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**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)**

**VOLUNTARY ANNOUNCEMENT  
FRAMEWORK AGREEMENT  
REGARDING A POSSIBLE ACQUISITION**

The Board is pleased to announce that the Subsidiary entered into the Framework Agreement with, among others, the Vendor on 11 November 2011, pursuant to which the Subsidiary has conditionally agreed to acquire and the Vendor has conditionally agreed to dispose of and procure relevant parties to dispose of the non-controlling equity interests in a company which is principally engaged in the provision of services for an instant lottery game in the PRC.

This announcement is made by the Company on a voluntary basis in relation to the Framework Agreement in order to enhance the transparency of the Company.

**THE FRAMEWORK AGREEMENT**

The Board is pleased to announce that the Subsidiary entered into the Framework Agreement with, among others, the Vendor on 11 November 2011, pursuant to which the Subsidiary has conditionally agreed to acquire and the Vendor has conditionally agreed to dispose of and procure relevant parties to dispose of the non-controlling equity interests in a company which is principally engaged in the provision of services for an instant lottery game in the PRC. The consideration for the Possible Acquisition is subject to further negotiation between the Subsidiary, the Vendor and other relevant parties, and a formal agreement will be entered into upon parties' agreement. The Subsidiary agreed to pay HK\$2 million to the Vendor (or its nominee) as an advance deposit, which is refundable if the Possible Acquisition does not materialise. Consummation of the Possible Acquisition may result in the Target Company becoming an associate company of the Company.

The Board considers that the Framework Agreement was entered into in the ordinary course of business of the Group and on normal commercial terms after arm's length negotiation. The Board is of the view that the Possible Acquisition, if materialises, will expand the Company's business in the provision of lottery related services in the PRC market, which is in line with the long term strategy of the Company.

No formal agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. The Possible Acquisition, if materialises, may or may not constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules. Further announcement in respect of the Possible Acquisition will be made by the Company in the event that the formal agreement of the Possible Acquisition has been signed.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	China Netcom Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“Framework Agreement”	the framework agreement dated 11 November 2011 entered into between, among others, the Subsidiary and the Vendor
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a person who is not a connected person of the Company and is independent of and not connected with the Company and its connected persons
“Possible Acquisition”	the possible acquisition by the Subsidiary from the Vendor and other relevant parties of the non-controlling equity interests in the Target Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a wholly-owned subsidiary of the Company and the purchaser named under the Framework Agreement
“Target Company”	an enterprise established under the PRC laws which is principally engaged in the provision of services for an instant lottery game in the PRC
“Vendor”	the vendor named under the Framework Agreement and an Independent Third Party

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

Hong Kong, 14 November 2011

*As at the date of this announcement, the executive Directors are Mr. Leung Ngai Man, Mr. Ng Kwok Chu, Winfield and Ms. Wu Wei Hua; and the independent non-executive Directors are Dr. Leung Wai Cheung and Mr. Cai Wei Lun.*

*This announcement, 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 announcement 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 announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the Company’s website at [www.chinanetcomtech.com](http://www.chinanetcomtech.com).*