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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,  
REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
SERVING ON THE NOMINATION COMMITTEE,  
AMENDMENTS TO THE ARTICLES AND  
ADOPTION OF THE NEW ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of CITIC Telecom International Holdings Limited to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 27 April 2012 at 10:30 a.m. is set out on pages 24 to 34 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.

19 March 2012

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## 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 the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 27 April 2012 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 articles of association of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	CITIC Telecom International Holdings Limited
“Director(s)” or “Board”	directors of the Company
“HK\$”	Hong Kong dollars
“Latest Practicable Date”	12 March 2012, 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
“New Articles”	the new set of articles of association of the Company consolidating all of the proposed amendments referred to in the Notice and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings
“Notice”	the notice convening the Annual General Meeting
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	holders of Shares in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**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\*

Fei Yiping\*

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*

19 March 2012

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
SERVING ON THE NOMINATION COMMITTEE,  
AMENDMENTS TO THE 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) fix the remuneration of Independent Non-Executive Directors serving on the Nomination Committee; and (iv) amend the 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 21 April 2011, ordinary resolutions were passed giving general mandates to the Directors (i) to allot, issue and dispose of additional Shares not exceeding twenty per cent of the aggregate nominal amount of the issued share capital of the Company as at 21 April 2011 and to extend the general mandate to allot Shares by adding repurchased securities to the twenty per cent general mandate; and (ii) to purchase or otherwise acquire Shares of the Company on the Stock Exchange not exceeding ten per cent of the aggregate nominal amount of the issued share capital of the Company as at 21 April 2011.

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.

Under the terms of the Companies Ordinance and the Listing Rules, these general mandates will lapse upon the conclusion of the forthcoming Annual General Meeting of the Company to be held on 27 April 2012, 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. 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**

In accordance with Article 104(A) of the Articles of Association of the Company, Messrs. David Chan Tin Wai, Fei Yiping and Yang Xianzu shall retire by rotation in the Annual General Meeting and all, being eligible, offer themselves for re-election. 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.

### **4. PROPOSED REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS SERVING ON THE NOMINATION COMMITTEE**

The Board has resolved to establish a Nomination Committee on 22 February 2012 and Messrs. Xin Yue Jiang, Liu Jifu, Yang Xianzu, Liu Li Qing and Gordon Kwong Che Keung have been appointed as members of the Nomination Committee with effect from 22 February 2012. In view of the workload and responsibilities, the Board proposed, subject to Shareholders' approval, to grant an additional remuneration for each independent non-executive Director who serves on the Nomination Committee in the sum of

## LETTER FROM THE CHAIRMAN

HK\$40,000 per annum (or, if he serves for less than a year, on a pro rata basis). Accordingly, resolution no. 8 will be put forward to the Shareholders at the Annual General Meeting for such approval.

### 5. AMENDMENTS TO THE ARTICLES AND ADOPTION OF THE NEW ARTICLES

The Stock Exchange has amended the Listing Rules relating to, among other things, the constitutional documents of listed issuers and the Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules. Some of the amendments to the Listing Rules took effect on 1 January 2012 and some of them would come into effect on 1 April 2012. Accordingly, the Board proposes to seek the approval of the Shareholders by way of special resolutions for the amendments to the existing Articles and the adoption of the New Articles, so as to bring the constitution of the Company in line with current amendments made to the Listing Rules, and certain housekeeping amendments proposed by the Board.

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

The major amendments include the following:

- to state that the chair of general meetings shall be taken in the following order: (i) Chairman; (ii) Deputy Chairman (if any); (iii) any Director nominated by the Chairman; (iv) any Director elected by a majority of the Directors present at the commencement of the meeting; (v) a member chosen by the members present at the meeting;
- to allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll;
- to remove the 5% threshold for voting on a resolution in which a Director has an interest;
- to disallow the Director who is also an employee or officer of the controlling shareholder(s) of the Company to vote at the Board meeting or be counted in the quorum and to be present at the relevant Board meeting in case of any issues of conflict concerning the Company and such controlling shareholder(s);
- to clarify that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a shareholder shall have given a notice in writing of the intention to propose that person for election as a Director and also a notice in writing by that person of his willingness to be elected shall have been given to the Company during the prescribed notice period;
- to clarify the method of attendance in a Board meeting;

## LETTER FROM THE CHAIRMAN

- to state that a physical board meeting should be held to discuss resolutions on a material matter where a Director or substantial shareholder has a conflict of interest rather than a written board resolution;
- to state that the auditors should be appointed and removed and their duties regulated in accordance with the provisions of the Companies Ordinance and the Listing Rules; and
- to align the provisions under the Companies Ordinance and the Listing Rules relating to despatch of corporate communication by the Company to its Shareholders in electronic form and by means of website.

