
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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This supplemental circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 supplemental 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 supplemental 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)

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS RELATING TO
RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company (the “**Shareholders**”) dated 29 October 2012 (the “**Circular**”) and the notice convening an extraordinary general meeting of the Company (the “**EGM**”) to be held at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Thursday, 22 November 2012 at 10:30 a.m.. A second form of proxy (the “**Second Form of Proxy**”) is also enclosed with this supplemental circular for use at the EGM.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying Second 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 EGM or any adjournment thereof to the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the valid Second Form of Proxy will revoke and supersede the First Form of Proxy (as defined herein), but will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

This supplemental circular will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the website of the Company at www.chinanetcomtech.com.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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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LETTER FROM THE BOARD



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

Non-executive Director:

Mr. Gao Shikui

Independent non-executive Directors:

Mr. Cai Wei Lun
Mr. Qi Ji
Mr. Niu Zhihui

Registered office:

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

*Head office and principal place
of business in Hong Kong:*

Unit 1006, 10th Floor
Tower One Lippo Centre
89 Queensway
Hong Kong

7 November 2012

*To the Shareholders and, for information only,
the holders of share options and convertible bonds of the Company*

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS RELATING TO RE-ELECTION OF DIRECTOR

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 29 October 2012 (the “**Circular**”) which contains, among others, information relating to the Loan Capitalisation and the proposed amendments to the Memorandum and Articles of Association. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as defined in the Circular.

Reference is made to the announcement of the Company dated 1 November 2012 in relation to, among other things, Mr. Niu Zhihui (“**Mr. Niu**”) has been appointed as independent non-executive Director, chairman of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) and member of the nomination committee (the “**Nomination Committee**”) of the Company with effect from 1 November 2012. In accordance with article 86(3) of the Articles, Mr. Niu shall hold office until the next following general meeting of the Company, and being eligible, will offer himself for re-election.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with information relating to the re-election of Director, and to give you the supplemental notice of EGM and the Second Form of Proxy.

RE-ELECTION OF DIRECTOR

The Board appointed Mr. Niu as independent non-executive Director, chairman of each of the Audit Committee and the Remuneration Committee and member of the Nomination Committee with effect from 1 November 2012. Details of the appointments have been set out in the announcement of the Company dated 1 November 2012.

According to article 86(3) of the Articles, any Director appointed by the Board as to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Being eligible, Mr. Niu will offer himself for re-election as Director at the forthcoming EGM.

Mr. Niu, aged 40, graduated from Dongbei University of Finance and Economics in Liaoning Province with a Bachelor Degree in Finance. He is a registered accountant. Mr. Niu has worked in a state-owned bank in the PRC and several accounting firms. He has a profound understanding on the laws of the PRC in relation to accounting and taxation and financial policy and accumulated extensive working experience in finance and accounting.

Mr. Niu did not hold any position with the Group apart from being appointed as independent non-executive Director, chairman of each of the Audit Committee and the Remuneration Committee and member of the Nomination Committee and he did not hold directorship in any other listed companies or had any other major appointments and professional qualifications in the last three years.

As at the date hereof, Mr. Niu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as defined in the GEM Listing Rules. As at the date hereof, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Niu has entered into a service contract with the Company for a term of one year. He will hold office until the next following general meeting of the Company, and being eligible, will offer himself for re-election in accordance with the Articles. The emoluments of Mr. Niu will be determined by the Remuneration Committee with reference to his duties and responsibilities with the Company and the market benchmark and approved by the Board.

Save as disclosed herein, as at 6 November 2012, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information continued herein (the “**Latest Practicable Date**”), there is no other information relating to the appointment of Mr. Niu that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

SUPPLEMENTAL NOTICE OF EGM AND SECOND FORM OF PROXY

Since both the notice of EGM and the form of proxy (the “**First Form of Proxy**”) sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Niu as Director, a supplemental notice of EGM has been set out on pages 5 and 6 of this supplemental circular and the Second Form of Proxy is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying Second 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 EGM or any adjournment thereof to the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.

Special arrangements about completion and submission of the Second Form of Proxy are set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the EGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Form of Proxy and/or Second Form of Proxy will not preclude you from attending and voting at the EGM if you so wish.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the proposed resolution for the re-election of Mr. Niu as Director at the EGM.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental 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 supplemental circular misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the re-election of Mr. Niu as Director as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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

SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE SECOND FORM OF PROXY

A Shareholder who has not yet lodged the First Form of Proxy with the Company's Hong Kong branch share registrar and transfer office (the "**Share Registrar**") is requested to lodge the Second Form of Proxy if the Shareholder wishes to appoint proxy/proxies to attend the EGM on his/her behalf. In this case, the First Form of Proxy should **not** be lodged with the Share Registrar. A Shareholder who has already lodged the First Form of Proxy with the Share Registrar should note that:

- (i) if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolutions properly put to the EGM including the resolution for the re-election of Mr. Niu as Director as set out in this supplemental circular;
- (ii) if the Second Form of Proxy is lodged with the Share Registrar 48 hours prior to the time appointed for holding of the EGM (the "**Closing Time**"), the Second Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the First Form of Proxy previously lodged by the Shareholder; and
- (iii) if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy/proxies so appointed by the Shareholder under the Second Form of Proxy will be invalid. The First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Form of Proxy will be entitled to vote in the manner as mentioned in (i) above as if no Second Form of Proxy was lodged with the Share Registrar.

Completion and return of the First Form of Proxy and/or the Second Form of Proxy will not preclude you from attending and voting at the EGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the EGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF EGM



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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

This notice is supplemental to the notice of Extraordinary General Meeting (the “EGM Notice”) published on 29 October 2012 by the Company to convene the EGM of the Company at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Thursday, 22 November 2012 at 10:30 a.m..

Details of the proposed resolutions to be considered at the EGM were stated in the EGM Notice. Unless otherwise defined, capitalised terms defined herein shall have the same meanings as those defined in the circular of the Company dated 29 October 2012. Apart from the amendments stated below, all the information contained in the EGM Notice remains valid and effective.

Due to the matter as set out in the supplemental circular of the Company dated 7 November 2012, the following ordinary resolution will be included in the EGM Notice as newly added resolution numbered 4:

- 4 (a) to re-elect Mr. Niu Zhihui as Director; and
- (b) to authorise the Board to fix his remuneration.

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

Hong Kong, 7 November 2012

As of the date hereof, the Board comprised the following Directors:

Executive Directors:

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

Principal Place of Business in Hong Kong:

Unit 1006, 10th Floor
Tower One Lippo Centre
89 Queensway
Hong Kong

Non-executive Director:

Mr. Gao Shikui

Independent non-executive Directors:

Mr. Cai Wei Lun
Mr. Qi Ji
Mr. Niu Zhihui

SUPPLEMENTAL NOTICE OF EGM

Notes:

1. A second form of proxy (the “**Second Form of Proxy**”) is enclosed with the supplemental circular of the Company dated 7 November 2012 (the “**Supplemental Circular**”). Please refer to the Appendix to the Supplemental Circular for the special arrangements about the completion and submission of the Second Form of Proxy.
2. Please refer to the EGM Notice for details of the other ordinary and special resolutions to be passed at the EGM, closure of register of members and eligibility for attending the EGM, proxy and other relevant matters.
3. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending and voting at the EGM or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.