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

If you have sold or transferred all your shares in CITIC Telecom International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中信國際電訊集團有限公司

CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01883)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE MANDATE LIMIT
OF THE SHARE OPTION PLAN,
AMENDMENTS TO THE MEMORANDUM AND ARTICLES
AND ADOPTION OF THE NEW ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of CITIC Telecom International Holdings Limited to be held at Salon 6, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 25 April 2014 at 10:30 a.m. is set out on pages 54 to 58 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the registered office of CITIC Telecom International Holdings Limited at 25th Floor, CITIC Telecom Tower, 93 Kwai Fuk Road, Kwai Chung, New Territories, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

14 March 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Chairman	
1. Introduction	3
2. Proposed general mandates to issue Shares and to repurchase Shares	4
3. Proposed re-election of Directors	4
4. Proposed Refreshment of the Mandate Limit of the Share Option Plan	5
5. Proposed Amendments to the Memorandum And Articles and adoption of the New Articles	6
6. Annual General Meeting	8
7. Recommendation	9
Appendix I – Explanatory Statement and Memorandum in relation to the Buyback Mandate	10
Appendix II – Biographies of retiring Directors offering for re-election at the Annual General Meeting	13
Appendix III – Proposed Amendments to the Memorandum And Articles	14
Appendix IV – Notice of Annual General Meeting	54

DEFINITIONS

In this circular the following expressions shall have the following meanings unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be held at Salon 6, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 25 April 2014 at 10:30 a.m., the Notice of which is set out in Appendix IV to this circular or, where the context so admits, any adjournment thereof
“Articles of Association” or “Articles”	the existing articles of association of the Company
“Company”	CITIC Telecom International Holdings Limited
“Director(s)” or “Board”	directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“Latest Practicable Date”	10 March 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Mandate Limit”	the total number of Shares as may be issued upon exercise of all options to be granted under the Share Option Plan and any other schemes of the Company which initially was 188,000,000 Shares (being 10% of the number of Shares in issue as at the date of adoption of the Share Option Plan) and is proposed to be refreshed as contemplated by the Proposed Refreshment
“New Articles”	the new set of articles of association of the Company consolidating all of the proposed amendments referred to in the Appendix III of this circular
“New Companies Ordinance”	the new Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“Notice”	the notice convening the Annual General Meeting

DEFINITIONS

“Overriding Limit”	the limit on the number of Shares as may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Plan and any other schemes of the Company, which shall be 10% of the number of Shares in issue from time to time
“Proposed Refreshment”	the proposed refreshment of the Mandate Limit so that taking into account the Overriding Limit, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Plan and any other schemes of the Company together with all outstanding options granted and yet to be exercised under the Share Option Plan and any other schemes of the Company, shall not exceed 10% of the number of Shares in issue as at the date of approval of such proposed refreshment of the Mandate Limit
“Share(s)”	share(s) of the Company
“Share Option Plan”	the share option plan adopted by the Company on 17 May 2007
“Shareholders”	holders of Shares in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it by the Listing Rules
“%”	per cent

LETTER FROM THE CHAIRMAN



中信國際電訊集團有限公司
CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01883)

Directors:

Xin Yue Jiang (*Chairman*)

Yuen Kee Tong (*Chief Executive Officer*)

David Chan Tin Wai (*Chief Financial Officer*)

Liu Jifu*

Luo Ning*

Yang Xianzu**

Liu Li Qing**

Gordon Kwong Che Keung**

Registered Office:

25th Floor

CITIC Telecom Tower

93 Kwai Fuk Road

Kwai Chung

New Territories

Hong Kong

* *Non-executive Director*

** *Independent non-executive Director*

14 March 2014

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE MANDATE LIMIT
OF THE SHARE OPTION PLAN,
AMENDMENTS TO THE MEMORANDUM AND ARTICLES
AND ADOPTION OF THE NEW ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the Notice and the information in connection with the proposals to (i) grant the general mandates to issue Shares and to repurchase Shares; (ii) re-elect the retiring Directors; (iii) refresh the Mandate Limit of the Share Option Plan; and (iv) amend the Memorandum and Articles and adopt the New Articles at the Annual General Meeting.

LETTER FROM THE CHAIRMAN

2. PROPOSED GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 12 April 2013, ordinary resolutions were passed giving general mandates to the Directors (i) to allot, issue and dispose of additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at 12 April 2013 and to extend the general mandate to allot Shares by adding repurchased securities to the 20% general mandate; and (ii) to purchase or otherwise acquire Shares on the Stock Exchange not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at 12 April 2013.

The purpose of the general mandates was to enable the Directors to issue additional Shares and to repurchase Shares should the need arise. The Directors have no present intention to exercise the general mandates to issue Shares and to repurchase Shares of the Company.

These general mandates will lapse upon the conclusion of the forthcoming Annual General Meeting of the Company to be held on 25 April 2014, unless renewed at that meeting. These general mandates will continue in force during the period from the passing of the resolutions at the Annual General Meeting until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or until these general mandates are revoked or varied by ordinary resolutions of the Shareholders in general meeting, whichever is the earlier. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolution are, at any time thereafter, converted into a larger or smaller number of Shares. To keep in line with current corporate practice, resolutions will be proposed to renew these mandates and the explanatory statement and memorandum regarding the repurchase resolution as required under the Listing Rules is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 104(A) of the Articles of Association of the Company, Messrs. Yuen Kee Tong, Liu Jifu and Yang Xianzu shall retire by rotation in the Annual General Meeting. Messrs. Yuen Kee Tong and Liu Jifu, being eligible, offer themselves for re-election. Due to retirement, Mr. Yang Xianzu will not seek for re-election at the Annual General Meeting. Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

The Nomination Committee has recommended to the Board the re-election of Messrs. Yuen Kee Tong and Liu Jifu at the forthcoming Annual General Meeting.

LETTER FROM THE CHAIRMAN

4. PROPOSED REFRESHMENT OF THE MANDATE LIMIT OF THE SHARE OPTION PLAN

The Share Option Plan was approved and adopted by the Company on 17 May 2007. Apart from the Share Option Plan, the Company has no other share option scheme currently in force.

As at the Latest Practicable Date, the Mandate Limit was 188,000,000 Shares and options carrying the right to subscribe for 184,347,000 Shares have been granted pursuant to the Share Option Plan since its adoption, of which options carrying the right to subscribe for 25,268,860 Shares and 975,000 Shares lapsed and were cancelled respectively. Unless the Mandate Limit is refreshed, only up to 28,921,860 Shares, representing approximately 15.38% of the Mandate Limit, may be issued pursuant to the grant of further options under the Share Option Plan. Given that approximately 84.62% of the Mandate Limit has been utilised as at the Latest Practicable Date, the Board considers that it is in the interests of the Company and the Shareholders as a whole to refresh the Mandate Limit so as to provide the Company with the flexibility of granting further options under the Share Option Plan, with the aim to provide incentives to, and recognise the contributions of, the Company's employees and other selected grantees.

Pursuant to the Share Option Plan and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares in respect of which options may be granted under the Share Option Plan and any other schemes of the Company must not in aggregate exceed 10% of the number of Shares in issue as at the date of adoption of the Share Option Plan. The Company may by ordinary resolution of the Shareholders refresh the Mandate Limit provided that:

- (a) the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Plan and any other schemes of the Company shall not exceed 10% of the number of Shares in issue as at the date of approval of the refreshment of the Mandate Limit; and
- (b) options previously granted under the Share Option Plan and any other share option schemes of the Company (including those outstanding, cancelled or lapsed in accordance with the Share Option Plan or any other schemes of the Company or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

The above, however, is subject to the Overriding Limit. No options may be granted under any schemes of the Company if it will result in the Overriding Limit being exceeded.

