

## IMPORTANT 重要提示

Reference is made to the prospectus of CITIC Telecom International Holdings Limited (the "Company") dated 15 May 2013 (the "Prospectus") in relation to the Rights Issue. Terms defined in the Prospectus have the same meanings herein unless the context otherwise requires.

謹此指述中信國際電訊集團有限公司(「本公司」)就供股章程日期為二零一三年五月十五日的供股章程(「供股章程」)。除文義另有所指外，供股章程所界定之詞彙於本通知書具有相同涵義。

THIS FORM IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING EXCESS APPLICATION FORM EXPIRES AT 4:00 P.M. ON THURSDAY, 30 MAY 2013.

此乃有價值及可轉讓之表格，並應即時處理。本文件及隨附額外申請表格所載之供股建議將於二零一三年五月三十日(星期四)下午四時正截止。

IF YOU ARE IN ANY DOUBT ABOUT THIS FORM, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本表格或應採取之行動有任何疑問或如閣下已出售閣下名下全部或部分本公司之股份，應諮詢閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this form, together with a copy of the Prospectus and a copy of the excess application form, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong. The Registrar of Companies in Hong Kong and the Securities and Futures Commission in Hong Kong take no responsibility as to the contents of any of these documents.

本表格之副本與供股章程之副本及額外申請表格之副本，已遵照香港法例第32章公司條例第38D條之規定向香港公司註冊處及香港證券及期貨事務監察委員會對任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本文件全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the Central Clearing and Settlement System ("CCASS") with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自開始於聯交所買賣當日或香港結算決定之其他日期起，待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自開始於聯交所買賣當日或香港結算決定之其他日期起，在中央結算及交收系統(中央結算系統)內記存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統進行之一切活動均須依照不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。



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

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立的有限公司)  
(Stock Code: 01883)  
(股份代號: 01883)

Share Registrar and Transfer Office:  
Tricor Investor Services Limited  
26th Floor,  
Tesbury Centre,  
28 Queen's Road East,  
Wanchai, Hong Kong

股份過戶及登記處：  
卓佳證券登記有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心  
26樓

## RIGHTS ISSUE OF RIGHTS SHARES AT THE SUBSCRIPTION PRICE OF HK\$2.02 EACH ON THE BASIS OF 3 RIGHTS SHARES FOR EVERY 8 EXISTING SHARES HELD ON THE RECORD DATE

按於記錄日期每持有8股現有股份  
獲配發3股供股股份之基準以每股2.02港元之  
認購價發行供股股份之供股

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN  
4:00 P.M. ON THURSDAY, 30 MAY 2013  
股款須不遲於二零一三年五月三十日(星期四)  
下午四時正接納時全數繳足

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

註冊辦事處：  
香港  
新界葵涌  
葵福路93號  
中信電訊大廈  
25樓

15 May 2013  
二零一三年五月十五日

## PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Name(s) and address of Qualifying Shareholder(s) 合資格股東之姓名及地址

[Blank box for Name(s) and address of Qualifying Shareholder(s)]

BOX A Total number of existing Shares registered in your name(s) at close of business on Tuesday, 14 May 2013  
甲欄 於二零一三年五月十四日(星期二)營業時間結束時登記於閣下名下之現有股份總數

BOX B Number of Rights Shares allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Thursday, 30 May 2013  
乙欄 配發予閣下之供股股份數目，股款最遲須於二零一三年五月三十日(星期四)下午四時正接納時全數繳足

BOX C Total subscription monies payable on acceptance in full  
丙欄 全數接納時應繳認購股款總額  
HK\$ 港元

Please insert your contact telephone no. here:

請在此項上閣下之聯絡電話：

The Joint Underwriters have the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Joint Underwriters have the right to terminate the Underwriting Agreement are set out below in this provisional allotment letter under the heading "Termination of the Underwriting Agreement".

