

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 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 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)

(I) PROPOSED CHANGE OF AUDITORS
AND
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 29 November 2018 at 11:00 a.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com 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.

13 November 2018

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 shall have the following meanings:

“Articles”	the articles of association of the Company as amended from time to time
“Baker Tilly”	Baker Tilly Hong Kong Limited, the proposed new auditors of the Group
“Board”	the board of Directors
“Company”	China Netcom Technology Holdings Limited, a company incorporated in the Cayman Islands, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 29 November 2018 at 11:00 a.m., a notice of which is set out on pages 6 to 7 of this circular
“GEM”	GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HLB”	HLB Hodgson Impey Cheng Limited, the former auditors of the Group who has resigned with effect from 8 November 2018
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 November 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for the inclusion in this circular
“PRC”	the People’s Republic of China

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.005 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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. Sun Haitao (*Chairman*)
Mr. Zhao Ke

Independent non-executive Directors:

Mr. Song Ke
Mr. Wu Bo
Mr. Michael Yu Tat Chi

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

13 November 2018

To the Shareholders

Dear Sirs or Madams,

PROPOSED CHANGE OF AUDITORS

1. INTRODUCTION

HLB has resigned as the auditors of the Group with effect from 8 November 2018, and thus the Board proposed to appoint Baker Tilly as the new auditors of the Group to fill the casual vacancy arising from the resignation of HLB and to hold office until the conclusion of the next annual general meeting of the Company.

The purpose of this circular is to provide you with details of the change of auditors and to give you the notice convening of EGM at which an ordinary resolution will be proposed to be considered, and if thought fit, approve the appointment of Baker Tilly as the auditors of the Group.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF AUDITORS

As the Company and HLB could not reach a consensus on the audit fees for the financial year ending 31 December 2018, HLB has resigned as the auditors of the Group with effect from 8 November 2018. In this respect, the Company has received a letter of resignation dated 8 November 2018 from HLB.

HLB confirmed in the said letter of resignation that there were no circumstances connected with its resignation which it considered should be brought to the attention of the Shareholders.

The Board proposed to appoint Baker Tilly as the new auditors of the Group to fill the casual vacancy arising from the resignation of HLB and to hold office until the conclusion of the next annual general meeting of the Company subject to the approval of the Shareholders at the EGM pursuant to the Articles. The Board believes that the change of auditors will not have any significant impact on the annual audit of the Group for the financial year ending 31 December 2018.

The Board confirmed that save as disclosed above, there were no circumstances connected with the change of auditors of the Group which it considered should be brought to the attention of the Shareholders.

3. EGM

The notice of the EGM is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

At the EGM, an ordinary resolution will be proposed to approve, among other things, the appointment of Baker Tilly as the new auditors of the Group to fill the causal vacancy arising from the resignation of HLB and to hold office until the conclusion of the next annual general meeting of the Company. An announcement on the poll results will be published by the Company after the EGM.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolution to be proposed at the EGM.

Whether or not you are able to attend the EGM 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 EGM or any adjournment thereof to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Board, including the independent non-executive Directors, is of the opinion that the ordinary resolution relating to the proposed appointment of Baker Tilly as the auditors of the Group referred to in this circular is in the best interests of the Company and the Shareholders as a whole and recommends you to vote in favour of the ordinary resolution to be proposed at the EGM.

By order of the Board
China Netcom Technology Holdings Limited
Sun Haitao
Chairman and Executive Director

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Netcom Technology Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 29 November 2018 at 11:00 a.m. to consider and, if thought fit, pass the following resolution as an ordinary resolution (with or without modification):

ORDINARY RESOLUTION

“**THAT** Baker Tilly Hong Kong Limited be and is hereby appointed as the auditors of the Company and its subsidiaries to fill the casual vacancy arising from the resignation of HLB Hodgson Impey Cheng Limited and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix the remuneration for the appointed auditors.”

By order of the Board
China Netcom Technology Holdings Limited
Sun Haitao
Chairman and Executive Director

13 November 2018

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

Executive Directors:

Mr. Sun Haitao (*Chairman*)
Mr. Zhao Ke

Independent non-executive Directors:

Mr. Song Ke
Mr. Wu Bo
Mr. Michael Yu Tat Chi

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

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

NOTICE OF EGM

Notes:

- (a) Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a Shareholder.
- (b) 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 Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the above meeting 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 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 register of members in respect of the joint holding.
- (e) For the purpose of determining Shareholders who are qualified for attending and voting at the meeting, the register of members of the Company will be closed from Wednesday, 28 November 2018 to Thursday, 29 November 2018, 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 transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 27 November 2018.