If the Proposed Refreshment is approved at the Annual General Meeting, assuming there is no change in the number of the Shares in issue (i.e. 3,330,793,469 Shares) from the Latest Practicable Date up to the date of the Annual General Meeting, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Plan and other schemes of the Company as a result of the Proposed

LETTER FROM THE CHAIRMAN

Refreshment (i.e. 213,198,945 Shares), together with all outstanding options granted and yet to be exercised under the Share Option Plan and any other schemes (i.e. 119,880,401 Shares), amounts to an aggregate of 333,079,346 Shares, representing approximately 10% of the number of Shares in issue at the Latest Practicable Date and is therefore within the Overriding Limit.

As required by the Share Option Plan and the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to approve the Proposed Refreshment.

The Proposed Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the Share Option Plan under the Proposed Refreshment, which number shall not exceed 10% of the number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the options that may be granted pursuant to the Share Option Plan under the Proposed Refreshment.

Details of the Proposed Refreshment are set out in ordinary resolution in the Notice set out on pages 56 to 57 of this circular.

5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND ADOPTION OF THE NEW ARTICLES

The New Articles is proposed to be adopted and approved by the Shareholders at the forthcoming Annual General Meeting to bring the constitution of the Company in line with provisions of the New Companies Ordinance.

The adoption of the proposed New Articles are subject to the Shareholders' approval by way of special resolution at the Annual General Meeting.

LETTER FROM THE CHAIRMAN

The major amendments to the Articles include the following:

- deletion of the memorandum of association of the Company in its entirety following the abolition of the memorandum of association in the New Companies Ordinance, and to incorporate the provisions which were in the memorandum of association into the provisions of the New Articles;
- removal of references in the New Articles to “par value” or “nominal value” and “authorised share capital”, “share premium account” and “capital redemption reserve” and other related concepts, following the abolition of the concept of “par value” or “nominal value” for shares. A company’s capital (be it share capital, share premium or the like) will now be reflected in one classification of share capital and any and all share premium and similar concepts will, after the coming into effect of the New Companies Ordinance, be deemed to be a reference to share capital;
- removal of the power of the Company to issue bearer warrants as this is no longer permitted under the New Companies Ordinance;
- inclusion, for the purposes of complying with the New Companies Ordinance, of a provision whereby the Board must give reasons for any refusal to register a transfer of shares if it is requested to do so by a transferee;
- deletion in its entirety of any power of the Company to convert shares into stock and to reconvert stock into shares, following the abolition in the New Companies Ordinance, of the power of a company to convert shares into stock;
- removal of the provision that no more than fifteen months may elapse between the date of one annual general meeting of the Company and that of the next as the New Companies Ordinance has, for any financial year commencing after 3 March 2014, substituted requirements for the holding of an annual general meeting within six months of the end of a company’s financial year end;
- removal of the requirement that the convening of a general meeting (other than an annual general meeting) of the Company called for the passing of a special resolution requires no less than 21 days’ notice, following the reduction of the notice period in the New Companies Ordinance to no less than 14 days (subject always to the provisions of the Listing Rules);
- reduction, for the purposes of complying with the New Companies Ordinance, of the threshold for demanding a poll to members present in person or by proxy representing not less than 5% of the total voting rights of all the members having the right to vote at the meeting, rather than the current 10%;

LETTER FROM THE CHAIRMAN

- provision, for the purposes of complying with the New Companies Ordinance, of a requirement that the instrument appointing a proxy and power of attorney or other authority shall be received by the Company (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll; and
- provision, for the purposes of complying with the New Companies Ordinance, whereby the Directors' ability to grant rights to subscribe for shares (i.e. options) or the conversion of security into shares will, consistent with the current provisions of the company law relating to the allotment and issue of shares, require the approval by the Company in general meeting. As a practical matter, this does not, in substance, change the usual form of general mandate to allot and issue shares which a listed company in Hong Kong may typically seek from its shareholders at an annual general meeting.

Details of the proposed amendments to the Articles are set out in Appendix III to this circular.

6. ANNUAL GENERAL MEETING

The Notice is set out in Appendix IV to this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the general mandates to issue Shares and to repurchase Shares, the re-election of Directors, the refreshment of the Mandate Limit of the Share Option Plan, and the amendments to the Memorandum and Articles and the adoption of the New Articles.

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). The chairman of the Annual General Meeting will request for voting by poll on all the proposed resolutions in the Notice. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the above meeting.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's registered office at 25th Floor, CITIC Telecom Tower, 93 Kwai Fuk Road, Kwai Chung, New Territories, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE CHAIRMAN

7. RECOMMENDATION

The Directors believe that the general mandates to issue Shares and to repurchase Shares, the re-election of Directors, the refreshment of the Mandate Limit of the Share Option Plan, and the amendments to the Memorandum and Articles and the adoption of the New Articles to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders shall vote in favour of the resolutions in relation to the above proposals to be proposed at the Annual General Meeting.

Yours faithfully,
Xin Yue Jiang
Chairman

APPENDIX I EXPLANATORY STATEMENT AND MEMORANDUM IN RELATION TO THE BUYBACK MANDATE

This is an explanatory statement and memorandum of the terms of the proposed repurchases given to the Shareholders relating to a resolution to approve the Company repurchasing its own Shares (“Buyback Mandate”) to be proposed at the Annual General Meeting.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision as to whether or not to vote in favour of the resolution approving the Buyback Mandate and it also forms the memorandum of the terms of the proposed repurchases given under Section 239(2) of the New Companies Ordinance.

i. SHARES IN ISSUE

As at 10 March 2014, the Latest Practicable Date, the total number of issued shares of the Company was 3,330,793,469 Shares.

Subject to the passing of the resolution approving the Buyback Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 333,079,346 Shares, representing 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolution are, at any time thereafter, converted into a larger or smaller number of Shares.

ii. SHAREHOLDER APPROVAL/TRADING RESTRICTIONS

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction.

iii. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from Shareholders to enable the Directors to repurchase the Shares of the Company on the market.

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings and/or dividend per share.

APPENDIX I EXPLANATORY STATEMENT AND MEMORANDUM IN RELATION TO THE BUYBACK MANDATE

iv. FUNDING OF REPURCHASES

Repurchases must be funded out of the funds legally available for the purpose in accordance with the Company's constitutive documents, including articles of association, and the laws of Hong Kong, being profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the repurchases. It is envisaged that the funds required for any repurchase would be derived from profits available for distribution.

The Directors do not propose to exercise the Buyback 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. However, there might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements as at 31 December 2013) in the event that the Buyback Mandate was exercised in full.

v. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date, from 1 March 2013 to 28 February 2014 and from 1 March 2014 to the Latest Practicable Date, were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2013		
March	3.02	2.72
April	3.04	2.68
May	3.10	2.34
June	2.42	2.06
July	2.45	2.15
August	2.43	2.00
September	2.26	2.01
October	2.54	2.19
November	2.58	2.35
December	2.64	2.23
2014		
January	2.56	2.30
February	2.98	2.22
1 March to 10 March	2.88	2.67

APPENDIX I EXPLANATORY STATEMENT AND MEMORANDUM IN RELATION TO THE BUYBACK MANDATE

vi. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention if the Buyback Mandate is exercised to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Buyback Mandate in accordance with the Listing Rules and the laws of Hong Kong.

