (the “**Company**”) will be held as a physical meeting at Room 3, 10/F., United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 26 June 2026 at 11:30 a.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and of the auditor of the Company for the year ended 31 December 2025;
2.
 - (i) to re-elect Mr. Zheng Minggao as an executive Director;
 - (ii) to re-elect Mr. Zhu Zhengyang as an executive Director;
 - (iii) to re-elect Mr. Yang Xiao as a non-executive Director;
 - (iv) to re-elect Mr. Fan Lei as an independent non-executive Director;
 - (v) to re-elect Ms. Feng Yu as an independent non-executive Director;
 - (vi) to re-elect Mr. Yu Tat Chi Michael as an independent non-executive Director; and
 - (vii) to authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration;
3. to re-appoint Loyal Honour CPA Limited as the Company’s auditor to hold office until conclusion of the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 December 2026;

and, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors

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during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the additional shares of HK\$0.005 each (the “Shares”, each, a “Share”) in the capital of the Company (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the GEM Listing Rules) if permitted under the GEM Listing Rules) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise and including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed 20% of the total number of issued Shares on the date of the passing of this resolution (excluding treasury shares, if any); and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of Hong Kong and the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders (the “Shareholders”) of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and, if permitted under the GEM Listing Rules, to determine whether such Shares repurchased shall be held as treasury Shares by the Company or otherwise be cancelled, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange and all other applicable laws and regulations of Hong Kong and the Cayman Islands in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution (excluding treasury shares, if any) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of Hong Kong and the Cayman Islands to be held; and

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- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the total number of Shares which may be allotted and issued (or sold or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issued (or sold or transferred out of treasury) by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”
7. “**THAT** subject to and conditional upon, among other things, the Listing Committee (the “**Listing Committee**”) of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second full business day immediately following the day of passing of this resolution, being a day on which the Shares are traded on the Stock Exchange:
- (a) every fifty (50) issued and unissued Shares in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK\$0.25 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
- (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the holders of the same, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and
- (c) any one or more Directors and such person or persons authorised by the Directors be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds (including under seal, where applicable) as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

By order of the Board
China Netcom Technology Holdings Limited
Zheng Minggao
Chairman and Executive Director

1 June 2026

NOTICE OF AGM

Notes:

- (a) Any Shareholder entitled to attend and vote at the above meeting or any adjournment thereof is entitled to appoint one or, if he/she/it is the holder of two or more Shares, more than one proxy to attend and vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy needs not be a Shareholder.
- (b) In order 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the above meeting (i.e. by 11:30 a.m. on Wednesday, 24 June 2026) 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/it 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 Company's register of members in respect of the joint holding.
- (e) For the purpose of determining the Shareholders who are qualified for attending and voting at the meeting, the Company's register of members will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, 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 transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 22 June 2026. The record date for determining the eligibility of Shareholders to attend and vote at the AGM is Friday, 26 June 2026.
- (f) If typhoon signal No. 8 or above, a black rainstorm warning, extreme weather conditions or other similar event is in effect at 7:00 a.m. on the date of the above meeting, such meeting would proceed as arranged on Friday, 26 June 2026 at 11:30 a.m. but the meeting venue will be changed to 8th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong. Shareholders should make their own decision as to whether they wish to attend the above meeting in bad weather conditions, at their own risk having regard to their own situation; and if they should choose to do so, they are advised to exercise care and caution. However, if there is no quorum present in accordance with the articles of association of the Company, the above meeting will be adjourned. The Company will post an announcement on its website (www.irasia.com/listco/hk/chinanetcom) and designated website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting (where applicable).
- (g) No refreshment will be served at the AGM, and there will be no corporate gift.
- (h) The Chinese translation of this notice is for information purposes only. In the event of any discrepancy between the English and Chinese versions, the English version shall prevail.
- (i) References to time and dates in this notice are to Hong Kong time and dates.