

**APPENDIX 5**  
**FORMS RELATING TO LISTING**  
**FORM F**  
**THE GROWTH ENTERPRISE MARKET (GEM)**  
**COMPANY INFORMATION SHEET**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

**Company name:** China Netcom Technology Holdings Limited

**Stock code (ordinary shares):** 8071

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 28 April 2014.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 2 March 2001

Name of Sponsor(s): Nil

Names of directors:

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

*Independent Non-executive Directors*  
Mr. Cai Wei Lun  
Mr. Qi Ji  
Ms. Xuan Hong

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Shareholder	Interest in shares	Interest in underlying shares	Total interest in shares and underlying shares	Approximate percentage of issued share capital
	Mr. Leung Ngai Man ("Mr. Leung")	536,629,880 (Note 1)	1,583,416,666 (Note 2)	2,120,046,546	95.63%

*Notes:*

1. *Out of 536,629,880 shares, 294,880 shares were held by Speedy Well Investments Limited, a company wholly and beneficially owned by Mr. Leung, an executive director of the Company.*
2. *Mr. Leung is deemed to be interested in 120,083,333 shares and 1,463,333,333 shares through his interests in the convertible bonds in the principal amount of HK\$144,100,000 and 1,463,333,333 convertible preferred shares respectively issued by the Company.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:  
Financial year end date:

Nil  
31 December

Registered address:

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Head office and principal place of business:

Unit 1006, 10<sup>th</sup> Floor  
Tower One Lippo Centre  
89 Queensway  
Hong Kong

Web-site address (if applicable):

[www.chinanetcomtech.com](http://www.chinanetcomtech.com)

Share registrar:

Principal Share Registrar and Transfer Agent in the Cayman Islands  
Royal Bank of Canada Trust Company (Cayman) Limited  
4<sup>th</sup> Floor, Royal Bank House  
24 Shedden Road  
George Town, Grand Cayman KY1-1110  
Cayman Islands

Branch Share Registrar and Transfer Office in Hong Kong  
Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

Auditors:

HLB Hodgson Impey Cheng Limited

## **B. Business activities**

*The Group is principally engaged in the trading of computer hardware and software, the provision of lottery system management service and operation of lottery sales halls in the People's Republic of China.*

## **C. Ordinary shares**

Number of ordinary shares in issue: 2,217,035,049

Par value of ordinary shares in issue: HK\$0.005

Board lot size (in number of shares): 5,000

Name of other stock exchange(s) on which ordinary shares are also listed: Nil

## **D. Warrants (Unlisted)**

Stock code: N/A

Board lot size: N/A

Expiry date: 12 January 2015

Exercise price: HK\$0.30

Conversion ratio:  
*(Not applicable if the warrant is denominated in dollar value of conversion right)* N/A

No. of warrants outstanding: 362,000,000

No. of shares falling to be issued upon the exercise of outstanding warrants: 362,000,000

## **E. Other securities**

### *Share Options*

Date of grant	:	09.07.2007	22.08.2007	10.07.2008	10.10.2013	25.3.2014	26.3.2014
Number of share options granted and outstanding	:	9,600,000	8,200,000	11,200,000	16,000,000	32,000,000	2,700,000
Exercise price	:	HK\$1.4250	HK\$2.0300	HK\$1.3280	HK\$0.087	HK\$0.3640	HK\$0.3650
Expiry date	:	29.06.2017	29.06.2017	29.06.2017	29.06.2017	29.06.2017	29.06.2017

### *Convertible Bonds*

An interest free convertible bonds in the principal amount of HK\$797.5 million (the “Convertible Bonds”) was issued to Mr. Leung on 27 August 2010 as part of the consideration in relation to the very substantial acquisition and connected transaction as disclosed in the Company’s circular dated 30 July 2010. The Convertible Bonds can be converted into shares of the Company at an initial conversion price of HK\$0.24 per share, which has been adjusted to HK\$1.20 per share due to the share consolidation effective on 27 February 2012, during its conversion period for a period of five years from 27 August 2010. As at the date hereof, HK\$144.1 million of the Convertible Bonds remain outstanding.

### *Convertible Preferred Shares*

1,563,333,333 convertible preferred shares at an issue price of HK\$0.60 per share were allotted and issued to Mr. Leung on 17 December 2012 for capitalising the outstanding amount of HK\$938,000,000 due by the Company to Mr. Leung pursuant to the promissory note issued by the Company on 27 August 2010 as disclosed in the Company’s circular dated 29 October 2012. As at the date hereof, 1,463,333,333 issued convertible preferred shares have not been converted yet.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor. N/A

### **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

(Sd.)  
\_\_\_\_\_  
Leung Ngai Man

(Sd.)  
\_\_\_\_\_  
Cai Wei Lun

(Sd.)  
\_\_\_\_\_  
Ng Kwok Chu, Winfield

(Sd.)  
\_\_\_\_\_  
Qi Ji

(Sd.)  
\_\_\_\_\_  
Wu Wei Hua

(Sd.)  
\_\_\_\_\_  
Xuan Hong

### ***NOTES***

- 1. This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2. Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3. Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*