If as the result of a repurchase of Shares a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs ("Takeovers Code"). As a result, a shareholder, or group of shareholders acting in concert depending on the level of increase of shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. CITIC Group Corporation is the ultimate controlling shareholder of the Company. As at the Latest Practicable Date, the subsidiaries of CITIC Group Corporation held a total of approximately 59.68% of the total number of issued shares of the Company. On the basis of the current shareholding position of the Company, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Buyback Mandate.

There have been no repurchases of any securities of the Company made in the previous six months (whether on the Stock Exchange or otherwise).

The Listing Rules prohibit the Company from knowingly repurchasing Shares on the Stock Exchange from a "connected person" (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his/her Shares to the Company.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of Shares.

The following Directors are subject to retirement by rotation and re-election in accordance with the Company's Articles of Association. The interests in the securities of the Company of the retiring Directors are provided in the section of "Directors' Report" in the 2013 Annual Report. The emoluments of the retiring Directors are set out in Note 8 to the Financial Statements in the 2013 Annual Report. In general, the emoluments paid to the Directors are determined with reference to the market terms and their duties and responsibilities within the Group. All the retiring directors are not appointed for a specific term but are subject to retirement by rotation at least once every three years pursuant to the Company's Articles of Association. In relation to the re-election of the following Directors, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

* **Mr. Yuen Kee Tong, J.P.**, aged 65, is the Chief Executive Officer of the Company. Mr. Yuen is the Corporate Representative of the Company on the Board of Companhia de Telecomunicações de Macau, S.A.R.L. ("CTM") and the Vice Chairman of China Enterprise ICT Solutions Limited (formerly known as China Enterprise Communications Ltd.). Mr. Yuen is a member of the Association of Chartered Certified Accountants of the United Kingdom and also a member of the Hong Kong Institute of Certified Public Accountants. He joined CITIC Pacific Limited ("CITIC Pacific"), the controlling shareholder (as defined in the Listing Rules) of the Company, in 2001 as the Deputy Managing Director. Mr. Yuen resigned from the Board of CITIC Pacific on 8 January 2007 and assumed the position of director and Chief Executive Officer of the Company on the same day. Mr. Yuen has more than 20 years extensive experience in all aspects of telecoms industry. Mr. Yuen was the Deputy Chief Executive of Hong Kong Telecommunications Limited and later, Pacific Century CyberWorks Limited. Mr. Yuen served many public bodies and advisory committees. Save as disclosed herein, he has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Liu Jifu, aged 70, has been a director of the Company since November 2010. Mr. Liu is an executive director of CITIC Pacific, a director of CITIC Hong Kong (Holdings) Limited and CITIC International Financial Holdings Limited. Mr. Liu is also the Chairman of the Supervisory Board of CTM. He was with the Financial and Economics Research Institute in the Chinese Academy of Social Sciences, an executive director of China Everbright Group Limited, and the Chairman of China Everbright Travel Inc and China PINGHE Import & Export Co., Ltd. Save as disclosed herein, he has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

* *Executive Director*

Non-Executive Director

Details of the proposed amendments to the Memorandum and Articles are set out as follows:

1. The Memorandum of the Company shall be deleted in its entirety.
2. References to “Memorandum and New Articles of Association” shall be revised to read as “Articles of Association”.
3. The following new Articles 1A, 1B and 1C are to be inserted at the beginning of the Articles of Association:

“

Company Name

1A. The name of the Company is “CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED 中信國際電訊集團有限公司”.

Members’ Liability

1B. The liability of the members is limited.

1C. The liability of the members is limited to any amount unpaid on the shares held by the members.”

4. The original heading and original Article 1, which reads:

“

Table A

1. The regulations contained in Table A in the First Schedule to the Companies Ordinance shall not apply to the Company.”

is to be revised as:

“

Table A and Model Articles

1. The regulations contained in (a) Table A in the First Schedule to the predecessor of the Companies Ordinance and (b) Model Articles in Schedule 1 of the Companies (Model Articles) Notice (Cap. 622H) shall not apply to the Company.”

5. The original Article 2, which reads:

“

Interpretation

2. The marginal notes to these Articles shall not be deemed to be part of these Articles and shall not affect their interpretation and in the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:-”

is to be revised as:

“

Interpretation

~~2. The marginal notes to these Articles shall not be deemed to be part of these Articles and shall not affect their interpretation and in~~In the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:-”

6. The definition of “business day” under original Article 2, which reads:

“shall mean any day on which the Stock Exchange is open for the business of dealing in securities;”

is to be revised as:

“, **save where specified**, shall mean any day on which the Stock Exchange is open for the business of dealing in securities;”

7. The original Article 3, which reads:

“3. The Capital of the Company at the date of the adoption of these Articles is HK\$500,000,000 divided into 5,000,000,000 shares of HK\$0.10 each.”

is to be revised as:

“3. **[Intentionally left blank.]**”

8. The original Article 4, which reads:

“4. Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special

rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, subject to Section 57B of the Companies Ordinance as the Board may determine) provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares (other than those with the most favourable voting rights) must include the words “restricted voting” or “limited voting” and any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or the holder thereof is liable, to be redeemed.”

is to be revised as:

“4. Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, **or be redeemable whether at the option of the Company or the holder**, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, subject to ~~Section 57B~~**Sections 140 and 141** of the Companies Ordinance as the Board may determine) provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares (other than those with the most favourable voting rights) must include the words “restricted voting” or “limited voting” ~~and any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or the holder thereof is liable, to be redeemed.~~ **The directors may determine the terms, conditions and manner of redemption of the shares.** “

9. The original Article 5, which reads:

“5. The Board may issue warrants to subscribe for any class of shares or securities of the Company on such terms as it may from time to time determine. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.”

is to be revised as:

“5. The Board may issue warrants to subscribe for any class of shares or securities of the Company on such terms as it may from time to time determine. ~~Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.,~~ **provided that the Company shall not have power to issue share warrants to bearer.**”

10. The original Article 6(B), which reads:

“(B) All or any of the special rights (unless otherwise provided for by the terms of issue) attached to the shares or any class of the shares (if the capital is divided into different classes of shares) may, subject to the provisions of Section 64 of the Companies Ordinance, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares or issued shares of that class (if the capital is divided into different classes of shares) or with the sanction of a special resolution passed at a general meeting of the holders of the shares or at a separate general meeting of the holders of the shares of that class (if the capital is divided into different classes of shares). To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third in nominal value of the issued shares of that class, and at an adjourned meeting one person holding shares of that class or his proxy, and that any holder of shares of the class present in person or by proxy may demand a poll.”

is to be revised as:

“(B) All or any of the special rights (unless otherwise provided for by the terms of issue) attached to the shares or any class of the shares (if the capital is divided into different classes of shares) may, subject to the provisions of ~~Section 64~~**Sections 182, 183 and 193** of the Companies Ordinance, be varied or abrogated either with the consent in writing of the holders ~~of not less than three-fourths in nominal value of the issued shares or issued shares of~~ **that representing at least 75% of the total voting rights of holders of shares in the class** (if the capital is divided into different classes of shares) or with the sanction of a special resolution passed at a general meeting of the holders of the shares or at a separate general meeting of the holders of the shares of that class (if the capital is divided into different classes of shares). To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third ~~in nominal value of the issued shares~~**total voting rights** of that class, and at an

adjourned meeting one person holding shares of that class or his proxy, and that any holder of shares of the class present in person or by proxy may demand a poll.”

