
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, a person registered as a certified public accountant under the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) or other professional adviser.

If you have sold or transferred all your Shares, you should at once hand this circular and the accompanying form of proxy to the purchaser or 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 transferee.

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VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8033

**NOTICE
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF A DIRECTOR
CLOSURE OF REGISTER OF MEMBERS
ADOPTION OF NEW SCHEME
AND
AMENDMENTS TO THE EXISTING BYE-LAWS**

This 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 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 document misleading.

The Notice is set out on pages 29 to 40 of this circular. Whether or not Members are able to attend the AGM, they are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and deposit it with the Hong Kong branch share registrar of the Company, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than forty-eight hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude Members from attending and voting in person at the AGM (or any adjournment thereof) should they so desire and in such event, the proxy form shall be deemed to be revoked.

This circular will remain on the GEM Website on the "Latest Company Announcements" page for at least seven days from the date of posting and on www.irasia.com/listco/hk/vodatel/circulars/index.htm and www.vodatelsys.com.

Please note that the English text of this circular shall prevail over the Chinese text in the event of inconsistency.

* for identification purpose only

12th May 2022

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 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 (excluding the Notice), unless the context otherwise requires, the following expressions shall have the following meanings:

“Act”	the Companies Act 1981 of Bermuda as amended from time to time
“Adoption Date”	17th June 2022, the date on which the New Scheme is proposed to be adopted by ordinary resolution of the Company in the AGM
“AGM”	the annual general meeting of the Company to be held at 2:30 p.m. on 17th June 2022 at Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong
“Associate”	has the meaning ascribed thereto in the GEM Listing Rules
“Auditor”	auditor of the Company
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday and Sunday) on which licensed banks are generally open for business in Hong Kong
“Bye-laws”	the bye-laws of the Company from time to time
“Close Associate”	has the meaning ascribed thereto in the GEM Listing Rules
“Company”	Vodatel Networks Holdings Limited (not applicable to Hong Kong Securities Clearing Company Limited and Trust Company of the West)
“Connected Person”	has the meaning ascribed thereto in the GEM Listing Rules
“Controlling Shareholder”	any person who is or group of persons who are together entitled to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings of the Company or who is or are in a position to control the composition of a majority of the Board

DEFINITIONS

“Core Connected Person”	has the meaning ascribed thereto in the GEM Listing Rules
“Date of Grant”	in respect of an Option and unless otherwise specified in the letter of grant, the Business Day on which the Board resolves to make an Offer to a Participant, whether or not the Offer is subject to Members’ approval on the terms of the New Scheme
“Director”	the director of the Company
“Exchange”	The Stock Exchange of Hong Kong Limited, a company incorporated in Hong Kong with limited liability
“Existing Bye-laws”	the existing bye-laws of the Company adopted by way of written special resolutions passed by the Members of the Company on 10th February 2000 and amended at the annual general meeting held on 18th November 2004
“Existing Scheme”	the share option scheme approved by the Members at the annual general meeting of the Company on 22nd June 2012
“GEM”	GEM operated by the Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM made by the Exchange from time to time
“GEM Website”	the Internet website operated by the Exchange for the purposes of GEM
“Grantee”	any Participant who accepts an Offer in accordance with the terms of the New Scheme, or (where the context so permits) any person who is entitled to any such Option in consequence of the death of the original Grantee, or the legal personal representative of such person
“Group”	the Company and its subsidiaries (not applicable to Tenacity International Group Limited and Wing Tak Group and Companies)
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of PRC (not applicable to Harbour Grand Hong Kong, Hong Kong Exchanges and Clearing Limited, Hong Kong Securities Clearing Company Limited and The Stock Exchange of Hong Kong Limited)
“Inside Information”	has the meaning ascribed thereto in the GEM Listing Rules
“Latest Practicable Date”	11th May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the directors of the Exchange elected or appointed in accordance with the articles of association of the Exchange and, where the context so permits, any committee or sub-committee thereof
“Main Board”	the stock market operated by the Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Member”	the holder of the Shares
“New Bye-laws”	the bye-laws of the Company incorporating all proposed amendments in the Notice proposed to be adopted by the Members by way of special resolution
“New Scheme”	the new share option scheme which is proposed to be adopted by the Company at the AGM, the principal terms of which are set out in Appendix III to this circular, and as amended from time to time
“Notice”	the notice convening the AGM
“Offer”	the offer of the grant of an Option under the New Scheme
“Old Option”	an option to subscribe for Shares granted pursuant to the Existing Scheme

DEFINITIONS

“Option”	an option to subscribe for Shares pursuant to the New Scheme and for the time being subsisting (not applicable to Old Option)
“Option Period”	in respect of any particular Option, the period to be determined and notified by the Board to the Grantee at the time of making an Offer which shall not expire later than ten years from the Date of Grant
“Participant”	Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and employees of the Group
“PRC”	The People’s Republic of China
“Regulation”	the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) as amended from time to time
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice
“Scheme Mandate Limit”	subject to the terms as stated in Appendix II, the maximum number of Shares which may be issued upon exercise of all Options to be granted under the New Scheme and any other share option schemes of the Company shall not, in the absence of Members’ approval, in aggregate exceed 10% in nominal amount of the aggregate of Shares in issue on the Adoption Date
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share”	ordinary share of HK\$0.10 each in the share capital of the Company
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option under the New Scheme

DEFINITIONS

“Substantial Shareholder”	a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission established under Section 3 of the Securities and Futures Commission Ordinance and continuing in existence under Section 3 of SFO as amended from time to time
“USA”	The United States of America

LETTER FROM THE BOARD



VODATEL NETWORKS HOLDINGS LIMITED
愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8033

Executive Directors

José Manuel dos Santos

Kuan Kin Man

Monica Maria Nunes

Non-executive Director

Ho Wai Chung Stephen

Independent non-executive Directors

Fung Kee Yue Roger

Wong Tsu An Patrick

Wong Kwok Kuen

Registered office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

**Head office and
principal place of business**

74 da Rua da Felicidade

Edifício Vodatel

Taipa

The Macao Special Administrative
Region of PRC

**Principal place of business
in Hong Kong**

Room 713B, 7th Floor

Block B, Sea View Estate

2-8 Watson Road

North Point

12th May 2022

To Members

Dear Sir or Madam,

NOTICE
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF A DIRECTOR
CLOSURE OF REGISTER OF MEMBERS
ADOPTION OF NEW SCHEME
AND
AMENDMENTS TO THE EXISTING BYE-LAWS

