

**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 26 July 2017.

**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*)  
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	<i>Name</i>	<i>Capacity</i>	<i>Number and class of securities interested</i>	<i>Approximate percentage of issued share capital</i>
	51RENPIN.COM INC.	Beneficial owner	1,834,963,213 shares (Long position)	39.64%

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

Nil

Financial year end date:

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  
SMP Partners (Cayman) Limited  
Royal Bank House — 3rd Floor  
24 Shedden Road, P.O. Box 1586  
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 Company and its subsidiaries are principally engaged in the provision of lottery system management service and the operation of lottery sales halls services in the People's Republic of China, provision of sports training services and sale of information technology products.

## **C. Ordinary shares**

Number of ordinary shares in issue: 4,629,368,382

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

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

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

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

Stock code: N/A

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Board lot size: N/A

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Expiry date: N/A

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Exercise price: N/A

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

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No. of warrants outstanding: N/A

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No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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## **E. Other securities**

### *Convertible Bond*

An interest free convertible bond in the principal amount of HK\$797.5 million (the "Convertible Bond") 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 Bond 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. On 24 August 2015, the Company entered into a supplemental deed (the "Supplemental Deed") with Mr. Leung pursuant to which the Company and Mr. Leung agreed to extend the maturity date of the Convertible Bond for 5 years from the date falling on the fifth year to the date falling on the tenth year from the date of issue of the Convertible Bond, subject to the conditions precedent contained in the Supplemental Deed being satisfied. On 3 November 2015, the resolution to extend the maturity date of the Convertible Bond was duly passed by the independent shareholders of the Company at an extraordinary general meeting. As at the date hereof, HK\$68.016 million of the Convertible Bond remain outstanding.

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.)  
\_\_\_\_\_  
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.*