11. The original Article 8, which reads:

“8. The Company in general meeting may from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by ordinary resolution increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution shall prescribe.”

is to be revised as:

“8. The Company in general meeting may from time to time, whether or not ~~all the shares for the time being authorised shall have been issued and whether or not~~ all the shares for the time being issued shall have been fully paid up, by ordinary resolution increase its share capital ~~by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution shall prescribe~~ **in any one or more of the ways set out in Section 170 of the Companies Ordinance.**”

12. The original Article 10, which reads:

“10. The Company may by ordinary resolution, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of shares in proportion as nearly as may be to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of such shares, but in default of any such determination or so far as the same shall not extend, such shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.”

is to be revised as:

“10. The Company may by ordinary resolution, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance, ~~and either at par or at a premium,~~ to all the existing holders of any class of shares in proportion as nearly as may be to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of such shares, but in default of any such determination or so far as the same shall not extend, such shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.”

13. The original Article 12, which reads:

“12. Subject to the provisions of the Companies Ordinance (and in particular Section 57B thereof) and of these Articles relating to new shares, all unissued shares in the Company shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as the Board shall in its absolute discretion think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Companies Ordinance.”

is to be revised as:

“12. Subject to the provisions of the Companies Ordinance (and in particular ~~Section 57B~~**Sections 140 to 141** thereof) and of these Articles relating to new shares, all unissued shares in the Company shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as the Board shall in its absolute discretion think fit; ~~but so that no shares shall be issued at a discount, except in accordance with the provisions of the Companies Ordinance.~~”

14. The original Article 18, which reads:

“18. Every certificate for shares or debentures or representing any other form of securities of the Company shall be issued under the seal of the Company, which for this purpose may be any official seal as permitted by Section 73A of the Ordinance.”

is to be revised as:

“18. Every certificate for shares or debentures or representing any other form of securities of the Company ~~shall be issued under the seal of~~**must (a) have affixed to it the Company's common seal or the Company's,** ~~which for this purpose may be any official seal as permitted by Section 73A of~~**under Section 126 of the Ordinance; or (b) be otherwise executed in accordance with** the Ordinance.”

15. The original Article 19, which reads:

“19. Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. If at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with Section 57A of the Ordinance. A share certificate shall relate to only one class of shares.”

is to be revised as:

“19. Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon, **any distinguishing numbers assigned to them** and may otherwise be in such form as the Board may from time to time prescribe. If at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with Section 57A179 of the Ordinance. A share certificate shall relate to only one class of shares.”

16. The words “(whether on account of the nominal value of shares or by way of premiums)” shall be deleted in their entirety from original Article 25 so that it reads as follows:

“25. The Board may from time to time make such calls as it may think fit upon the members in respect of any monies unpaid on the shares held by them respectively ~~(whether on account of the nominal value of shares or by way of premiums)~~ and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments.”

17. The words “, whether on account of the nominal value of the share and/or by way of premium,” shall be deleted in their entirety from original Article 36 so that it reads as follows:

“36. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, ~~whether on account of the nominal value of the share and/or by way of premium,~~ shall for all purposes of these Articles be deemed to be a call duly made, notified, and payable on the date fixed for payment, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like, shall apply as if such sums had become payable by virtue of a call duly made and notified. The Board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the time of payment.”

18. The words “, in its absolute discretion, and without assigning any reason,” shall be deleted in their entirety from original Article 40 so that it reads as follows:

“40. The Board may, ~~in its absolute discretion, and without assigning any reason,~~ refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register any transfer of any share to more than four joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien.”

19. The original Article 43, which reads:

“43. If the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.”

is to be revised as:

“43. If the Board ~~shall refuse~~**refuses** to register ~~at the~~ transfer of ~~any share~~, it ~~shall, within two~~ **a share:**

(i) the transferor or transferee may request a statement of the reasons for the refusal; and

(ii) the instrument of transfer must be returned to the transferor or transferee who lodged it unless the Board suspects that the proposed transfer may be fraudulent.

43A. The instrument of transfer must be returned in accordance with Article 43(ii) together with a notice of refusal within 2 months after the date on which the instrument of transfer was lodged with the Company, ~~send to each of.~~

43B. If a request is made under Article 43(i), the directors must, within 28 days after receiving the request:

(i) send the transferor and their transferee notice of such ~~who made the request~~ a statement of the reasons for the refusal; or

(ii) register the transfer.”

20. The words “whether on account of the nominal value of the share or by way of premium,” shall be deleted in their entirety from original Article 54 so that it reads as follows:

“54. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding 20% per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the

purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, ~~whether on account of the nominal value of the share or by way of premium,~~ shall notwithstanding that that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment."

21. The words "whether on account of the nominal value of the share or by way of premium," shall be deleted in their entirety from original Article 59 so that it reads as follows:

"59. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, ~~whether on account of the nominal value of the share or by way of premium,~~ as if the same had been payable by virtue of a call duly made and notified."

22. The provisions in the original Articles 60, 61, 62 and 63 shall be deleted in their entirety and be read as follows:

"60. **[Intentionally left blank.]**

61. **[Intentionally left blank.]**

62. **[Intentionally left blank.]**

63. **[Intentionally left blank.]"**

23. The original Article 64, which reads:

"64. (A) The Company may from time to time by ordinary resolution:

(i) consolidate or divide all or any of its share capital into shares of larger or smaller amount than its existing shares; on any consolidation of fully paid shares into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may

either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;

(ii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled; and

(iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Ordinance, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

(B) The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner authorised and subject to any conditions prescribed by law."

is to be revised as:

"64. (A) The Company may from time to time by ordinary resolution **alter its share capital in any one or more of the ways set out in Section 170 of the Companies Ordinance, including but not limited to:**

(i) ~~consolidate~~**consolidating** or ~~divide~~**dividing** all or any of its share capital into shares of larger or smaller amount than its existing shares; on any consolidation of fully paid shares into shares of a larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit; **and**

(ii) ~~cancel~~**cancelling** any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled;~~and~~

(iii) ~~sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Ordinance, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.~~

(B) The Company may by special resolution reduce its share capital;~~any capital redemption reserve fund or any share premium account in any manner authorised and subject to any conditions prescribed by law."~~

24. The original Article 65, which reads:

"65. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months or such longer period as the Registrar of Companies appointed under Section 303 of the Companies Ordinance may in any particular case authorise in writing shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint."

is to be revised as:

"65. The Company shall, **when so required by the Ordinance**, in each **financial** year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it;~~and not more than fifteen months or such longer period as the Registrar of Companies appointed under Section 303 of the Companies Ordinance may in any particular case authorise in writing shall elapse between the date of one annual general meeting of the Company and that of the next.~~ The annual general meeting shall be held at such time and place as the Board shall appoint;~~;~~ **and may be held at two or more places using any technology that enables the members who are not together at the same place to listen, speak and vote at the meeting."**

25. The original Article 68, which reads:

“68. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days’ notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it so agreed:-

(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.”

is to be revised as:

“68. An annual general meeting ~~and a meeting called for the passing of a special resolution~~ shall be called by twenty-one days’ notice in writing at the least **(or such longer period as may be required by the Listing Rules)**, and a meeting of the Company other than an annual general meeting ~~or a meeting for the passing of a special resolution~~ shall be called by at least fourteen days’ notice in writing **(or such longer period as may be required by the Listing Rules)**. The notice shall be exclusive of the day on which it is served or deemed to be served, **received or delivered** and of the day for which it is given, **sent or supplied**, and shall specify the place **(and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of meeting)**, the day and the hour of meeting ~~and, in case of special business, the general nature of that business~~, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, a

meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it so agreed:-

(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% ~~in nominal value of the shares giving that right~~ **of the total voting rights at the meeting of all the members."**

26. The provisions of original Article 70 shall be deleted in its entirety and be read as follows:

"70. **[Intentionally left blank.]"**

27. The words "A proxy may be elected to be the chairperson of a general meeting by a resolution of the Company passed at the meeting." shall be added into original Article 73 so that it reads as follows:

"73. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, any Director nominated by the Chairman shall take the chair at such meeting, or, if such Director is absent or declines to take the chair at such meeting, any Director so elected by a majority of the Directors present at the commencement of the meeting shall take the chair at such meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman. **A proxy may be elected to be the chairperson of a general meeting by a resolution of the Company passed at the meeting."**

28. The original Article 75(iii), which reads:

"(iii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or"

is to be revised as:

“(iii) by any member or members present in person or by proxy and representing not less than ~~one-tenth~~5% of the total voting rights of all the members having the right to vote at the meeting; or”

29. The original Article 88, which reads:

“88. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”

is to be revised as:

“88. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company ~~not less than forty-eight and~~ **received by the Company (a) for a general meeting or adjourned general meeting, at least 48** hours before the time **appointed** for holding the meeting or adjourned meeting ~~or poll (as the case may be) at which the person named in such instrument proposes to vote; and (b) for a poll taken more than 48~~ **hours after it was demanded, at least 24 hours before the time appointed for taking the poll,** and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”

30. The original Article 90, which reads:

“90. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit Provided that any form issued to a member for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

is to be revised as:

“90. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit Provided that any form issued to a member for use by him for appointing a proxy to attend and vote at ~~an extraordinary general meeting or at an annual~~ a general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

31. The words “, or if earlier, the next following extraordinary general meeting,” shall be added into original Article 95 so that it reads as follows:

“95. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting, **or if earlier, the next following extraordinary general meeting**, of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”

32. The word “and/” shall be added into original Article 96(C) so that it reads as follows:

“(C) An alternate Director shall (except when absent from Hong Kong) be entitled to receive notices of meetings of the Board and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these presents shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director **and**/or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.”

33. The words “business of the” shall be added into original Article 101 so that it reads as follows:

“101. Notwithstanding Articles 98, 99 and 100 the remuneration of a Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director or a Director appointed to any other office in the management of the **business of the** Company shall from time to time be fixed by the Board and may be by way of salary, commission or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director.”

34. The original Article 102(A)(iv), which reads:

“(iv) if he becomes prohibited from being a Director by reason of any order made under any provision of the Companies Ordinance;”

is to be revised as:

“(iv) if he becomes prohibited from being a Director by reason of any order made under any provision of the Companies Ordinance **or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or is otherwise prohibited from being a Director by law;**”

35. The words “, subject to the Ordinance,” shall be added into Article 103(C) so that it reads as follows:

“(C) A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other Company in which the Company may be interested, and, **subject to the Ordinance**, shall not be liable to account to the Company or the members for any remuneration, profit or other benefit received by him as a director or officer of or from his interest in such other company. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.”

36. The words “(except that of Auditor)” shall be added into Article 103(F) so that it reads as follows:

“(F) Subject to the Ordinance and to the next paragraph of this Article, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit (**except that of Auditor**) or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.”

37. The original Article 103(G), which reads:

“(G) A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For this purpose, a general notice to the Board by a Director to the effect that:-

- (i) he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or

(ii) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him,

shall be deemed to be a sufficient declaration of interest in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given."

is to be revised as:

"(G) A Director who to his knowledge is in any way, whether directly or indirectly, interested in a **transaction**, contract or arrangement or proposed **transaction**, contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the **transaction**, contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case **as soon as is reasonably practicable, and in any event** at the first meeting of the Board after he knows that he is or has become so interested. **Such declaration shall be made in accordance with the Ordinance.** For this purpose, a general notice to the Board by a Director to the effect that:-

(i) he is **interested (as a member-of, officer, employee or otherwise)** in a specified company or firm (**with such notice to specify the nature and extent of the Director's interest**) and is to be regarded as interested in any **transaction**, contract or arrangement which may after the date of the notice be made with that company or firm; or

(ii) he is to be regarded as interested in any **transaction**, contract or arrangement which may after the date of the notice be made with a specified person who is connected (**as such term is defined in the Ordinance**) with him (**with such notice to specify the nature of the Director's connection**),

shall be deemed to be a sufficient declaration of interest in relation to any such **transaction**, contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Board or **it is in writing and sent to the Company**, and the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given."

38. The original Article 103(I), which reads:

“(I) A company shall be deemed to be a company in which a Director together with any of his associates own 5% or more if and so long as (but only if and so long as) he is (either directly or indirectly) the holder of or beneficially interested in 5% or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director’s interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder.”

is to be revised as:

“(I) A company shall be deemed to be a company in which a Director **is interested, where such Director,** together with any of his associates ~~own,~~ **owns** 5% or more (**and** if and so long as (but only if and so long as) he is (either directly or indirectly) the holder of or beneficially interested in 5% or more) of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director’s interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder.”

39. The words “or as an addition to the Board” shall be added into original Article 107 so that it reads as follows:

“107. The Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed to fill a casual vacancy **or as an addition to the Board** shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”

40. The words "Subject to the Ordinance," shall be added into original Article 110 so that it reads as follows:

"110. **Subject to the Ordinance,** ~~The~~the Company may by ordinary resolution remove any Director (including a Managing or other Executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service between him and the Company) and may elect another person in his stead. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed."

41. The words "subject to the approval by the Company in general meeting," shall be added into original Article 112 so that it reads as follows:

"112. The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, **subject to the approval by the Company in general meeting,** in particular by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party."

42. The words "a discount, premium" shall be deleted in its entirety from original Article 114 and substituted by the words "any price" so that it reads as follows:

"114. Any debentures, debenture stock, bonds or other securities may be issued at ~~a discount, premium~~**any price** or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise."

43. The original Article 121, which reads:

"121. (A) The management of the business of the Company shall be vested in the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies Ordinance expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Ordinance and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

(B) Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Board shall have the following powers:-

(i) subject to Section 57B of the Companies Ordinance, to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed; and

(ii) to give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration."

is to be revised as:

"121. (A) The management of the business of the Company shall be vested in the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and **which** are not hereby or by the Companies Ordinance expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Ordinance and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles **or the provisions of the Companies Ordinance**, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

(B) Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Board shall have the following powers:-

(i) subject to Section ~~57B~~**141** of the Companies Ordinance, to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at ~~par or at such premium~~**any price** as may be agreed; and

(ii) to give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration."