* *for identification purpose only*

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at 2:30 p.m. on Friday, 17th June 2022 at Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong, which, upon approval, would enable the Company to, among other things:

- 1 repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing such resolution;
- 2 allot and issue (a) new Shares equivalent to 20% of the Shares in issue as at the date of passing the relevant resolution and (b) those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in paragraph 1 above;
- 3 re-elect a Director;
- 4 adopt the New Scheme; and
- 5 amend the Existing Bye-laws.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be granted general mandates to:

- 1 repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution; and
- 2 allot, issue and otherwise deal with (a) Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution and (b) any Shares repurchased by the Company (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution).

Any issue of new Shares is subject to approval from the Exchange for the listing of and permission to deal in such new Shares. Based on the issued share capital of the Company of 616,115,000 Shares as at the Latest Practicable Date, and on the assumptions that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the general mandate to issue a maximum of 123,223,000 Shares.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the GEM Listing Rules provide that, unless the Exchange agrees otherwise, in the event the general mandate to issue Shares is exercised and Shares are placed for cash consideration under the general mandate to issue Shares, the issue price of the Shares may not be at a price which represents a discount of 20% or more to the benchmarked price of the Shares, such benchmarked price being the higher of:

- 1 the closing price of the Shares as quoted on the Exchange on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to issue Shares; and
- 2 the average closing price of the Shares as quoted on the Exchange in the five trading days immediately prior to the earlier of:
 - (a) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Shares under the general mandate to issue Shares;
 - (b) the date of the placing agreement or other agreement involving the proposed issue of Shares under the general mandate to issue Shares; and
 - (c) the date on which the placing or subscription price is fixed.

In terms of price at which Shares may be issued at time of exercise of the general mandate to issue Shares, the Company will comply with the then prevailing requirements under the GEM Listing Rules.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the GEM Listing Rules, in particular Rule 13.08, is set out in Appendix I to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF A DIRECTOR

In accordance with the Existing Bye-laws, Wong Tsu An Patrick will retire at the AGM and, being eligible, will offer himself for re-election.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code set out in Appendix 15 of the GEM Listing Rules, any reappointment of independent non-executive Directors who have served more than nine years shall be subject to a separate resolution to be approved by the Members. Wong Tsu An Patrick will have been an independent non-executive Director for more than 14 years at the AGM. The Board believes that, despite his length of service, he remains independent as he has not held any executive or management positions in the Group throughout this appointment. He has also demonstrated his ability to provide an independent view to the matters of the Company. Notwithstanding his years of service as an independent non-executive Director, the Board is of the view that he is able to continue to fulfil his role as required and thus recommends him for re-election at the AGM. In this regard, a separate resolution will be put forward at the AGM to re-elect Wong Tsu An Patrick as an independent non-executive Director.

LETTER FROM THE BOARD

Details about Wong Tsu An Patrick are set out in Appendix II to this circular.

THE PROPOSED ADOPTION OF NEW SCHEME

The Company has adopted the Existing Scheme on 22nd June 2012, pursuant to which the Directors were authorised to grant options to subscribe for Shares to any Director or employee of the Company or its subsidiaries during the ten-year period from 22nd June 2012. As the Existing Scheme will expire later this year, the Board proposes to adopt the New Scheme and terminate the Existing Scheme effective from the date of adoption of the New Scheme.

The adoption of the New Scheme is conditional upon:

- 1 the Members approving the New Scheme and the termination of the Existing Scheme at the AGM; and
- 2 the Exchange granting approval of the listing of and permission to deal in the Shares to be issued and allotted pursuant to the exercise of the Options granted under the New Scheme up to 10% of the total number of Shares in issue as at the date of the AGM.

Application will be made to the Listing Committee for the grant of the listing of, and permission to deal in, the Shares which may be issued upon the exercise of the Options granted under the New Scheme representing up to 10% of the total number of Shares in issue as at the date of the AGM.

The Directors consider that the New Scheme, which will be valid for ten years from the date of its adoption, will continue to provide the Group with a platform to reward Participants who have contributed or will contribute to the Group and to encourage Participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Members as a whole.

LETTER FROM THE BOARD

The Board will be given the authority under the New Scheme to specify any minimum holdings period and/or performance targets as conditions in any Option granted, and the requirement for a minimum Subscription Price, as well as the authority to select the appropriate Participants as prescribed by the rules of the New Scheme. The Board considers that the aforesaid criteria and rules motivate the contribution of the employees of the Group and provide incentives to help the Group in retaining its existing employees and recruiting additional employees, providing them with direct economic interests in attaining the long term business objectives of the Group. The Board believes the aforesaid will serve to protect the value of the Company and to achieve such purpose of retaining and motivating high quality personnel to contribute to the Group.

The Directors consider that it is not appropriate to value the Options that can be granted under the New Scheme on the assumption that they had been granted at the Latest Practicable Date, as various determining factors (such as the Subscription Price, the timing of granting of such Options, exercise period and performance targets which the Directors may set under the New Scheme) for the calculation of such value cannot be reasonably fixed at this stage. It would not be meaningful and to certain extent would be misleading to the Members if the value of the Options is calculated based on a set of speculated assumptions.