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 remuneration of Independent Non-Executive Directors serving on the Nomination Committee and the amendments to the Articles and the adoption of the New Articles.

Pursuant to the Listing Rules, the vote of Shareholders at the Annual General Meeting will be taken by poll and 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 fixation of remuneration of Independent Non-Executive Directors serving on the Nomination Committee and the amendments to the 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*



<b>APPENDIX I EXPLANATORY STATEMENT AND MEMORANDUM IN RELATION TO THE BUYBACK MANDATE</b>
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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 49BA(3)(b) of the Companies Ordinance.

**i. SHARE CAPITAL**

As at 12 March 2012, the Latest Practicable Date, the issued share capital of the Company was 2,385,992,870 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 238,599,287 Shares, representing 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

**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.

**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 memorandum and 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.

<b>APPENDIX I EXPLANATORY STATEMENT AND MEMORANDUM IN RELATION TO THE BUYBACK MANDATE</b>
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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 2011) 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 2011 to 29 February 2012 and from 1 March 2012 to the Latest Practicable Date, were as follows:

	<b>Price per Share</b>	
	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2011</b>		
March	2.62	2.41
April	2.54	2.20
May	2.24	2.08
June	2.28	2.00
July	2.16	1.65
August	1.89	1.17
September	1.96	1.46
October	1.85	1.30
November	1.84	1.60
December	1.74	1.54
<b>2012</b>		
January	1.72	1.58
February	1.86	1.60
1 March to 12 March	1.85	1.68

**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.

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

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 Repurchases ("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 (formerly known as CITIC Group) is the ultimate holding company of the Company. As at the Latest Practicable Date, the subsidiaries of CITIC Group Corporation held a total of approximately 60.59% of the issued share capital 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 of the Company 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 2011 Annual Report. The emoluments of the retiring Directors are set out in Note 8 to the Financial Statements and the section of "Directors' Report" under the heading "Disclosure Pursuant to Rule 13.51B(1) of the Listing Rules" contained in the 2011 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 Company. 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.

\* **Dr. Chan Tin Wai, David**, aged 47, is the chief financial officer of the Company and he joined the Company in June 2006. Dr. Chan obtained a LLB (Hons) degree and a Master degree of Law from the University of London in the United Kingdom, a Master degree of Accounting from Curtin University in Australia and a Doctor degree of Business Administration from the University of Newcastle in Australia. He is a member of the Institute of Chartered Accountants in England and Wales and also a fellow member of the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong and the Hong Kong Institute of Chartered Secretaries. Dr. Chan worked in CITIC Pacific Limited ("CITIC Pacific"), the controlling shareholder of the Company, during the period from 1994 to 2000. He had worked in several multi-national and Hong Kong blue chip companies and has over 20 years of experience in overseeing corporate finance, merger and acquisition activities, accounting, company secretarial, administration, human resources and legal matters. Before joining the Company, he was the general manager – Finance of Sino Land Company Limited. Save as disclosed herein, he has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

\*\* **Mr. Fei Yiping**, aged 48, has been a director of the Company since January 2010. Mr. Fei is the group financial controller of CITIC Pacific, a director and the chief financial officer of CITIC Hong Kong (Holdings) Limited, a non-executive director of Dah Chong Hong Holdings Limited, a fellow subsidiary of the Company, and a director of CITIC Guoan Co., Ltd.. Mr. Fei is a graduate from University of Science and Technology Beijing and received a Master in Business Administration from the University of Edinburgh in the United Kingdom. Mr. Fei has over 12 years experience in accounting and financial management before joining the Company. He has been with CITIC Group Corporation ("CG", formerly known as CITIC Group), the ultimate holding company of the Company, since 1991. Between 2001 and 2008, Mr. Fei first acted as treasurer and director of CitiSteel USA, Inc. and then as vice president of CITIC USA Holdings, Inc. and chief representative of CG in New York. When he returned to China in 2008, he became deputy director-general of the Finance Department of CG. Save as disclosed herein, he has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