根據包銷協議，聯席包銷商有權在包銷協議內所載之若干情況下，於最後終止時間前任何時間向本公司發出通知終止包銷協議。聯席包銷商有權終止包銷協議之情況詳情，載於本暫定配額通知書下文「終止包銷協議」一節內。

Dealings in the Rights Shares in their nil-paid form will take place from Monday, 20 May 2013 to Monday, 27 May 2013 (both dates inclusive). The Rights Issue is conditional upon (i) the Underwriting Agreement becoming unconditional and not being terminated; and (ii) the Rights Issue having become unconditional. If the conditions of the Rights Issue are not fulfilled or waived, the Rights Issue will not proceed. Any person dealing in the Rights Shares (including in their nil-paid form) up to the date on which such conditions are fulfilled and any person dealing in the securities of the Company from Monday, 20 May 2013 to Monday, 27 May 2013 will accordingly bear the risk that the Rights Issue may not become unconditional or proceed. Any dealings in the Company's Shares from now up to the date on which the conditions to which the Rights Issue is subject are fulfilled (which is currently expected to be 4:00 p.m. on Tuesday, 4 June 2013), or in the Rights Shares in nil-paid form on the Stock Exchange during the period in which they may be traded in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

未繳股款供股股份將於二零一三年五月二十日(星期一)至二零一三年五月二十七日(星期一)(包括首尾兩天)進行買賣。供股須待(i)包銷協議成為無條件及並無被終止；及(ii)供股成為無條件時，方可作實。倘若供股之條件未能達成或獲豁免，則供股將不會進行。任何人士如於直至有關條件達成當日正買賣供股股份(包括以其未繳股款形式)，以及任何人士如由二零一三年五月二十日(星期一)至二零一三年五月二十七日(星期一)買賣本公司證券，將須承擔供股未必成為無條件或未必進行之風險。由現時起至供股之條件達成當日(目前預期為二零一三年六月四日(星期二)下午四時正)止之任何本公司股份買賣，或於未繳股款供股股份方式進行買賣之期間在聯交所買賣未繳股款供股股份將須承擔供股未必成為無條件或未必進行之風險。

Any Shareholders or other persons contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form during the period from Monday, 20 May 2013 to Monday, 27 May 2013 (both dates inclusive) who are in any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in Shares or nil-paid Rights Shares during these periods.

任何股東或其他人士擬於二零一三年五月二十日(星期一)至二零一三年五月二十七日(星期一)(包括首尾兩天)期間出售或購買股份及/或未繳股款供股股份，而對本身的狀況有任何疑問，應諮詢彼等顧問有關於該等期間買賣股份或未繳股款供股股份之專業意見。本表格並非且將不會根據香港以外任何司法權區的適用證券(或同等)的法律進行登記或存檔。概無採取任何行動，以使獲准在香港以外任何地區提呈未繳股款或繳足股款供股股份或分派本表格。

This form has not been and will not be registered or filed under the applicable securities or equivalent legislation of any jurisdiction other than Hong Kong. No action has been taken to permit the offering of the Rights Shares in their nil-paid or fully-paid forms, or the distribution of this form, in any territory outside Hong Kong.

Distribution of this form into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this form come should inform themselves of and observe any such restrictions. This form is not for release, publication or distribution, directly or indirectly in or into the United States or any of the other Specified Territories.

在香港以外司法權區分派本表格可能會受法律限制。獲得本表格的人士須自行了解情況，並遵守任何有關限制。本表格並不供(不論直接或間接)在或向美國或任何其他指定地區發出、刊登或分派。

Dealings in the shares of the Company may be settled through CCASS operated by HKSCC and you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份之買賣可通過由香港結算營運的中央結算系統結算。閣下應諮詢閣下之股票經紀、其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排對閣下之權利及權益之影響。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL YOU MUST LODGE THIS FORM WITH THE COMPANY'S SHARE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, 26TH FLOOR, TESBURY CENTRE, 28 QUEEN'S ROAD EAST, WANCHAI, HONG KONG TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE COMPANY'S SHARE REGISTRAR NOT LATER THAN 4:00 P.M. ON THURSDAY, 30 MAY 2013. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON A BANK ACCOUNT WITH OR CASHIER'S ORDERS MUST BE ISSUED BY A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO: CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED-PROVISIONAL ALLOTMENT ACCOUNT AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN.