In relation to the New Scheme, on the basis of 616,115,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are allotted, issued or repurchased by the Company prior to the AGM and assuming no further refreshment of Scheme Mandate Limit going forward, the maximum number of Shares to be issued upon the exercise of Options that may be granted under the New Scheme and any other schemes of the Company will be 61,611,500 Shares.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had not adopted any other share option scheme other than the Existing Scheme. There are 16,382,000 Old Options granted under the Existing Scheme outstanding as at the Latest Practicable Date. Details of these Old Options are as follows:

	Number of Old Options held as at the Latest Practicable Date	Exercise price (HK\$)	Grant date	Exercisable from	Exercisable until
Directors					
Ho Wai Chung Stephen	350,000	0.12	9th April 2020	10th April 2020	9th April 2023
Fung Kee Yue Roger	350,000	0.12	9th April 2020	10th April 2020	9th April 2023
Wong Tsu An Patrick	350,000	0.12	9th April 2020	10th April 2020	9th April 2023
Wong Kwok Kuen	350,000	0.12	9th April 2020	10th April 2020	9th April 2023
Director's daughter and employee					
Sonia Andreia dos Santos	144,000	0.12	9th April 2020	10th April 2020	9th April 2023
Continuous contract employees	14,838,000	0.12	9th April 2020	10th April 2020	9th April 2023
	<u>16,382,000</u>				

As at the Latest Practicable Date, the Company expected to consider granting Options to some of the Participants in the twelve months following the Adoption Date. However, as at the Latest Practicable Date, the Board had no specific plans to make any grants. Grants will be decided in due course and subject to oversight and approval by the remuneration committee of the Company and the Board.

LETTER FROM THE BOARD

A summary of the principal terms of the New Scheme is set out in Appendix III to this circular. The full terms of the New Scheme will be published on the GEM Website, the website of the Company and www.irasia.com/listco/hk/vodatel/announcement/index.htm for a period of fourteen days before the date of the AGM (including the date of the AGM) and can be inspected at the AGM. The terms of the New Scheme are substantially the same as the Existing Scheme except that:

- 1 the terms have been updated to align with the latest GEM Listing Rules; and
- 2 the scope of the Participants has been narrowed to Directors and employees of the Group.

At the AGM, an ordinary resolution will be proposed to approve the adoption of the New Scheme, terminate the Existing Scheme and authorise the Directors to grant Options thereunder and to allot and issue Shares pursuant to the New Scheme.

None of the Directors is a trustee of the New Scheme or has any direct or indirect interest in such trustee as there is no trustee involved in the New Scheme.

THE PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

The Board proposes that certain amendments be made to the Existing Bye-laws to, among other things, bring the Existing Bye-laws in alignment with the GEM Listing Rules, in particular the Core Shareholder Protection Standards set out in Appendix 3 of the GEM Listing Rules, and the Act. Accordingly, the Board proposes to adopt the New Bye-laws in substitution for, and to the exclusion of, the Existing Bye-laws.

The major areas of the proposed amendments that will be incorporated in the New Bye-laws are summarised below:

- 1 in alignment with paragraph 14(1) of Appendix 3 of the GEM Listing Rules, to provide that an annual general meeting must be held in each financial year within six months after the end of the financial year of the Company;
- 2 in alignment with paragraph 14(3) of Appendix 3 of the GEM Listing Rules, to provide that Members shall have the right to (a) speak at a general meeting, and (b) vote at a general meeting except where a Member is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
- 3 in alignment with paragraph 17 of Appendix 3 of the GEM Listing Rules and section 89(5) of the Act, to provide that the Members may at any general meeting convened remove the Auditor before the expiration of its term by a resolution passed by a two-thirds majority;

LETTER FROM THE BOARD

- 4 in alignment with paragraph 19 of Appendix 3 of the GEM Listing Rules, to provide that where a Member is a clearing house (such as Hong Kong Securities Clearing Company Limited, a company incorporated in Hong Kong with limited liability), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company and those representatives enjoy rights equivalent to the rights of other Members, including the right to speak and vote;
- 5 in alignment with paragraph 20 of Appendix 3 of the GEM Listing Rules and section 66(1) of the Act, to provide that the register and branch register of Members shall be open to inspection by members of the public without charge;
- 6 in alignment with paragraph 21 of Appendix 3 of the GEM Listing Rules, to provide that a special resolution passed by three-fourths of the Members in a general meeting is required to approve a voluntary winding up of the Company;
- 7 in alignment with Rule 17.48A of the GEM Listing Rules, to update the circumstances under which a Director may vote (and be counted in the quorum) notwithstanding that the Director or any of the Director's Close Associates is materially interested; and
- 8 in alignment with section 89(4) of the Act, to provide that the Directors may fill any casual vacancy in the office of Auditor, but while the vacancy continues the surviving or continuing Auditor, if any, may act. Further, to provide that the remuneration of any Auditor so appointed by the Directors may be fixed by the Board, and an Auditor so appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under the New Bye-laws at such remuneration to be determined by the Members.

The proposed changes to the Existing Bye-laws are set out in the Notice. The Chinese translation of the proposed changes to the Existing Bye-laws is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

THE AGM

The following are the details of the AGM:

Date: Friday, 17th June 2022
Time: 2:30 p.m.
Venue: Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong

LETTER FROM THE BOARD

The Notice is set out from pages 29 to 40 of this circular. A proxy form for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and deposit it with the Hong Kong branch share registrar of the Company, Tricor Abacus Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than forty-eight hours before the time appointed for holding the AGM. The return of a proxy form will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) and in such event, the proxy form shall be deemed to be revoked.

As the venue of the AGM is a type of premises set out in the scheduled premises regulated under Regulation, all successful applicants entering into the venue must abide by the latest requirements, including but not limited to scanning the QR Codes of "LeaveHomeSafe" and "Vaccine Pass", in accordance with the Regulation. As of 12th May 2022 (date of this letter), the Regulation requires people entering specified premises must have received at least two doses of a COVID-19 vaccine or provide a medical exemption certificate (or its equivalent) and are required to scan the "LeaveHomeSafe" QR code. Persons aged 65 or above or specified persons who do not have a smartphone and are unable to use the "LeaveHomeSafe" mobile application, can register their personal information by using the prescribed form when they enter into the specified premises.

POLL PROCEDURE

Pursuant to the GEM Listing Rules, voting by poll is mandatory at all general meetings save for purely procedural or administrative matters. The chairman of the AGM will therefore demand a poll for all the proposed resolutions. The results of the poll will be published on the GEM Website, the website of the Company and www.irasia.com/listco/hk/vodatel/announcement/index.htm on the day of the AGM.