44. The words “(except in the case where the Chairman is not permitted to vote or be counted in quorum of any meeting of the Board)” shall be added into original Article 128 so that it reads as follows:

“128. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote **(except in the case where the Chairman is not permitted to vote or be counted in quorum of any meeting of the Board).**”

45. The original Article 135, which reads:

“135. A resolution in writing signed by all the Directors except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as they constitute a quorum as provided in Article 126) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held, other than any matter in which a Director or substantial shareholder (as defined under the Listing Rules) has a conflict of interest in the matter to be considered by the Board which the Board has determined to be material, in which case the matter shall be dealt with by resolution of the Board passed at a meeting of the Board and not by resolution in writing signed by the Directors. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.”

is to be revised as:

“135. A resolution in writing signed by all the Directors except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as they constitute a quorum as provided in Article 126) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held, ~~other than.~~ **Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, in respect of any matter to be considered by the Board** in which a Director or substantial shareholder (as defined under the Listing Rules) has a conflict of interest ~~in the matter to be considered by the Board, and~~ which the Board has determined to be material, ~~in which case~~ the matter shall be dealt with by resolution of the Board passed at a meeting of the Board and not by resolution in writing signed by the Directors. ~~Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.~~”

46. The original Article 140, which reads:

“140. (A) The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by any two members of the Board or any two persons appointed by the Board for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of securities by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Directors previously given.

(B) The Company may have an official seal for use for sealing certificates for shares or other securities issued by the Company as permitted by Section 73A of the Ordinance (and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such official seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid) and an official seal for use abroad under the provisions of the Companies Ordinance where and as the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.”

is to be revised as:

“140. (A) (i) The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by any two members of the Board or any two persons appointed by the Board for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of securities by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Directors previously given.

(ii) Notwithstanding Article 140 (A)(i), the Company may execute a document as a deed in any other manner as may be permitted by law.

(B) The Company may have an official seal for use for sealing certificates for shares or other securities issued by the Company as permitted by Section ~~73A~~**126** of the Ordinance (and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such official seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid) and an official seal for use abroad under the provisions of the Companies Ordinance where and as the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and they may impose such restrictions on the use thereof **in accordance with the Ordinance and** as may **otherwise** be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.”

47. The original Article 142, which reads:

“142. (A) The Board may from time to time and at any time, by power of attorney under the seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

(B) The Company may, by writing under its seal, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if it were under the seal of the Company.”

is to be revised as:

“142. (A) The Board may from time to time and at any time, by power of attorney under the seal **or executed as a deed**, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

(B) The Company may, by writing under its seal **or executed as a deed**, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed ~~signed~~**executed** by such attorney on behalf of the Company and under his seal **or executed as a deed** shall bind the Company and have the same effect as if it were under the seal of, **or executed as a deed by** the Company.”

48. The words “, subject to the consent of the Company in general meeting,” shall be added into original Article 143 so that it reads as follows:

“143. The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Hong Kong or elsewhere, and may appoint any persons to be members of such committees, local boards or agencies and may, **subject to the consent of the Company in general meeting**, fix their remuneration, and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.”

49. The original Article 145, which reads:

“145. (A) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any part of the Company’s reserves or undivided profits not required for the payment or provision of the dividend on any shares with a preferential right to dividend, and accordingly that such part be sub-divided amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures or other securities of the Company to be allotted and distributed credited as fully paid to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that for the purpose of this Article, any amount standing to the credit of share premium account and a capital redemption reserve fund may only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares.

(B) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may determine that cash payments shall be made to any members in respect of fractional entitlements or that fractions of such

value (as the Board may determine) may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned. The provisions of the Ordinance in relation to the filing of contracts for allotment shall be observed and the Board may appoint any person to sign on behalf of the persons entitled to share in a capitalisation issue and such appointment shall be effective and binding upon all concerned, and the contract may provide for the acceptance by such persons of the shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.”

is to be revised as:

“145. (A) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any part of the Company’s reserves or undivided profits not required for the payment or provision of the dividend on any shares with a preferential right to dividend, and accordingly that such part be sub-divided amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures or other securities of the Company to be allotted and distributed credited as fully paid to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; ~~provided that for the purpose of this Article, any amount standing to the credit of share premium account and a capital redemption reserve fund may only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares.~~

(B) Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may determine that cash payments shall be made to any members in respect of fractional entitlements or that fractions of such value (as the Board may determine) may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned. The provisions of the Ordinance in relation to the filing of contracts for allotment shall be observed and the Board may appoint any person to sign on behalf of the persons entitled to ~~shares~~ shares in a capitalisation issue and such appointment shall be effective and binding upon all concerned, and the contract may provide for the acceptance by such persons of the shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised."

50. The provisions of original Article 146 shall be deleted in its entirety and be read as follows:

"146. [Intentionally left blank.]"

51. The words "debentures or warrants to subscribe" shall be deleted in its entirety from original Article 150 and substituted by the words "or other" so that it reads as follows:

"150. Whenever the Board or the Company in general meeting have resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, ~~debentures or warrants to subscribe~~ or other securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to shareholders to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as they think expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to

sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where requisite, a contract shall be filed in accordance with the provisions of the Companies Ordinance and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.”

52. The words “nominal” and “, share premium account and capital redemption reserve fund (if there be any such reserve)” shall be deleted in their entirety from original Article 151(A) so that it reads as follows:

“151. (A) Whenever the Board or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:

either (i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted shall be of the same class or classes as the class or classes already held by the allottee, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:

(a) the basis of any such allotment shall be determined by the Board;

(b) the Board, after determining the basis of allotment, shall give not less than two weeks’ notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

(c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and

(d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in lieu and in satisfaction thereof shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise

and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, ~~share premium account and capital redemption reserve fund (if there be any such reserve)~~) as the Board may determine, a sum equal to the aggregate ~~nominal~~ amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis.

or (ii) that shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Directors may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such case, the following provisions shall apply:-

(a) the basis of any such allotment shall be determined by the Board;

(b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

(c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and

(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised ("the elected shares") and in lieu thereof shares shall be allotted credited as fully paid up to the holders of the elected share on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, ~~share premium account and capital redemption reserve fund (if there be any such reserve)~~) as the Board may determine, a sum equal to the aggregate ~~nominal~~ amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis."

53. The original Article 168(B) and 168(C), which reads:

“(B) Every balance sheet of the Company shall be signed pursuant to the provisions of the Companies Ordinance, and subject to Article 168(C), the Company will, in accordance with the Companies Ordinance and all other applicable legislation, deliver or send to every shareholder of, and every holder of debentures of, the Company and every person registered under Article 47 and every other person entitled to receive notices of general meetings of the Company, a printed copy of the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance) at least twenty-one days before the date of the annual general meeting, provided that this Article shall not require a printed copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

(C) The requirement to send to a person referred to in Article 168(B) the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance), whether under that Article or under the Companies Ordinance, shall be deemed satisfied where, in accordance with the Companies Ordinance and all other applicable legislation and the Listing Rules, the Company publishes the relevant financial documents and if applicable, the summary financial report (each as defined in the Companies Ordinance), on the Company’s computer network or in any other permitted manner (including sending by any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

is to be revised as:

“(B) Every balance sheet of the Company shall be signed pursuant to the provisions of the Companies Ordinance, and subject to Article 168(C), the Company will, in accordance with the Companies Ordinance and all other applicable legislation, deliver or send to every shareholder of, and every holder of debentures of, the Company and every person registered under Article 47 and every other person entitled to receive notices of general meetings of the Company, a printed copy of the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance) at least twenty-one days before the date of the annual general meeting, provided that this Article shall not require a printed copy of those documents to be sent to any person of whose address the Company is not aware or ~~to more than one of~~ **in the case of** joint holders of any shares or debentures **some of whom are entitled to receive notices of the Company’s general meetings and some not, to those who are not entitled.**