閣下如欲接納全部供股股份之暫定配額，須將本表格整份連同上文丙欄所示將由本公司之股份過戶登記處卓佳證券登記有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)收取之港元全數股款，不遲於二零一三年五月三十日(星期四)下午四時正交與本公司股份過戶登記處。所有股款須以港元繳付，並須在香港持牌銀行戶口開出之支票或與香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人為「CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED-PROVISIONAL ALLOTMENT ACCOUNT」，並以「只准入帳人士」(劃線方式)開出。有關轉讓及分拆配額之指示載於背頁。本公司將不另發收款收據。

Each person accepting the provisional allotment specified in this document:  
• confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this provisional allotment letter and in the Prospectus and agrees to be bound by them; and  
• agrees that this provisional allotment letter, and the resulting contract, will be governed by and construed in accordance with Hong Kong law.

接納本文件所載之暫定配額之每位人士均：  
• 確認其已細閱本通知書及附錄之條款及條件以及接納手續，並同意受其約束；及  
• 同意本暫定配額通知書及因此構成之合約須受香港法律管轄及根據香港法律詮釋。



# 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)

15 May 2013

Dear Qualifying Shareholder(s),

### INTRODUCTION

Reference is made to the prospectus of CITIC Telecom International Holdings Limited (the "Company") dated 15 May 2013 (the "Prospectus"), in accordance with the terms and conditions of this provisional allotment letter and those set out in the Prospectus and subject to the memorandum and articles of association of the Company, the Directors have provisionally allotted to you the number of Rights Shares in the Company indicated in Box B of Form A of this provisional allotment letter on the basis of 3 Rights Shares for every 8 existing Shares in the Company registered in your name in the register of members of the Company as at close of business on 14 May 2013. Your holding of existing Shares in the Company as at that date is set out in Box A of Form A of this provisional allotment letter and the number of Rights Shares provisionally allotted to you is set out in Box B of Form A of this provisional allotment letter. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

You have the right to acquire the Rights Shares provisionally allotted to you at a price of HK\$2.02 per Rights Share payable in full on acceptance, in the manner set out below, by no later than 4:00 p.m. on Thursday, 30 May 2013.

You may, subject to the section headed "Qualifying Shareholders and Non-Qualifying Shareholders" below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisionally allotted Shares, you may, subject to the section headed "Splitting" below, elect to accept for one person, you should refer to the instructions in the section headed "Splitting" below. If you wish to transfer all of your provisional allotment, you should refer to the instructions in the section headed "Transfer" below.

The Rights issue is issued, among other things, under the Underwriting Agreement becoming unconditional and not being terminated, if the conditions of the Rights issue are not fulfilled or waived, the Rights issue will not proceed.

### RIGHTS SHARES

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu in all respects with the Shares then in issue such that holders of fully-paid Rights Shares entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the Rights Shares.

The nil-paid Rights Shares which have been provisionally allotted but not accepted by the Qualifying Shareholders, will be available for excess applications by the Qualifying Shareholders, using the accompanying excess application form.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the Stock Exchange admission requirements of HKSCC, the Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date as may be determined by the relevant clearing house. The transfer of Rights Shares in their nil-paid form on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

### PROCEDURE FOR ACCEPTANCE AND PAYMENT

Any person (including individuals, companies, nominees and trustees) outside Hong Kong wishing to take up his/her/its rights under the Rights issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in connection with the Rights issue.

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full must lodge the whole of this provisional allotment letter with the Company's share registrar, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, intact together with a remittance for the full amount payable on acceptance of Box B of Form A of this provisional allotment letter, so as to be received by no later than 4:00 p.m. on Thursday, 30 May 2013. All remittances must be in Hong Kong dollars and cheques must be drawn on a bank account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED, ACCOUNT PAYEE ONLY and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment on the terms of this provisional allotment letter and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this provisional allotment letter should be addressed to the Company's share registrar at the above address.