To the best knowledge of the Directors, having made all reasonable enquiries, no Members are required to abstain from voting at the AGM pursuant to the GEM Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions referred to in this circular are in the best interests of the Company and the Members as a whole. Accordingly, the Directors recommend all Members to vote in favour of all resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
José Manuel dos Santos
Chairman

This is an explanatory statement given to all Members relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains information required pursuant to Rule 13.08 of the GEM Listing Rules which are set out as follows:

1 EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 616,115,000 Shares.

Subject to the passing of resolution 2(b) as set out in the Notice and on the assumptions that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 61,611,500 Shares, representing 10% of the issued share capital as at the Latest Practicable Date.

2 REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Members as a whole for the Directors to have a general authority from Members to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and Members as a whole.

3 FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the memorandum of association of the Company and Bye-laws and the applicable laws of Bermuda. A listed company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the repurchased Shares, funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from funds of the Company otherwise available for dividend or distribution or from the share premium account of the Company. The repurchase of Shares will be conditional upon the fact that on the date the purchase is effected, there are no reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

4 STATUS OF REPURCHASED SHARES

The GEM Listing Rules provide that the listing of all repurchased Shares is automatically cancelled and that the certificates for those Shares must be cancelled and destroyed. Under the laws of Bermuda, repurchased Shares shall be treated as cancelled and its issued share capital (but not the authorised share capital) will be reduced accordingly.

5 EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the year ended 31st December 2021) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6 DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective Close Associates, had any present intention, if the Repurchase Mandate is approved by the Members, to sell any Shares to the Company.

As at the Latest Practicable Date, no Core Connected Person had notified the Company that he had a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Members and neither had any of the Core Connected Persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is approved by the Members.

7 DIRECTORS' UNDERTAKING

The Directors have undertaken to the Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

8 TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Member's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Member, or a group of Members acting in concert, depending on the level of increase in the Member's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, José Manuel dos Santos (being the Controlling Shareholder) and a party acting in concert with him held approximately 59.57% of all the Shares in issue. In the event the power to repurchase Shares pursuant to the Repurchase Mandate is exercised in full and assuming both that there is no change in the issued share capital of the Company and in the aforesaid concert party shareholding in the Company after the Latest Practicable Date, José Manuel dos Santos and the party acting in concert with him are not expected to incur an obligation to make a general offer to Members as a result of an exercise of the Repurchase Mandate in full. The Directors have no present

intention to repurchase Shares to such an extent as would result in takeover obligations or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

9 SHARE PURCHASE MADE BY THE COMPANY

No repurchases of securities have been made by the Company in the six months preceding the Latest Practicable Date, whether on GEM or otherwise.

10 SHARE PRICES

The highest and lowest prices of the Shares as quoted by GEM in each of the previous twelve months before and up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
May	0.179	0.165
June	0.179	0.165
July	0.166	0.143
August	0.164	0.140
September	0.164	0.138
October	0.160	0.160
November	0.160	0.160
December	0.160	0.148
2022		
January	0.150	0.148
February	0.150	0.150
March	0.155	0.140
April	0.188	0.155
May (up to the Latest Practicable Date)	0.180	0.180

RE-ELECTION OF A DIRECTOR

In accordance with the Existing Bye-laws, Wong Tsu An Patrick will retire at the AGM and, being eligible, will offer himself for re-election.

INDEPENDENT NON-EXECUTIVE DIRECTOR**WONG TSU AN PATRICK**

WONG Tsu An Patrick, aged 48, was first appointed as an independent non-executive Director on 4th June 2008. He is the founder and CEO of Tenacity International Group Limited, for which he is responsible for its overall strategic development, management and operations. He is also director of Wing Tak Group and Companies with a focus towards maritime services and private investments. Prior to founding Tenacity International Group Limited, he has over ten years of investment experience in USA and Asia, working as a portfolio manager for growth-orientated funds at Trust Company of the West in USA. He has been a member of the American Institute of Certified Public Accountants since 2010, a member of YPO since 2009, and a member of the Zhejiang Provincial Committee of the Chinese People's Political Consultative Conference since 2013. He did not hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and he is not related to any Director, senior management of the Company, Substantial Shareholder and Controlling Shareholder. As at the Latest Practicable Date, he was interested in 350,000 underlying Shares (by virtue of his interests in the Old Options), representing approximately 0.06% of the issued share capital of the Company, within the meaning of Part XV of SFO.

Wong Tsu An Patrick entered into a service contract with the Company on 12th May 2022 for a term of two years from 4th June 2022 and such contract shall continue thereafter unless and until terminated by either the Company or Wong Tsu An Patrick giving to the other party notice of not less than three months in writing to terminate the service contract.

Pursuant to the service contract, he is entitled to a fixed monthly Director's fee. The amount payable under the service contract is currently HK\$120,000 per annum. This annual remuneration is determined by the mutual agreement of the parties based on prevailing market rates and the Company considers it to be a reasonable amount. There is no other information related to his re-election that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Members in relation to Wong Tsu An Patrick's re-election.

The following is a summary of the principal terms of the New Scheme:

1 PURPOSE

The purpose of the New Scheme is to reward Participants who have contributed or will contribute to the Group and to encourage Participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Members as a whole.

2 WHO MAY JOIN

The Directors may, at their discretion, invite Participants (that is, Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and employees of the Group) to take up Options at a price calculated in accordance with paragraph 4 below. An Offer shall remain open for acceptance by the Participant concerned for twenty-eight days from the Date of Grant provided that no such Offer shall be open for acceptance after the expiry of the Option Period or after the New Scheme is terminated or after the Participant has ceased to be a Participant. An Option shall be deemed to be accepted when the Company receives from the Grantee the duplicate of the Offer letter signed by the Grantee specifying the number of Shares in respect of which the Offer is accepted and a remittance to the Company of HK\$1 as consideration for the grant of Option. Such remittance is not refundable in any circumstances. The Offer shall specify the terms on which the Option is granted. Such terms may at the discretion of the Board, include among other things, (a) the minimum period for which an Option must be held before it can be exercised, (b) a performance target that must be reached before the Option can be exercised in whole or in part, and/or (c) any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.

