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HKBN Ltd.

香港寬頻有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1310)

CONTINUING CONNECTED TRANSACTIONS

DISTRIBUTION FRAMEWORK AGREEMENT

On the date of this announcement, the Company entered into the Distribution Framework Agreement with Venustech for a term from the date of the agreement until 31 December 2028 (both days inclusive) in relation to the supply by Venustech (and/or its affiliates), and the purchase and distribution in Hong Kong and Macao by the Group, of network security products and solutions services.

LISTING RULES IMPLICATIONS

As of the date of this announcement, China Mobile Communications, through CMHK, indirectly holds 74.84% of the issued share capital of the Company and is the controlling shareholder of the Company. Accordingly, Venustech, which is accounted for as a subsidiary of China Mobile Communications, is a connected person of the Company under Chapter 14A of the Listing Rules, and the transactions contemplated under the Distribution Framework Agreement constitute continuing connected transactions of the Company.

As the highest applicable percentage ratio in respect of the annual caps in relation to the Distribution Framework Agreement is not less than 0.1% but all applicable ratios are less than 5%, the transactions contemplated under the Distribution Framework Agreement are only subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules, and are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

FRAMEWORK AGREEMENT

On the date of this announcement, the Company entered into the Distribution Framework Agreement with Venustech for a term from the date of this announcement until 31 December 2028 (both days inclusive) in relation to the supply by Venustech (and/or its affiliates), and the purchase and distribution in Hong Kong and Macao by the Group, of network security products and solutions services, the principal terms of which are set out below:

Date:	16 January 2026
Parties:	(1) Company, as distributor (2) Venustech, as supplier
Subject matter:	Venustech appoints the Group as its distributor for distributing in Hong Kong and Macao network security products and solutions services supplied by Venustech (and/or its affiliates), including, subject to the terms of the Distribution Framework Agreement, granting to the Group exclusive distribution rights in Hong Kong and Macao for Venustech's Venus Firewall products (專線衛士系列產品) for the first year commencing from the date of the Distribution Framework Agreement.
Term:	From the date of the agreement until 31 December 2028 (both days inclusive).
Pricing policy:	The parties agree that the pricing and terms of the transactions under the Distribution Framework Agreement shall be based on the principles of fair dealing and normal commercial terms (or on terms no less favourable than those offered by independent third parties to the Group). The price of the products supplied by Venustech (and/or its affiliates) to the Group under the Distribution Framework Agreement, shall be equal to or lower than the official list price of such product.

Moreover, in practice, the Group will normally obtain quotations, where appropriate, from at least two independent third party providers providing similar types of products in the same or comparable markets. For the solutions services to be supplied by Venustech (and/or its affiliates) to the Group under the Distribution Framework Agreement, quotation(s) will normally be requested, where appropriate and to the extent practicable, from third party provider(s) providing similar types of solutions in the same or comparable markets, and taking into account factors including costs and operational efficiency. To the best of the Company's knowledge and belief, where Venustech is the sole provider of the relevant tailored product(s)/solution(s), the fees charged by Venustech to the Group will be on terms no less favourable to the Group than terms offered to third parties independent of the Group.

Estimated annual caps: The annual caps for the connected transactions contemplated under the Distribution Framework Agreement for the three financial years ending 31 August 2028, and for the period from 1 September 2028 to 31 December 2028 are as follows:

	Annual Caps		
For the financial year ending 31 August 2026 *(HK$'000)*	**For the financial year ending 31 August 2027** *(HK$'000)*	**For the financial year ending 31 August 2028** *(HK$'000)*	**For the period from 1 September 2028 to 31 December 2028** *(HK$'000)*
17,000	32,000	38,000	15,000

The transactions contemplated under the Distribution Framework Agreement are new transactions of the Group. The above annual caps are determined by reference to the Group's projection as to the volume of sales to be achieved by the Group during the relevant periods leveraging the customer base and sales channels to cross-sell network security products/solutions.

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

Venustech (together with its affiliates) is a leading cybersecurity solutions provider in the PRC, while the Company specialises in broadband services in Hong Kong. The collaboration is expected to enhance the Company's service offerings with high-demand cybersecurity products and solutions services. The Directors consider that entering into the Distribution Framework Agreement and the continuing connected transactions will foster mutual synergy by leveraging each party's respective strengths and resources.

The Board (including the independent non-executive Directors) considers that the terms of the Distribution Framework Agreement and the annual caps in relation thereto are fair and reasonable, and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group, are on normal commercial terms or better, and are in the interests of the Company and its shareholders as a whole.