It should be noted that, unless a provisional allotment letter, duly completed, together with the appropriate remittance shown in Box C of Form A of this provisional allotment letter, has been received as described above by 4:00 p.m. on Thursday, 30 May 2013, neither by the original allottee nor by a transferee of the rights to the Rights Shares, the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a provisional allotment letter as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

### SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you, you may, subject to the section headed "Splitting" below, elect to accept for one person, you should refer to the instructions in the section headed "Splitting" below. If you wish to transfer all of your provisional allotment, you should refer to the instructions in the section headed "Transfer" below. The Rights Shares must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split provisional allotments required and the number of nil-paid Rights Shares to be comprised in each split provisional allotment letter (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you in Box B of Form A of this provisional allotment letter), by no later than 4:00 p.m. on Wednesday, 22 May 2013 with the Company's share registrar, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, who will cancel this original provisional allotment letter and issue a new provisional allotment letter to you in the denomination of "ACCOUNT PAYEE ONLY" and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment on the terms of this provisional allotment letter and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this provisional allotment letter should be addressed to the Company's share registrar at the above address after 9:00 a.m. on the second Business Day after the surrender of this original provisional allotment letter.

It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares to the transferee of the Rights Shares in their nil-paid and fully-paid forms. The Company may (at its sole discretion) treat a provisional allotment letter as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

### TRANSFER

If you wish to transfer all of your provisional allotment to another person you should complete and sign the "Form of Transfer and Nomination" (Form B) in this provisional allotment letter and hand the completed and signed provisional allotment letter to the person to or through whom you are transferring your provisional allotment. The transferee must then complete and sign the "Registration Application" (Form C) in this provisional allotment letter and hand the completed and signed provisional allotment letter with a remittance for the full amount payable on acceptance with the Company's share registrar, Tricor Investor Services Limited, at the address given above, to effect the transfer by no later than 4:00 p.m. on Thursday, 30 May 2013.

It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee of the Rights Shares in their nil-paid and fully-paid forms. The Company may (at its sole discretion) treat a provisional allotment letter as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The Company reserves the right to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

### TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriting Agreement grants the Joint Underwriters the right to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination, if:

- any matter or circumstance arises as a result of which any of the conditions set out in the section headed "Letter from the Board – 2. Underwriting Arrangement – (b) Conditions of the Rights Issue and the Underwriting Agreement" in the Prospectus are not satisfied;
  - the fact that any of the Company's representations, warranties or undertakings contained in the Underwriting Agreement is untrue, inaccurate, misleading or breached comes to the knowledge of the Joint Underwriters, or there has been a breach on the part of the Company of any other provision of the Underwriting Agreement, or a breach on the part of the Undertaking Shareholders of the Irrevocable Undertakings, or the Joint Underwriters have cause to believe that any such breach has occurred;
  - any event occurs or matter arises or circumstance which, if it had occurred before the date of the Underwriting Agreement or before any of the dates or before any time on which the Company's representations, warranties and undertakings are deemed to be repeated, would have rendered any of those representations, warranties or undertakings untrue, inaccurate, incomplete or misleading in any respect, comes to the knowledge of the Joint Underwriters;
  - the Company's application to the Main Board of the Stock Exchange for permission of the listing of the Rights Shares (and the related application in trading in the Rights Shares in their nil-paid and fully-paid) on the Stock Exchange is withdrawn by the Company and/or refused by the Stock Exchange; and
  - (a) any statement contained in the Announcement or a Rights Issue Document has become or been discovered to be untrue, inaccurate, incomplete or misleading in any respect; or (b) any matter arises or is discovered which would, if the Announcement or a Rights Issue Document was to be issued at the time, constitute an omission therefrom;
  - there is a material adverse or unexpected change in the business or in the financial or trading position or prospects of any member of the Group;
  - there has occurred, happened, come into effect or become public knowledge any event, series of events or circumstances which, in the United Kingdom or elsewhere, (i) a suspension or a material restriction or limitation in trading in securities generally on the New York Stock Exchange, the London Stock Exchange plc, the Stock Exchange and/or any other stock exchange on which the Company's securities are traded; (ii) a suspension or a material restriction or limitation in trading in securities generally on the Stock Exchange and/or any other stock exchange on which the Company's securities are traded for a period of more than three business days if any of such period occurs during the period of dealings in nil-paid Rights Shares, or for a period of more than five business days if any of such period occurs outside the period of dealings in nil-paid Rights Shares (other than pending publication of announcing the Rights issue or any other announcement relating to the Rights issue); (iii) a general moratorium on commercial banking activities in the United States, Hong Kong or elsewhere; or (iv) a suspension or a material restriction or limitation in trading in securities generally on the commercial banking or securities settlement or clearance services in the United States, Hong Kong, Macau or the United Kingdom; or (v) a change or development involving a prospective change in taxation affecting the Company; or
  - there shall have occurred any event or series of events (including without limitation the occurrence of any local, national or international outbreak or escalation of disaster, riot, public disorder, civil commotion, fire, flood, earthquake, epidemic or any infectious disease, pestilence, crisis, strike, lock-out, hostility, insurrection, armed conflict, act of terrorism, act of God or epidemic); or
  - the Company is required to publish a supplementary prospectus in accordance with Rule 11.13 of the Listing Rules; or
  - which is in the sole opinion of at least four of the five Joint Underwriters:
    - is or will be, or is likely to be, materially adverse to the business, financial, trading, condition or prospects of the Group or to any member or prospective Shareholder of the Company;
    - has or will have or is likely to have a material adverse impact on the completion of the Rights Issue or dealings in the Rights Shares in the secondary market; or
    - may make it impracticable or uneconomical to proceed with the Rights Issue on the terms and in the manner contemplated in the Announcement and the Rights Issue Documents.
- then in any such case at least four of the five Joint Underwriters, acting jointly, may by notice in writing to the Company, served prior to the Latest Time for Termination, rescind or terminate the Underwriting Agreement.

### CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any provisional allotment letter in respect of which the accompanying cheque or cashier's order is dishonoured or is not cashed or is not presented for payment and the amount and interest thereon will be deemed to have been declined and will be cancelled. Completion and return of a provisional allotment letter together with a cheque or cashier's order in payment for the Rights Shares accepted will constitute a warranty by the applicant that the cheque or cashier's order is presented for payment.

### SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

It is expected that share certificates for all fully-paid Rights Shares are to be posted on or before Friday, 7 June 2013 to those Qualifying Shareholders who have accepted and (where applicable) applied for, and paid for, the Rights Shares by ordinary mail at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Friday, 7 June 2013 by ordinary mail to the applicants at their own risk.

### EXCESS RIGHTS SHARES

Qualifying Shareholders shall be entitled to apply, by way of excess applications, for Rights Shares representing unsold fractional entitlements, together with any Rights Shares provisionally allotted but not accepted by other Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares and any Rights Shares representing any unsold entitlements of the Non-Qualifying Shareholders (if any).

Application for excess Rights Shares may be made by completing a prescribed excess application form. The Board of the Company will allocate the excess Rights Shares on a fair and equitable basis and on a pro rata basis by reference to the number of excess Rights Shares being applied for, with flexibility to round up to whole board lots at the discretion of the Directors. No preference will be given to topping-up odd lots of Shares to whole board lots of Shares.

Beneficial Owners whose Shares are held by a Registered Owner, or which are held in CCASS, should note that the nominee (including HKSCC Nominees Limited) is regarded as a single Shareholder according to the register of members of the Company. Accredited Beneficial Owners whose Shares are registered in the name of a Registered Owner in CCASS should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to them individually.

If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his provisional allotment, he must complete and sign an excess application form and lodge it, together with a separate remittance in favour of "CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED-EXCESS APPLICATION ACCOUNT" and crossed "Account Payee Only" issued for the amount payable on application in respect of the excess Rights Shares applied for, with the Company's share registrar by 4:00 p.m. on Thursday, 30 May 2013, or such later time and/or date as may be determined by the Company.

### FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot fractions of Rights Shares in their nil-paid or fully-paid forms. The aggregate of fractions of the Rights Shares, in nil-paid form, will be provisionally allotted to a nominee appointed by the Company and if a premium of more than HK\$100.00 (net of expenses) can be obtained, will be sold by the Company or its appointed nominee in nil-paid form on the Stock Exchange. The net proceeds of such sale will be retained by the Company.

Any unsold fractions of the Rights Shares will be made available for excess applications on excess application forms by Qualifying Shareholders.

### DISTRIBUTION OF THIS PROVISIONAL ALLOTMENT LETTER AND THE OTHER RIGHTS ISSUE DOCUMENTS

This provisional allotment letter shall only be sent to Qualifying Shareholders. Distribution of this provisional allotment letter and other Rights Issue Documents into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this provisional allotment letter or any of the other Rights Issue Documents come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or Beneficial Owner who is in any doubt as to his/her position should consult an appropriate professional adviser with respect to any jurisdiction where the Rights Issue Documents are issued. Rights Issue Documents should not be distributed, forwarded to or transmitted in, into or from any of the Specified Territories.