3 GRANT OF OPTIONS TO CONNECTED PERSONS OR ANY OF THEIR ASSOCIATES

Any grant of Options to any Director, chief executive of the Company or Substantial Shareholder, or any of their respective Associates under the New Scheme or any other share option schemes of the Company or any of the subsidiaries shall be subject to the prior approval of the independent non-executive Directors (excluding independent non-executive Directors who are the proposed Grantees of the Options in question). Where any grant of Options to a Substantial Shareholder or an independent non-executive Director, or any of their respective Associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled or outstanding) to such person in the twelve-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the Shares in issue on the date of such grant; and
- (b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Exchange on the Date of Grant, in excess of HK\$5,000,000,

such further grant of Options shall be subject to prior approval by resolution of the Members (voting by way of poll). The Company shall send a circular to the Members in accordance with the GEM Listing Rules and the Grantee, his Associates and all Core Connected Persons of the Company must abstain from voting in favour of the resolution at such general meeting of the Members, but they may vote against the resolution at such general meeting of the Members provided that their intention to do so has been stated in the circular to the Members.

4 SUBSCRIPTION PRICE

The Subscription Price shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of:

- (a) the closing price of the Shares as stated in the daily quotations sheets issued by the Exchange on the Date of Grant which must be a Business Day;
- (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Exchange for the five Business Days immediately preceding the Date of Grant; and
- (c) the nominal value of the Shares.

5 MAXIMUM NUMBER OF SHARES

The maximum number of Shares which may be issued upon exercise of all Options to be granted under the New Scheme and other share option schemes of the Company shall not, in the absence of approval of the Members, in aggregate exceed 10% in nominal amount of the aggregate of Shares in issue on the Adoption Date, provided that:

- (a) Options lapsed in accordance with the terms of the New Scheme and (as the case may be) such other schemes of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit;
- (b) the Company may renew the Scheme Mandate Limit at any time subject to prior Members' approval but in any event, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Scheme and any other options to be granted under any other share option schemes of the Company under the limit as refreshed must not exceed 10% of the Shares in issue as at the date of Members' approval of the renewed limit. Options previously granted under the New Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the terms or exercised options) will not be counted for the purpose of calculating the limit as renewed;
- (c) Notwithstanding the foregoing, the Company may grant Options beyond the Scheme Mandate Limit to Participants if:
 - (i) Separate Members' approval has been obtained for granting Options beyond the Scheme Mandate Limit to Participants specifically identified by the Company before such Members' approval is sought; and

- (ii) the Company, in connection with the seeking of such separate Members' approval, has first sent a circular to Members containing such information as may be required by the GEM Listing Rules then prevailing to be included in such circular;
- (d) subject to sub-paragraph (e) below, the maximum number of Shares issued and to be issued upon exercise of the Options granted to each Grantee under the New Scheme (including both exercised and outstanding Options) in any twelve-month period shall not (when aggregated with any Shares subject to options granted during such period under any other share option scheme of the Company other than those options granted pursuant to specific approval by the Members in a general meeting) exceed 1% of the Shares in issue for the time being;
- (e) where any further grant of Options to a Participant would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding Options) in the twelve-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by Members in general meeting with such Participant and his Close Associates (or his Associates if the Participant is a Connected Person) abstaining from voting. The Company must send a circular to the Members disclosing the identity of the Participant in question, the number and terms of the Options to be granted (and Options previously granted to such Participant) and such other information required under the GEM Listing Rules; and
- (f) at any time, the maximum number of Shares which may be issued upon exercise of all Options which then have been granted and have yet to be exercised under the New Scheme and any other share option schemes of the Company shall not, in the absence of Members' approval, in aggregate exceed 30% of the Shares in issue from time to time.

6 TIME OF EXERCISE OF OPTION

An Option may be exercised in accordance with the terms of the New Scheme at any time during the Option Period.

7 RIGHTS ARE PERSONAL TO GRANTEES

An Option shall be personal to the Grantee and shall not be assignable or transferrable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Option. The Options do not carry any right to vote in general meeting of the Company, or any right, dividend, transfer or any other rights, including those arising on the liquidation of the Company.

8 RIGHTS ON TERMINATION OF EMPLOYMENT BY DISMISSAL

- (a) If the Grantee ceases to be a Participant by reason of the termination of his employment or directorship on the grounds of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or compromise with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily, his Option will lapse automatically (to the extent not already exercised) and shall not be exercisable on or after the date of termination of his employment.

- (b) If the Grantee who is an employee of the Company or another member of the Group or a Director ceases to be a Participant for any reason other than his death or termination of his employment or directorship on one or more of the grounds specified in paragraph 8(a) above, the Option (to the extent not already exercised) shall lapse three calendar months after the date of cessation or termination of such employment and shall on that day cease to be exercisable unless he continues to serve the Group in some other capacity (example, consultant).

9 RIGHTS ON DEATH

If the Grantee ceases to be a Participant by reason of his death before exercising his Option in full and none of the events which would be a ground for termination of his employment as described in paragraph 8(a) above have arisen, his legal personal representative may exercise the Option up to the Grantee's entitlement as at the date of death (to the extent not already exercised) within a period of twelve months following the date of his death provided that the events set out in paragraphs 11, 12, 13 and 14 below did not occur prior to his death or within such period of six months following his death, and provided further that the Grantee did not commit any of the acts specified in paragraph 8(a) above which would have entitled the Company to terminate his employment prior to his death.

10 EFFECT OF ALTERATIONS TO SHARE CAPITAL

In the event of an alteration in the capital structure of the Company, whilst any Option remains exercisable, by way of capitalisation of profits or reserves, bonus issue, rights issue, open offer, subdivision or consolidation of Shares, or reduction of the share capital of the Company in accordance with legal requirements and requirements of the Exchange (other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party), such corresponding adjustments (if any) shall be made to:

- (a) the number or nominal amount of Shares subject to the Option so far as unexercised;
- (b) the Subscription Price,

or any combination thereof, provided that:

- (c) any such adjustments give a Grantee the same proportion of the equity capital of the Company as that to which that Grantee was previously entitled; and
- (d) notwithstanding paragraph 10(c) above, any adjustments as a result of an issue of securities with a price-dilutive element, such as a rights issue, open offer or capitalisation issue, should comply with the acceptable adjustments set out in the supplementary guidance under the "frequently asked questions on adjustments of the exercise price of share options" (FAQ No. 072-2020) issued on 6th November 2020 and any future guidance or interpretation of the GEM Listing Rules issued from time to time;

but no such adjustments shall be made to the extent that a Share would be issued at less than its nominal value. In respect of any such adjustments, the Auditor or an independent financial advisor must certify in writing that the adjustments satisfy the requirements in paragraphs 10(c) and 10(d) above.

