

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

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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 20 January 2016.

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

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")	906,629,880 (Note 1)	1,081,683,333 (Note 2)	1,988,313,213	63.73%

Notes:

1. *Out of 906,629,880 shares, 294,880 shares are 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 78,350,000 shares and 1,003,333,333 shares through his interests in the convertible bond in the principal amount of HK\$94,020,000 and 1,003,333,333 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, 10th Floor
Tower One Lippo Centre
89 Queensway
Hong Kong

Web-site address (if applicable):

www.chinanetcomtech.com

Share registrar:

Principal Share Registrar and Transfer Agent in the Cayman Islands
Royal Bank of Canada Trust Company (Cayman) Limited
4th 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: 3,120,035,049

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: N/A

Exercise price: N/A

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

N/A

No. of warrants outstanding: N/A

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

N/A

E. Other securities

Share Options

Date of grant	:	09.07.2007	22.08.2007	10.07.2008	10.10.2013	25.03.2014	26.03.2014	10.07.2014	27.05.2015	04.06.2015
Number of share options granted and outstanding	:	9,600,000	8,200,000	9,200,000	16,000,000	32,000,000	2,700,000	20,000,000	66,000,000	10,000,000
Exercise price	:	HK\$1.425	HK\$2.030	HK\$1.328	HK\$0.087	HK\$0.364	HK\$0.365	HK\$0.280	HK\$0.290	HK\$0.270
Expiry date	:	29.06.2017	29.06.2017	29.06.2017	29.06.2017	29.06.2017	29.06.2017	29.06.2017	29.06.2017	29.06.2017

Convertible Bonds

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\$94.02 million of the Convertible Bond 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, 1,003,333,333 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.)

Qi Ji

(Sd.)

Wu Wei Hua

(Sd.)

Xuan Hong

NOTES

- 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.*
- 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.*
- 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.*