The Rights Issue Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

### QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS

To qualify for the Rights Issue and to accept the Rights Shares provisionally allotted under the provisional allotment letter, a Shareholder must have been registered as a member of the Company as at close of business on Tuesday, 14 May 2013 and not be a Non-Qualifying Shareholder.

The Non-Qualifying Shareholders are Shareholder(s) whose name(s) appeared in the register of members of the Company at close of business on the Record Date and whose address(es) as shown in such register is/are in any of the Specified Territories, except for those Shareholders who fulfill, to the satisfaction of the Company, the relevant requirements specified in the section below. The following categories of persons in the Specified Territories who may be able to take up their rights under the Rights Issue: (i) any Shareholder(s) or Beneficial Owner(s) at that time who is/are otherwise known by the Company to be resident in any of the Specified Territories, except for those Shareholders or Beneficial Owners, who fulfill, to the satisfaction of the Company, the relevant requirements specified in the section below; (ii) any person who is/are otherwise known by the Company to be resident in any of the Specified Territories who may be able to take up their rights under the Rights Issue.

Arrangements will be made for the Rights Shares which would otherwise have been available to be taken up by Non-Qualifying Shareholders who are resident in the Specified Territories to close of business on Tuesday, 14 May 2013 to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence on the Stock Exchange or in any event before the latest date for dealings in nil-paid Rights Shares, if a premium of more than HK\$100.00 (net of expenses) can be obtained, in order to be sold in the market in their nil-paid form. The Company will retain individual amounts of HK\$100.00 or less for its own benefit. Any unsold entitlement of Non-Qualifying Shareholders to the Rights Shares, together with any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares and any unsold fractions of the Rights Shares (including the section headed "Fractional Entitlements" above) will be made available for excess applications on excess application forms by Qualifying Shareholders.

Receipt of this provisional allotment letter and/or any other Rights Issue Documents does not and will not constitute an offer in any jurisdiction in which the Directors, based on enquiries made by the Directors, consider necessary or expedient not to offer the Rights Issue to Shareholders in such jurisdictions. In those circumstances, this provisional allotment letter and/or the other Rights Issue Documents must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, custodians, nominees and trustees) who receive a copy of this provisional allotment letter and/or any other Rights Issue Documents should not act in connection with the Rights Issue, or in connection with or send the same in, into or from, or transfer nil-paid Rights Shares to any person in, into or from, any of the Specified Territories. If a provisional allotment letter or excess application form is received by any person in any such place or territory, or by his/her agent or nominee, he/she must not seek to take up the rights thereunder or provide information or documents in, into or from any of the Specified Territories (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

Notwithstanding any other provision in this provisional allotment letter or any other Rights Issue Documents, the Company reserves the right to limit the number of Rights Shares which may be taken up by the Company, in its absolute discretion, is satisfied that the transaction in question would not result in a contravention of any registration or other legal requirement in any jurisdiction.

### LIMITED CATEGORIES OF PERSONS IN THE SPECIFIED TERRITORIES WHO MAY BE ABLE TO TAKE UP THEIR RIGHTS UNDER THE RIGHTS ISSUE

The Company's limited categories of persons in the Specified Territories may be able to take up their rights under the Rights Issue. Shareholders or Beneficial Owners in the US whom the Company believes reasonably are "qualified institutional buyers" within the meaning of Rule 144A of the Securities Act may be able to purchase Rights Shares being offered in the Rights Issue (pursuant to the exercise of rights granted under the Rights Issue) by way of a private placement pursuant to section 4(a)(2) under the Securities Act.

Notwithstanding the foregoing, the Company reserves the absolute discretion in determining whether to allow any participations in the Rights Issue as well as the identity of the persons who may be allowed to do so in any of the Specified Territories. The Shareholders and/or Beneficial Owners in any of the Specified Territories may still participate in the Rights Issue, subject to the Company's absolute discretion, provided that such Shareholders and/or Beneficial Owners are able to provide the Company with evidence that, to the Company's satisfaction, they fulfill relevant requirements in relevant jurisdiction(s).

### REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this provisional allotment letter, each subscriber of Rights Shares being offered and sold by the Company, in their nil-paid form, represents and warrants to the Company and the Joint Underwriters and to any person acting on their behalf, unless in their sole discretion the Company and the Joint Underwriters waive such requirement that:

- he/she/it is a Shareholder as at close of business on Tuesday, 14 May 2013, or he/she/it lawfully acquired or may lawfully acquire such rights by purchase or otherwise prior to Tuesday, 14 May 2013;
  - he/she/it may lawfully be offered, take up, exercise, obtain, subscribe for and receive the rights and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
  - he/she/it is not a resident in, or is not currently located in, or a citizen of, the US;
  - Subject to certain exceptions, he/she/it is not accepting an offer to acquire, take up or exercise rights or Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of the US at the time the instruction to accept has been given;
  - he/she/it is not doing so for the account of any person who is located in the US, unless:
    - the instruction to purchase or take up the rights or to subscribe for or accept Rights Shares was received from a person outside the US; and
    - the person to whom the instruction was given has confirmed that it (i) has the authority to give such instruction and (ii) either (A) has investment discretion over such account; or (B) is an investment manager or investment company that is acquiring the Rights Shares in an "offshore transaction" within the meaning of Regulation S under the Securities Act;
  - he/she/it is not acquiring the rights and/or the Rights Shares in an "offshore transaction" as defined in Regulation S under the Securities Act;
  - he/she/it has not been offered the Rights Shares by means of any "directed selling efforts" as defined in Regulation S under the Securities Act;
  - he/she/it is not acquiring rights or Rights Shares with a view to the offer, sale, transfer, delivery or distribution, directly or indirectly, of such rights or Rights Shares in the US; and
  - he/she/it and the Rights Shares have been or will be registered under the Securities Act or with any securities regulatory authority of any state, territory, or possession of the US and the rights or Rights Shares are being distributed and offered outside the US in reliance on Regulation S. Consequently he/she/it understands the rights of the Rights Shares and the rights of the holders of securities which may be offered, and he/she/it will accept in reliance on an exemption from, or in transactions not subject to, the registration requirements of the Securities Act.
- Any person accepting and/or transferring this provisional allotment letter or requesting registration of the Rights Shares comprised therein represents and warrants to the Company and the Joint Underwriters that, except where proof or confirmation has been provided to the Company's satisfaction, that such person is not in any of the Specified Territories or in any territory in which any applicable legal or regulatory requirements in any jurisdiction; (i) such person is not accepting and/or transferring this provisional allotment letter, or requesting registration of the relevant nil-paid Rights Shares or the fully-paid Rights Shares from within any of the Specified Territories; (ii) such person is not in any of the Specified Territories at the time the instruction to accept or renounce was given; and (iv) such person is not acquiring the Rights Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any of the Rights Shares into any of the Specified Territories.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or any transfer or purported transfer of, such rights or Rights Shares if the person(s) to whom the Company has been executed in, or despatched from, any of the Specified Territories and the acceptance may involve a breach of the laws of the relevant Specified Territory or the acceptance is otherwise in a manner which may involve a breach of the laws or other regulatory requirements of that Specified Territory. All rights and obligations of the holders of securities which may be offered, and the rights and obligations of the kinds of data held should be addressed to the Company, at its registered office at 25th Floor, CITIC Telecom Tower, 93 Kwai Fok Road, Kwai Chung, New Territories, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the share registrar.

For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited is subject to any of the representations and warranties above.

Lodgment of this provisional allotment letter with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour this provisional allotment letter has been issued, shall be conclusive evidence of the title of the Group or partially in respect of the Rights Shares in their nil-paid and fully-paid forms. The Company will retain individual amounts of HK\$100.00 or less for its own benefit. Any unsold entitlement of Non-Qualifying Shareholders to the Rights Shares, together with any Rights Shares provisionally allotted but not accepted by other Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares and any Rights Shares representing any unsold entitlements of the Non-Qualifying Shareholders (if any).

Application for excess Rights Shares may be made by completing a prescribed excess application form. The Board of the Company will allocate the excess Rights Shares on a fair and equitable basis and on a pro rata basis by reference to the number of excess Rights Shares being applied for, with flexibility to round up to whole board lots at the discretion of the Directors. No preference will be given to topping-up odd lots of Shares to whole board lots of Shares.