11 RIGHTS ON A GENERAL OFFER BY WAY OF TAKEOVER

In the event of a general offer by way of takeover or otherwise (other than by way of scheme of arrangement) being made to all the Members (or all such Members other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Company shall forthwith notify all the Grantees and any Grantee (or his legal personal representative) shall be entitled to exercise the Option in full (to the extent not already exercised) or to the extent as notified by the Company at any time within such period as shall be notified by the Company.

12 RIGHTS ON A GENERAL OFFER BY WAY OF SCHEME OF ARRANGEMENT

In the event of a general offer by way of scheme of arrangement being made to all the Members and has been approved by the necessary number of Members at the requisite meetings, the Company shall forthwith notify all the Grantees and any Grantee (or his legal personal representative) may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option either to its full extent or to the extent notified by the Company.

13 RIGHTS ON WINDING-UP

In the event a notice is given by the Company to the Members to convene a Members' meeting to consider and, if thought fit, approve a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to all Grantees and any Grantee (or his legal personal representative) may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option to its full extent or to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Members' meeting, allot, issue and register in the name of the Grantee such number of Shares to the Grantee which fall to be issued on such exercise.

14 RIGHTS ON A COMPROMISE OR ARRANGEMENT

In the event a compromise or arrangement, other than a scheme of arrangement, between the Company and the Members or its creditors is proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice to all the Grantees on the same date as it gives notice of the meeting to the Members or its creditors to consider such a compromise or arrangement and the Grantee (or his legal personal representative) may at any time thereafter but before such time as shall be notified by the Company exercise the Option either to its full extent or to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Members' meeting, allot, issue and register in the name of the Grantee such number of Shares which fall to be issued on such exercise.

15 RANKING OF SHARES

The Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the memorandum of association of the Company and Bye-laws for the time being in force and shall rank *pari passu* in all respects with the existing fully paid Shares in issue on the date on which those Shares are allotted on exercise of the Option and accordingly shall entitle the holders to participate in all dividends or other distributions paid or made after the date on which the Shares are allotted other than any dividends or distributions previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the Shares are allotted.

16 PERIOD OF THE NEW SCHEME

The New Scheme shall be adopted for a period of ten years commencing on the Adoption Date. The Company may, by ordinary resolution in a general meeting or, on such date as the Board determines, terminate the New Scheme at any time without prejudice to the exercise of Options granted prior to such termination.

17 ALTERNATIONS TO THE NEW SCHEME

- (a) The specific provisions of the New Scheme which relate to the matters set out in Rule 23.03 of the GEM Listing Rules cannot be altered to the advantage of Participants without the prior approval of Members in general meeting.
- (b) Changes to the authority of the Board in relation to any alteration of the terms of the New Scheme shall not be made without the prior approval of Members in general meeting.
- (c) Any alterations to the terms and conditions of the New Scheme which are of a material nature, or any change to the terms of Options granted, must be approved by the Members in general meeting, except where the alterations take effect automatically under the existing terms of the New Scheme. The New Scheme so altered must comply with Chapter 23 of the GEM Listing Rules.

18 CONDITIONS OF THE NEW SCHEME

The New Scheme shall take effect subject to:

- (a) the passing of the resolutions by the Members to approve and adopt the New Scheme and to authorise the Board to grant Options thereunder and to allot and issue Shares pursuant to the exercise of any Options; and
- (b) the Listing Committee granting the approval of the listing of, and permission to deal in, the Shares which fall to be issued pursuant to the exercise of any Options (subject to an initial limit of 10% of the aggregate number of Shares in issue on the date of such Members' resolution to approve and adopt the New Scheme).

19 LAPSE OF OPTION

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of the periods referred to in paragraphs 8 to 9 and 11 to 14 above respectively;
- (c) the expiry of the period referred to in paragraph 11 above, subject to any court of competent jurisdiction making an order to prohibit the offeror from acquiring the remaining Shares in the Offer;
- (d) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in paragraph 12 above;
- (e) the date of commencement of the winding-up of the Company;
- (f) the date on which the Grantee commits a breach by selling, transferring, charging, mortgaging, encumbering or creating any interest in favour of any other person over or in relation to any Option; and
- (g) subject to paragraph 8(b) above, three calendar months after the date the Grantee ceases to be a Participant for any other reason.

20 TERMINATION OF THE NEW SCHEME

The Company by ordinary resolution in general meeting or the Board may at any time terminate the New Scheme and in such event no further Options may be granted but in all other respects the New Scheme shall remain in full force and effect in respect of Options which are granted during the life of the New Scheme and which remain unexpired immediately prior to termination of the operation of the New Scheme.

21 RESTRICTION ON GRANT OF OPTION

A grant of Options may not be made after Inside Information has come to its knowledge until (and including) the trading day after it has announced the information in accordance with the relevant provisions of the GEM Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of:

- (a) the date of the meeting of the Board (as such date is first notified to the Exchange in accordance with the GEM Listing Rules) for the approval of the results of the Company for any year, half-year, quarterly or any other interim period (whether or not required under the GEM Listing Rules); and

- (b) the deadline for the Company to publish an announcement of its results for any year or half-year under the GEM Listing Rules, or quarterly or any other interim period (whether or not required under the GEM Listing Rules),

and ending on the date of the results announcement, no Option may be granted.

22 CANCELLATION

- (a) Any Options granted but not exercised may be cancelled if the Participant so agrees.
- (b) Where the Company cancels Options and issues new ones to the same Grantee, the issue of such new options may only be made under a scheme with available unissued Shares (excluding the Shares which were the subject of cancelled options) under the Scheme Mandate Limit.