# **Mr. Yang Xianzu**, aged 72, joined the Company as an independent non-executive director in March 2007. Mr. Yang, a senior engineer, graduated in 1965 from the Department of Telephone and Telegraph at the Wuhan College of Posts and Telecommunications. From 1990 to early 1999, Mr. Yang served as Vice Minister of the Ministry of Posts and Telecommunications and later as Vice Minister of the Ministry of Information Industry. In 1999, Mr. Yang was appointed chairman of the Board of Directors and president of Unicom Group. During the period from 2000 to August 2003, Mr. Yang was the chairman of the Board of Directors and chief executive officer of China Unicom Limited, now known as China Unicom (Hong Kong) Limited. Mr. Yang is currently a member of Head of Strategic Development Consultation Committee of China Unicom, an independent non-executive director of Dongfeng Motor Group Company Limited, China Wireless Technologies Limited and Net263 Ltd. (listed on the Shenzhen Stock Exchange in The People's Republic of China). Mr. Yang previously served as an external director of Baosteel Group Corporation and China Electronics Corporation. 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*

# *Independent Non-Executive Director*

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

1. The original Article 40, which reads:

“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 up share) on which the Company has a lien.”

is to be revised as:

“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.”

2. The original Article 73, which reads:

“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, the members present shall choose another Director as Chairman, 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.”

is to be revised as:

“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, ~~the members present shall choose another Director as Chairman,~~ **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.”

3. The original Article 75, which reads:

“75. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (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
- (iv) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded and not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”

is to be revised as:

“75. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is **(1) required by the Listing Rules, except where the Chairman of the meeting, in good faith and in compliance with the Listing Rules, decides to allow such resolution to be voted on by a show of hands; or (2)** (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or

(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

(iv) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so **required or** demanded as **aforesaid**, and **in the latter case**, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution."

4. The original Article 76, which reads:

"76. If a poll is demanded as aforesaid, it shall (subject as provided in Article 77) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier."

is to be revised as:

"76. If a poll is **required or** demanded as aforesaid, it shall (subject as provided in Article 77) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was **required or** demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was **required or** demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier."



5. The original Article 77, which reads:

“77. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”

is to be revised as:

“77. Any poll **required or** duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”

6. The original Article 78, which reads:

“78. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”

is to be revised as:

“78. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is **required or** demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”

7. The original Article 103(H), which reads:

“ (H) A Director shall not vote or be counted in the quorum present at the meeting in respect of any contract or arrangement or proposal in which he or his associate(s) is/are materially interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to:

(i) the giving of any security or indemnity either:

(a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company."

is to be revised as:

“ (H) A Director shall not vote or be counted in the quorum present at the meeting in respect of any contract or arrangement or proposal in which he or his associate(s) is/are materially interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to:

- (i) the giving of any security or indemnity either:
  - (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
  
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
  
- ~~(iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;~~
  
- (iiiiv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or

(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

8. A new Article 103(L) is to be inserted after the last paragraph of the existing Article 103(K):

“ (L) In case of any issues of conflict concerning the Company and the controlling shareholder(s) (as defined in the Listing Rules) being decided by the Board, any Director who is also an employee or officer of such controlling shareholder(s) may not vote or be counted in the quorum and may not be present at the relevant Board meeting.”

9. The original Article 108, which reads:

“108. No person, other than a retiring Director, shall be eligible for election to the office of Director at any general meeting, unless recommended by the Board for election and that the notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company in the period commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting, provided that the minimum length of such notice period shall be at least 7 days.”

is to be revised as:

“108. No person, other than a retiring Director, shall, **unless recommended by the Board for election**, be eligible for election to the office of Director at any general meeting, unless **a shareholder shall have given** ~~arecommended by the Board for election and that the~~ notice in writing of the intention to propose that person for election as a Director and **also a** notice in writing by that person of his willingness to be elected shall have been given to the Company in the period commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 7

days prior to the date of such meeting, provided that the minimum length of such notice period shall be at least 7 days.”

10. The original Article 126, which reads:

“126. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined three Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.”

is to be revised as:

“126. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined three Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or **electronic means (including telephonic or videoconferencing)** or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.”

11. 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. 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 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.”