(C) The requirement to send to a person referred to in Article 168(B) the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance), whether under that Article or under the Companies Ordinance, shall be deemed satisfied where, in accordance with the Companies Ordinance and all other applicable legislation and the Listing Rules, the Company publishes the relevant financial documents and if applicable, the summary financial report (each as defined in the Companies Ordinance), on the Company's computer network or in any other permitted manner (including sending by any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents, **and such agreement has not been revoked.**"

54. The original Article 172, which reads:

"172. Any notice or document to be given or issued by or on behalf of the Company to any entitled person under these Articles or the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations (including any "corporate communication" within the meaning ascribed thereto in the Listing Rules) shall be in writing, and may, subject to and to the extent permitted by and in accordance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations, be served by the Company on or sent or delivered to any member or other entitled person:

- (i) personally;
- (ii) by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register (or in the case of any other entitled person, to such address as he may provide to the Company for that purpose);
- (iii) by delivering or leaving it at such address as aforesaid;
- (iv) by advertisement in one English language newspaper and one Chinese language newspaper;
- (v) by sending it in accordance with applicable legislation and the Listing Rules as an electronic communication to the member or the entitled person at his electronic address as he may provide to the Company;
- (vi) by publishing it in accordance with applicable legislation and the Listing Rules on the Company's computer network (including the Company's website); or
- (vii) subject to applicable legislation and the Listing Rules, by any other means authorised in writing by the member or the entitled person concerned.

In the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all joint holders. Any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) to be given or issued under these Articles may be either in English language or Chinese language only or in both English language and Chinese language, subject to due compliance with the Ordinance and other applicable laws, rules and regulations.”

is to be revised as:

“172. Any notice or document to be given or issued by or on behalf of the Company to any entitled person under these Articles or the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) shall be in writing, and may, subject to and to the extent ~~permitted~~ **not prohibited** by and in accordance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations, be served by the Company on or sent or delivered to any member or other entitled person:

- (i) personally;
- (ii) by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register (or in the case of any other entitled person, to such address as he may provide to the Company for that purpose);
- (iii) by delivering or leaving it at such address as aforesaid;
- (iv) by advertisement in one English language newspaper and one Chinese language newspaper;
- (v) by sending it in accordance with applicable legislation and the Listing Rules as an electronic communication to the member or the entitled person at his electronic address as he may provide to the Company;
- (vi) by publishing it in accordance with applicable legislation and the Listing Rules on the Company’s computer network (including the Company’s website); ~~or~~
- (vii) subject to applicable legislation and the Listing Rules, by any other means authorised in writing by the member or the entitled person concerned; **or**
- (viii) **by any other means permitted by applicable legislation and the Listing Rules.**

In the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all joint holders. Any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) to be given or issued under these Articles may be either in English language or Chinese language only or in both English language and Chinese language, subject to due compliance with the Ordinance and other applicable laws, rules and regulations.”

55. The original Article 173, which reads:

“173. A member shall be entitled to have notices served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may serve notices on him at such overseas address. In the absence of notification by a member of an address in Hong Kong for the purpose of service of notice, such member shall be deemed to have received any notice which shall have been displayed at the registered office of the Company and shall have been remained there for the space of twenty-four hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.”

is to be revised as:

“173. A member shall be entitled to have notices served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may serve notices on him at such overseas address. In the absence of notification by a member of an address in **or outside of** Hong Kong for the purpose of service of notice, **notices to** such member shall be deemed to have received any notice which shall have been displayed at the registered office of the Company and shall have been remained there for the space of twenty-four hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed **sent to such member’s address as shown in the Company’s register of members. A member ceases to be entitled to receive notices from the Company if the Company sends two consecutive documents to the member over a period of at least twelve months and each of those documents is returned undelivered, or the Company receives notification that it has not been delivered. A member who has ceased to be entitled to receive notices from the Company becomes entitled to receive those notices again by sending the**

Company an address to be recorded in the register of members or if the member has agreed that the Company should use a means of communication other than sending things to such an address, the information that the Company needs to use that means of communication effectively.”

56. The original Article 174, which reads:

“174. Any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:

(i) if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof;

(ii) if not sent by post but left by the Company at the registered address of a member or at the address (other than an address for the purposes of electronic communications) notified to the Company in accordance with these Articles by an entitled person not being a member, shall be deemed to have been served or delivered on the day it was so left;

(iii) if published by advertisement in newspapers in accordance with Article 172, shall be deemed to have been served on the day on which the notice or document is first published in newspapers;

(iv) if sent as an electronic communication, shall be deemed to have been served or delivered at the time as prescribed by the Ordinance and other applicable laws, rules and regulations;

(v) if published on the Company’s computer network (including the Company’s website), shall be deemed to have been served or delivered at the time as prescribed by the Ordinance and other applicable laws, rules and regulations; and

(vi) if served, sent or delivered by any other means authorised in writing by the member or the entitled person concerned, shall be deemed to have been served, received or delivered when the Company has carried out the action it has been authorised to take for that purpose.”

is to be revised as:

“174. Any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:

(i) if sent by post, shall be deemed to have been served, **received or delivered** on the **second business day (as defined in Part 18 of the Companies Ordinance)** following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof;

(ii) if not sent by post but left by the Company at the registered address of a member or at the address (other than an address for the purposes of electronic communications) notified to the Company in accordance with these Articles by an entitled person not being a member, shall be deemed to have been served, **received** or delivered on the day it was so left;

(iii) if published by advertisement in newspapers in accordance with Article 172, shall be deemed to have been served, **received or delivered** on the day on which the notice or document is first published in newspapers;

(iv) if sent as an electronic communication, shall be deemed to have been served, **received** or delivered **48 hours after it had been so sent, or if later**, at the time as prescribed by the Ordinance and other applicable laws, rules and regulations;

(v) if published on the Company’s computer network (including the Company’s website), shall be deemed to have been served, **received** or delivered **48 hours after the later of (a) when it is so published, (b) notification of such publication is given by the Company, or (c) at the time as prescribed by the Ordinance and other applicable laws, rules and regulations; and**

(vi) if served, sent or delivered by any other means authorised in writing by the member or the entitled person concerned, shall be deemed to have been served, received or delivered **in accordance with the terms of such authorisation, or if such terms of authorisation do not specify the terms of deemed service, receipt or delivery, shall be deemed to have been served, received or delivered 48 hours after** ~~when~~ the Company has carried out the action it has been authorised to take for that purpose.

For the purposes of calculating the period of 48 hours mentioned in this Article, any part of a day which is not a business day (as defined in Part 18 of the Companies Ordinance) is to be disregarded."

57. The words "and in accordance with the Companies Ordinance," shall be added into original Article 180(a) so that it reads as follows:

"(a) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith **and in accordance with the Companies Ordinance**, and without express notice to the Company that the preservation of such document was relevant to a claim;"

58. The following new Article 185 is to be inserted into the New Articles:

"

Conflict with Companies Ordinance

185. (A) Notwithstanding anything contained in these Articles, if the Companies Ordinance prohibit an act being done, the act shall not be done.

(B) Nothing contained in these Articles prevents an act being done that the Companies Ordinance requires to be done.

(C) If any provision of these Articles is or becomes inconsistent with any provision of the Companies Ordinance, these Articles are deemed not to contain that provision to the extent of the inconsistency and to the extent it does not breach any provision of the Companies Ordinance."