23 PRESENT STATUS OF THE NEW SCHEME

As at the date of this circular, no Option has been granted or agreed to be granted pursuant to the New Scheme.

NOTICE



VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8033

NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

NOTICE IS HEREBY GIVEN THAT AGM of Vodatel Networks Holdings Limited (“Company”) will be held at 2:30 p.m. on 17th June 2022 at Harbour Grand Hong Kong, 23 Oil Street, North Point, the Hong Kong Special Administrative Region of the People’s Republic of China (“PRC”) for the following purposes:

- 1 As ordinary business, to consider and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

- (a) to receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31st December 2021;
- (b) to approve the payment of a final dividend for the year ended 31st December 2021;
- (c) to re-elect Wong Tsu An Patrick as an independent non-executive director of the Company;
- (d) to authorise the board of the directors of the Company to fix the remuneration of the directors of the Company;
- (e) to authorise the board of the directors of the Company to approve and confirm the terms of appointment (including remuneration) for Wong Tsu An Patrick, further details of which are set out in Appendix II to the circular of the Company dated 12th May 2022; and
- (f) to reappoint auditor of the Company for the ensuing year and authorise the board of the directors of the Company to fix its remuneration.

NOTICE

- 2 As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (a) **“THAT:**
- (i) subject to paragraph (iii), the exercise by the board of the directors of the Company (“Director”) during the Relevant Period (as defined in paragraph (iv) below) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.10 each in the share capital of the Company (“Share”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares or any securities which are convertible into Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) shall authorise the board of Directors (“Board”) during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
 - (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (i), otherwise than pursuant to a Rights Issue (as defined in paragraph (iv) below) or the exercise of the subscription rights under all share option schemes of the Company adopted from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
 - (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

 - (I) the conclusion of the next annual general meeting of the Company (“NAGM”);
 - (II) the expiration of the period within which NAGM is required by the bye-laws of the Company or any applicable law to be held; or
 - (III) the revocation or variation of this resolution by an ordinary resolution of the duly registered holder(s) from time to time of the Shares(s) (“Member”) in a general meeting.

NOTICE

“Rights Issue” means an offer of Shares open for a period fixed by the Board to Members on the register as at a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”;

(b) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the board of the directors of the Company during the Relevant Period (as defined in paragraph (iii) below) of all powers of the Company to purchase its own ordinary shares of HK\$0.10 each in the share capital of the Company (“Share”), subject to and in accordance with all applicable laws and the requirements of the rules governing the listing of securities on GEM of The Stock Exchange of Hong Kong Limited, a company incorporated in the Hong Kong Special Administrative Region of the People’s Republic of China with limited liability, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares to be purchased by the Company pursuant to the approval in paragraph (i) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (I) the conclusion of the next annual general meeting of the Company (“NAGM”);
- (II) the expiration of the period within which NAGM is required by the bye-laws of the Company or any applicable law to be held; or
- (III) the revocation or variation of this resolution by an ordinary resolution of the duly registered holder(s) from time to time of the Shares in a general meeting.”;

NOTICE

- (c) “**THAT** conditional upon resolution 2(b) above being passed, the aggregate nominal amount of the number of ordinary shares of HK\$0.10 each in the share capital of the Company which are repurchased by the Company under the authority granted to the board of the directors of the Company (“Director”) as mentioned in resolution 2(b) above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 2(a) above.”; and
- (d) “**THAT:**
- (i) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited, a company incorporated in the Hong Kong Special Administrative Region of the People’s Republic of China with limited liability, granting the approval of the listing of, and permission to deal in, the ordinary shares in the share capital of the Company (“Share”) which fall to be allotted and issued pursuant to the exercise of options granted under the proposed share option scheme of the Company (“New Scheme”) (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification), the rules of the New Scheme be and are hereby approved and the directors of the Company (“Director”) be authorised to grant options and allot and issue Shares pursuant to the New Scheme, and that the Directors be and are hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary and expedient in order to give effect to the New Scheme; and
 - (ii) subject to and conditional upon the New Scheme becoming unconditional and effective, the existing share option scheme of the Company adopted on 22nd June 2012 be terminated with effect from the date of the New Scheme becoming unconditional and effective.”

NOTICE

- 3 As special business to consider and, if thought fit, pass the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

- (a) **“THAT** the bye-laws of the Company (“Bye-laws”) be and are hereby amended in the following manner:

Bye-law 1

- (i) By deleting the definition of “associate” in Bye-law 1.
- (ii) By inserting the following new definitions in Bye-law 1:

““close associate” in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Bye-law 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.

“Listing Rules” the rules of the Designated Stock Exchange.”.

Bye-law 2

- (i) By deleting in Bye-law 2(h) all words after the words “at a general meeting of which” and replacing them with the words “Notice has been duly given in accordance with Bye-law 59;”.
- (ii) By deleting in Bye-law 2(i) all words after the words “at a general meeting of which” and replacing them with the words “Notice has been duly given in accordance with Bye-law 59;”.
- (iii) By renumbering the existing Bye-law 2(k) as Bye-law 2(l) and inserting the following as the new Bye-law 2(k):

“a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”.

NOTICE

Bye-law 10

- (i) By inserting in Bye-law 10 after the words “not less than three-fourths” the words “in nominal value”.
- (ii) By deleting in Bye-law 10(a) all words after “two holders present in person” and replacing them with “or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and”.
- (iii) By deleting in Bye-law 10(b) the words “on a poll”.
- (iv) By replacing the words “; and” appearing at the end of Bye-law 10(b) with a full stop “.”.
- (v) By deleting Bye-law 10(c) in its entirety.

Bye-law 44

- (i) By replacing the words “on every business day by Members without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office” with the words “during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act”.
- (ii) By replacing the words “by any electronic means” with the words “by any means (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange”.

Bye-law 56

By deleting the existing Bye-law 56 in its entirety and replacing therewith the following new Bye-law 56:

- “56. Subject to the Act, an annual general meeting of the Company shall be held in each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.”.