This provisional allotment letter and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong.

Rights Shares (in their nil-paid form) are expected to be traded in board lots of 1,000 (as the existing Shares are currently traded on the Stock Exchange) in board lots of 1,000. The Company will retain individual amounts of HK\$100.00 or less for its own benefit. Any unsold entitlement of Non-Qualifying Shareholders to the Rights Shares, together with any Rights Shares provisionally allotted but not accepted by other Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares and any Rights Shares representing any unsold entitlements of the Non-Qualifying Shareholders (if any).

If you have questions in relation to the Rights Issue, please telephone the Shareholder hotline on (852) 29013333 during business hours from 9:00 a.m. to 5:00 p.m., Monday to Friday (other than Hong Kong holidays) from 15 May 2013 to 30 May 2013 (both dates inclusive).

By completing, signing and submitting this provisional allotment letter, you agree to disclose to the Company and/or its share registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) to whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (the "Ordinance") in the Hong Kong applies to the Company and its share registrar and their respective advisers and agents. You agree to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and its share registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to or correction of personal data or requests for copies of records or policies and practices of the kinds of data held should be addressed to the Company, at its registered office at 25th Floor, CITIC Telecom Tower, 93 Kwai Fok Road, Kwai Chung, New Territories, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the share registrar.

Yours faithfully,  
For and on behalf of  
CITIC Telecom International Holdings Limited  
Lin Yue Jiang  
Chairman

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓可認購供股股份之認購權，每項買賣均須繳付從價印花稅。除以出售形式外，餽贈或轉讓實益擁有之權益亦須繳付從價印花稅。在送交本文件以登記轉讓任何供股股份權益之前，須出示已繳付從價印花稅之證明。

## Form B

### 表格乙

## FORM OF TRANSFER AND NOMINATION

### 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)  
(只供擬轉讓其/彼等載於表格甲內乙欄之全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors  
CITIC Telecom International Holdings Limited  
致： 中信國際電訊集團有限公司  
列位董事 台照

Dear Sirs,  
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：  
本人/吾等茲將本暫定配額通知書所列本人/吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) (all joint shareholders must sign)

簽署(所有聯名股東均須簽署)

Date: \_\_\_\_\_ 2013

日期：二零一三年\_\_\_\_\_月\_\_\_\_\_日

Ad valorem stamp duty is payable by the transferor(s) if this form is completed.

填妥此表格後，轉讓人須繳付從價印花稅。

## Form C

### 表格丙

## REGISTRATION APPLICATION FORM

### 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(只供獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors  
CITIC Telecom International Holdings Limited (the "Company")  
致： 中信國際電訊集團有限公司(「貴公司」)  
列位董事 台照

Dear Sirs,  
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this provisional allotment letter and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：  
本人/吾等謹請 貴董事會將表格甲內乙欄所列之供股股份數目，登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款，以及在 貴公司之組織章程大綱及章程細則規限下，接納此等供股股份。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請在本欄內填上「X」號

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give one address only. 請用英文正楷填寫。聯名申請人只須填報一個地址。

Name in English 英文姓名	Family name or Company name (姓氏或公司名稱) Other names (名字)	Name in Chinese 中文姓名	
Name continuation and/or name(s) of joint applicant(s) (if required) 姓名(續)及/或聯名 申請人姓名(如有需要)			
Address in English (joint applicants shall give one address only) 英文地址 (聯名申請人只須填報 一個地址)			
Occupation 職業		Tel. No. 電話號碼	
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址	Bank Account No. 銀行賬戶號碼		
	BANK 銀行	BRANCH 分行	ACCOUNT 賬戶

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicants must sign)

申請人簽署(所有聯名申請人均須簽署)

Date: \_\_\_\_\_ 2013

日期：二零一三年\_\_\_\_\_月\_\_\_\_\_日

Ad valorem stamp duty is payable by the transferee(s) if this form is completed.

填妥此表格後，承讓人須繳付從價印花稅。

Name(s) of Chinese applicant(s) must be given both in English and in Chinese characters.

華裔申請人須填寫中英文姓名。