59. The existing information on the names, addresses and descriptions of subscribers at the end of the original Articles which reads:

“

Names, Addresses and Descriptions of Subscribers
<p data-bbox="549 549 967 804">For and on behalf of SHEEN FRIENDSHIP LIMITED AU HUNG KWAN, Director 19/F., Tower I, Tern Centre, 237 Queen's Road Central, Sheung Wan, Hong Kong. Corporation</p> <p data-bbox="549 885 967 1140">For and on behalf of TRUE FRIENDSHIP LIMITED AU HUNG KWAN, Director 19/F., Tower I, Tern Centre, 237 Queen's Road Central, Sheung Wan, Hong Kong. Corporation</p>

Dated the 3rd day of April, 1997.

WITNESS to the above signatures:

STELLA LUK SUI CHU
Company Secretary
19/F., Tower I, Tern Centre,
237 Queen's Road Central,
Sheung Wan, Hong Kong.”

is to be replaced in its entirety and be read as follows:

“We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:-

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p>For and on behalf of SHEEN FRIENDSHIP LIMITED AU HUNG KWAN, Director 19/F., Tower I, Tern Centre, 237 Queen’s Road Central, Sheung Wan, Hong Kong. Corporation</p> <p>For and on behalf of TRUE FRIENDSHIP LIMITED AU HUNG KWAN, Director 19/F., Tower I, Tern Centre, 237 Queen’s Road Central, Sheung Wan, Hong Kong. Corporation</p>	<p>One</p> <p>One</p>
<p>Total Number of Shares Taken</p>	<p>Two</p>

Dated the 3rd day of April, 1997.

WITNESS to the above signatures:

STELLA LUK SUI CHU
Company Secretary
19/F., Tower I, Tern Centre,
237 Queen’s Road Central,
Sheung Wan, Hong Kong.”

60. The following existing references to sections of the Companies Ordinance shall be substituted with the new references as follows:

Existing references:

New references:

Chapter 32

Chapter 622

Section 71A

Section 203

Section 99

Section 632

Section 114AA

Section 585(1)

Section 115

Sections 606, 607 and 623

Section 358

Section 903 or 904

**中信國際電訊集團有限公司****CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED***(Incorporated in Hong Kong with limited liability)***(Stock Code: 01883)****NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Salon 6, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 25 April 2014 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited accounts and the Reports of the Directors and the Auditor for the year ended 31 December 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. To re-elect retiring Directors.
4. To re-appoint Auditor and authorise the Board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- A. subject to paragraph (C), a general mandate be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and dispose of additional shares in the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- B. the mandate in paragraph (A) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- C. the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the mandate in paragraph (A) above, otherwise than pursuant to (i) Rights Issue; or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the

Company; or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the New Articles of Association of the Company from time to time, shall not exceed twenty per cent of the number of shares of the Company in issue at the date of this Resolution and the said mandate shall be limited accordingly;

D. for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next Annual General Meeting of the Company; or
- ii. the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company 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 outside Hong Kong).

“shares” shall for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

6. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

A. a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the

powers of the Company to purchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate number of shares so purchased or otherwise acquired shall not exceed ten per cent of the number of shares of the Company in issue at the date of this Resolution;

B. for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next Annual General Meeting of the Company; or
- ii. the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“shares” shall for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

7. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Resolutions (5) and (6) set out in the Notice convening this Meeting, the number of the shares which are purchased or otherwise acquired by the Company pursuant to Resolution (6) shall be added to the number of the shares which may be issued pursuant to Resolution (5).”

8. To consider and, if thought fit, pass the following resolution, with or without amendments, as an Ordinary Resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in, the shares of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Mandate Limit (as defined below), the refreshment of the existing limit in respect of the grant of options to subscribe for shares of the Company under the share option plan adopted by the Company on 17 May 2007 (the “**Share Option Plan**”) be and is hereby approved provided that the total number of shares which may be

issued upon the exercise of all options to be granted under the Share Option Plan and any other schemes of the Company, together with all outstanding options granted and yet to be exercised under the Share Option Plan and any other schemes of the Company, must not exceed ten per cent of the number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Mandate Limit**”), and the Directors be and are hereby authorised to grant options under the Share Option Plan up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

9. To consider and, if thought fit, pass the following resolution, with or without amendments, as a Special Resolution:

“**THAT** the Articles of the Company in the form of the document marked “A” produced to this meeting and, for the purpose of identification, signed by the Chairman of this meeting, which restates the articles of association of the Company to reflect all of the proposed amendments referred to in appendix III of the circular of the Company dated 14 March 2014, be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and New Articles of Association of the Company with effect from the end of this meeting.”

By Order of the Board
Tso Mun Wai
Company Secretary

Hong Kong, 14 March 2014

Registered Office:
25th Floor, CITIC Telecom Tower
93 Kwai Fuk Road
Kwai Chung
New Territories
Hong Kong

Notes:

- (i) The Register of Members of the Company will be closed during the following periods:
- (a) from Wednesday, 23 April 2014 to Friday, 25 April 2014 (both days inclusive) for the purpose of ascertaining shareholders’ entitlement to attend and vote at this annual general meeting of the Company. In order to be eligible to attend and vote at this annual general meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s share registrars, Tricor Investor Services Limited, at *26th Floor, Tesbury Centre, 28 Queens’ Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 22 April 2014; and

- (b) from Friday, 2 May 2014 to Wednesday, 7 May 2014 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrars, Tricor Investor Services Limited, at the address as set out in sub-paragraph (a) above for registration not later than 4:30 p.m. on Wednesday, 30 April 2014.

During the periods mentioned in sub-paragraphs (a) and (b) above, no transfers of shares will be effected.

- (ii) Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (iii) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority must be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote.
- (iv) Concerning item 3 above, pursuant to Article 104(A) of the existing Articles of Association of the Company, Messrs. Yuen Kee Tong, Liu Jifu and Yang Xianzu shall retire by rotation in the Annual General Meeting. Messrs. Yuen Kee Tong and Liu Jifu, being eligible, offer themselves for re-election. Due to retirement, Mr. Yang Xianzu will not seek for re-election at the Annual General Meeting. Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.
- (v) Concerning item 5 above, the approval is being sought from members for a general mandate to authorise allotment of shares under Sections 140 to 141 of the New Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to twenty per cent of the total number of issued shares of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares in issue as at the date of passing the Resolution 5 above are, at any time thereafter, converted into a larger or smaller number of shares.
- (vi) Concerning item 6 above, the approval is being sought from members for a general mandate to repurchase shares in the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares in the Company up to ten per cent of the total number of issued shares of the Company. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares in issue as at the date of passing the Resolution 6 above are, at any time thereafter, converted into a larger or smaller number of shares.
- (vii) Concerning item 7 above, the approval is being sought from members to extend the general mandate to allot shares by adding repurchased securities to the twenty per cent general mandate.
- (viii) Concerning item 8 above, the approval is being sought from members to refresh the mandate limit of the Share Option Plan of the Company adopted on 17 May 2007, so as to provide the Company with flexibility of granting further options under the aforesaid share option plan, with the aim to provide incentives to, and recognise the contributions of, the Company's employees and other selected grantees.
- (ix) Concerning item 9 above, the approval is being sought from members to approve the adoption of the new Articles of Association of the Company so as to bring the constitution of the Company in line with provisions of the New Companies Ordinance (Chapter 622 of the laws of Hong Kong). The Board also proposes to make certain housekeeping amendments in the new Articles of Association.

* *The address of Tricor Investor Services Limited will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014.*