On the date of the Board Meeting, Mr. LING Hao, Mr. LI Xin and Mr. LEI Liqun, executive Directors of the Company and Mr. LUO Weimin, a non-executive Director of the Company, were holding directorships and/or senior management positions in CMHK. Accordingly, each of them was considered to have a material interest in the transactions contemplated under the Distribution Framework Agreement and had abstained from voting on the relevant resolution at the Board Meeting.

On the date of Board Meeting, other than Mr. LING Hao, Mr. LI Xin, Mr. LEI Liqun and Mr. LUO Weimin, none of the other Directors had a material interest in the transactions contemplated under the Distribution Framework Agreement, and none of them had abstained from voting on the relevant resolution.

LISTING RULES IMPLICATIONS

As of the date of this announcement, China Mobile Communications, through CMHK, indirectly holds 74.84% of the issued share capital of the Company and is the controlling shareholder of the Company. Accordingly, Venustech, which is accounted for as a subsidiary of China Mobile Communications, is a connected person of the Company under Chapter 14A of the Listing Rules, and the transactions contemplated under the Distribution Framework Agreement constitute continuing connected transactions of the Company.

As the highest applicable percentage ratio in respect of the annual caps in relation to the Distribution Framework Agreement is not less than 0.1% but all applicable ratios are less than 5%, the transactions contemplated under the Distribution Framework Agreement are only subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules, and are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INFORMATION ON THE COMPANY

The Company is an investment holding company. Headquartered in Hong Kong with operations spanning across Hong Kong, Macao and Chinese Mainland, the Group is a leading integrated telecom and technology solutions provider. Operating through three core brands, Hong Kong Broadband Network, HKBN Enterprise Solutions and HKBN JOS, the Group offers a comprehensive range of solutions that include broadband, data connectivity, cloud and data centre, managed Wi-Fi, business continuity services, system integration, cybersecurity, mobile services, roaming solutions, digital solutions, voice and collaboration, stationery and supplies that are cumulative to our one-stop-shop offering of Transformation as a Service (TaaS) and OTT entertainment.

INFORMATION ON VENUSTECH

Venustech is an indirect wholly-owned subsidiary of Venustech Group Inc., which is a provider of information security products, services and solutions in the Chinese mainland whose shares are listed on the Shenzhen Stock Exchange (stock code: 002439). It is accounted for as a subsidiary of China Mobile Communications.

China Mobile Communications is a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company, and directly and indirectly holds approximately 74.84% of the total number of issued shares of the Company. Through the China Mobile Communications Group, it is the leading information and communications technology services provider in the Chinese mainland.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms have the meanings set out below, and words in plural shall include the singular and vice versa, as applicable:

"annual cap(s)"	has the meaning ascribed to it under Rule 14A.53 of the Listing Rules;
"Board"	the board of Directors of the Company;
"Board Meeting"	the meeting of the Board held on 7 January 2026 for approving, among other things, the Distribution Framework Agreement (including the annual caps in relation thereto);

"China Mobile Communications"	China Mobile Communications Group Co., Ltd., a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company;
"China Mobile Communications Group"	China Mobile Communications and its subsidiaries (including Venustech);
"CMHK"	China Mobile Hong Kong Company Limited, a company incorporated in Hong Kong and an indirect subsidiary of China Mobile Communications, which (together with parties acting in concert with it) is interested in approximately 74.84% of the total issued shares of the Company;
"Company"	HKBN Ltd. (香港寬頻有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1310);
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Directors"	the directors of the Company;
"Distribution Framework Agreement"	the framework agreement entered into between the Company and Venustech on the date of this announcement in relation to the supply by Venustech (and/or its affiliates), and the purchase and distribution in Hong Kong and Macao by the Group, of network security products and solutions services;
"Group"	the Company and its subsidiaries;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
"Macao"	the Macao Special Administrative Region of the PRC;
"PRC"	the People's Republic of China;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;

"subsidiary"	has the meaning ascribed to it under the Listing Rules;
"Venustech"	Beijing Venus Information Security Technology Co., Ltd* (北京啟明星辰信息安全技術有限公司), a limited liability company established under the laws of the PRC, being an indirect wholly-owned subsidiary of Venustech Group Inc., a joint stock limited company established under the laws of the PRC, whose shares are listed on the Shenzhen Stock Exchange (stock code: 002439); and
"%"	per cent.

By order of the Board
HKBN Ltd.
LING Hao
Chairman

Hong Kong, 16 January 2026

** for identification purposes only*

As at the date of this announcement, the Board comprises:

Executive Directors
Mr. LING Hao *(Chairman)*
Mr. LI Xin
Mr. LEI Liqun

Independent Non-executive Directors
Ms. CHUNG Cordelia
Ms. CHEUNG Ming Ming Anna
Ms. CHUNG Kit Yi Kitty

Non-executive Director
Mr. LUO Weimin

Where the English and the Chinese texts conflict, the English text prevails.