NOTICE

Bye-law 58

- (i) By replacing the words “not less than one-tenth” with the words “one-tenth or more”.
- (ii) By inserting in Bye-law 58 after the words “the transaction of any business” the words “or resolution”.

Bye-law 59

- (i) By deleting the existing Bye-law 59(1) in its entirety and replacing therewith the following new Bye-law 59(1)

“An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.”
- (ii) By inserting in Bye-law 59(2) after the words “the time and place of the meeting and,” the words “particulars of resolutions to be considered at the meeting and,”.

Bye-law 76

- (i) By inserting in the existing Bye-law 76(2) after the words “on any particular resolution” the words “of the Company”.
- (ii) By inserting in the existing Bye-law 76(2) after the words “against any particular resolution” the words “of the Company”.
- (iii) By renumbering the existing Bye-law 76(2) (as amended by (i) and (ii) above) as Bye-law 76(3) and inserting the following as the new Bye-law 76(2):

“All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration. For the avoidance of doubt, in the context of a hybrid

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meeting (namely, a meeting that enables physical attendance as well as virtual attendance by electronic means), a Member is deemed to have the right to speak at such meeting so long as such Member is permitted to attend such meeting through electronic facilities through which such Member can convey messages in real-time or near real-time via human voice, audio system, text messages, chat messaging and/or other means or functions as determined by the Board or the chairman of such meeting from time to time.”.

Bye-law 84

- (i) By deleting in Bye-law 84(2) after the words “Where a Member is a clearing house (or its” the word “nominee” and replacing it with the word “nominee(s)”.
- (ii) By inserting in Bye-law 84(2) after the words “under the provisions of this Bye-law shall be” the words “deemed to have been duly authorised without further evidence of the facts and be”.
- (iii) By inserting in Bye-law 84(2) after the words “entitled to exercise the same rights and powers” the words “on behalf of the clearing house (or its nominee(s))”.
- (iv) By replacing the words “(or its nominee).” appearing at the end of Bye-law 84(2) with the words “(or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.”.

Bye-law 86

- (i) By deleting in Bye-law 86(2) after the words “Any Director so appointed” the words “by the Board”.
- (ii) By deleting in Bye-law 86(2) after the words “shall then be eligible for re-election” the words “at that meeting”.
- (iii) By deleting the words “Subject to any provisions to the contrary in these Bye-laws the” at the beginning of Bye-law 86(4) and replacing them with the word “The”.
- (iv) By inserting in Bye-law 86(4) after the words “notwithstanding anything” the words “to the contrary”.

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Bye-law 103

By deleting Bye-law 103(1) in its entirety and replacing therewith the following new Bye-law 103(1):

“A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

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Bye-law 154

To delete in Bye-law 154(3) the word “special” and replace it with the word “extraordinary”.

Bye-law 157

By deleting Bye-law 157 in its entirety and replacing therewith the following new Bye-law 157:

“The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Bye-law may be fixed by the Board. Subject to Bye-law 154(3), an Auditor appointed under this Bye-law shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Bye-law 154(1) at such remuneration to be determined by the Members under Bye-law 156.”

Bye-law 164

By deleting the word “The” appearing at the beginning of Bye-law 164(1) and replacing it with the words “Subject to the approval of Members under Bye-law 164(2), the”.

- (b) **“THAT:**
- (i) the new bye-laws of the Company (“New Bye-laws”), consolidating all the changes referred to in resolution number 3(a) and in the form produced to the meeting marked “B” and initialled by the chairman of the meeting for the purpose of identification, be and are hereby adopted with immediate effect in replacement of the existing Bye-laws; and
 - (ii) any director of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New Bye-laws.”

By order of the board of the directors of
Vodatel Networks Holdings Limited
José Manuel dos Santos
Chairman

The Macao Special Administrative Region of PRC (“Macao”), 12th May 2022

NOTICE

Registered office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business

74 da Rua da Felicidade
Edifício Vodatel
Taipa
Macao

Place of business in the Hong Kong Special**Administrative Region of PRC (“Hong Kong”)**

Room 713B, 7th Floor
Block B, Sea View Estate
2-8 Watson Road
North Point

**Executive directors of
the Company (“Director”)**

José Manuel dos Santos
Kuan Kin Man
Monica Maria Nunes

**Independent non-executive
Directors**

Fung Kee Yue Roger
Wong Tsu An Patrick
Wong Kwok Kuen

Non-executive Director

Ho Wai Chung Stephen

Notes:

- 1 Holders of ordinary shares of HK\$0.10 each in the share capital of the Company (“Share”) whose names appear on the register of the holders of the Shares (“Member”) on 17th June 2022 will be eligible for attending and voting at the AGM. The register of Members will be closed from 10th June 2022 to 17th June 2022, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible for attending and voting at the AGM, all transfer forms accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar of the Company (“Hong Kong Branch Share Registrar”), Tricor Abacus Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on 9th June 2022.
- 2 Members whose names appear on the register of Members on 24th June 2022 will be eligible to the proposed final dividend. The register of Members will be closed on 24th June 2022 for ascertaining Members’ entitlement to the proposed final dividend and during which no transfer of Shares will be registered. In order to qualify for the proposed final dividend (subject to approval by Members at the forthcoming AGM), all transfer forms accompanied by the relevant Share certificates must be lodged with the Hong Kong Branch Share Registrar at the above-mentioned address for registration before 4:30 p.m. on 23rd June 2022. The proposed final dividend (the payments of which are subject to the Members’ approval at the AGM) are to be payable on or about 8th July 2022 to Members whose names appear on the register of Members on 24th June 2022. The Shares will trade ex-dividend on 22nd June 2022.
- 3 Any Member who is entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote in his stead in accordance with the bye-laws of the Company. A proxy need not be a Member.

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- 4 Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the AGM, 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, and 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.
- 5 The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority shall be delivered to the Hong Kong Branch Share Registrar at the above mentioned address not less than forty-eight hours before the time for holding the AGM. The completion and return of the proxy form shall not preclude Members from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish and in such event, the proxy form shall be deemed to be revoked.

* *for identification purpose only*