12. The original Article 146(A)(i), which reads:

“(i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the “Subscription Right Reserve”) the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up in full such difference in respect of such additional shares as and when the same are allotted;”

is to be revised as:

“(i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the “Subscription Right Reserve”) the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full **the difference between the subscription price and** the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up in full such difference in respect of such additional shares as and when the same are allotted;”

13. The original Article 169, which reads:

“169. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Ordinance.”

is to be revised as:

“169. Auditors shall be appointed **and removed** and their duties regulated in accordance with the provisions of the Companies Ordinance **and the Listing Rules.**”

14. The original Article 172, which reads:

“172. Any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any member either personally or 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 by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in an English language newspaper and a Chinese language newspaper or by sending it in accordance with applicable legislation and the Listing Rules as an electronic communication to the member at his electronic address or by publishing it in accordance with applicable legislation and the Listing Rules on the Company’s computer network. 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 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 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) ~~either~~ personally;
- (ii) ~~or~~ 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) ~~or~~ by delivering or leaving it at such ~~registered~~ address as aforesaid;
- (iv) ~~or (in the case of a notice)~~ by advertisement in ~~an~~ **one** English language newspaper and ~~a~~ **one** Chinese language newspaper;

(v) ~~or~~ 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) ~~or~~ 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."

15. The original Article 174, which reads:

"174. Any notice or document 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. Any notice or document sent as an electronic communication shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. Any notice or document published on the Company's computer network shall be deemed to have been served or delivered on the day on which a notification is sent to the member that the notice or document is available on the Company's computer network. Any notice or document served 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."



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 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) ~~Any notice or document if~~ sent as an electronic communication, shall be deemed to ~~be given on the day on which it is transmitted from the server of the Company or its agent.~~ have been served or delivered at the time as prescribed by the Ordinance and other applicable laws, rules and regulations;**

**(v) ~~if Any notice or document published on the Company’s computer network (including the Company’s website), shall be deemed to have been served or delivered on the day on which a notification is sent to the member that the notice or document is available on the Company’s computer network. Any notice or document served 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.~~ 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.”**



**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 IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 27 April 2012 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 2011.
2. To declare a final dividend for the year ended 31 December 2011.
3. To re-elect retiring Directors.
4. To re-appoint Auditor and authorise the Board of Directors to fix their remuneration.
5. To consider as Special Business 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) 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 nominal value of share capital 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), 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 Articles of Association of the Company from time to time, shall not exceed twenty per cent of the aggregate nominal amount of the share capital 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).”

6. To consider as Special Business 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 nominal amount of shares so purchased or otherwise acquired shall not exceed ten per cent of the aggregate nominal amount of the share capital 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.”

7. To consider as Special Business 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 aggregate nominal amount of the shares which are purchased or otherwise acquired by the Company pursuant to Resolution (6) shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution (5).”

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

“**THAT** an additional remuneration in the sum of HK\$40,000 per annum (or, if he serves for less than a year, on a pro rata basis) be granted to any independent non-executive director who is appointed to serve on the Nomination Committee of the board of directors of the Company.”

9. To consider as Special Business and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the articles of association of the Company (the “Articles”) be and are hereby amended in the following manner:

(a) Article 40

by deleting the existing Article 40 in its entirety and substituting it with the following new Article 40:

“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.”;

(b) Article 73

by deleting the existing Article 73 in its entirety and substituting it with the following new Article 73:

“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.”;

(c) Article 75

by deleting the existing Article 75 in its entirety and substituting it with the following new Article 75:

“75. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (1) required by the Listing Rules, except where the Chairman of the meeting, in good faith and in compliance with the Listing Rules, decides to allow such resolution to be voted on by a show of hands; or (2) (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (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

(iv) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so required or demanded as aforesaid, and in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

(d) Article 76

by deleting the existing Article 76 in its entirety and substituting it with the following new Article 76:

“76. If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 77) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.”;

(e) Article 77

by deleting the existing Article 77 in its entirety and substituting it with the following new Article 77:

“77. Any poll required or duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”;

(f) Article 78

by deleting the existing Article 78 in its entirety and substituting it with the following new Article 78:

“78. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a

second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”;

(g) Article 103(H)(iii)

by deleting paragraph (iii) of the existing Article 103(H) in its entirety and the existing Articles 103(H)(iv) and 103(H)(v) shall be re-numbered as new Articles 103(H)(iii) and 103(H)(iv) respectively;

(h) Article 103

by inserting the following as a new Article 103(L) after the last paragraph of the existing Article 103(K):

“ (L) In case of any issues of conflict concerning the Company and the controlling shareholder(s) (as defined in the Listing Rules) being decided by the Board, any Director who is also an employee or officer of such controlling shareholder(s) may not vote or be counted in the quorum and may not be present at the relevant Board meeting.”;

(i) Article 108

by deleting the existing Article 108 in its entirety and substituting it with the following new Article 108:

“108. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a shareholder shall have given a notice in writing of the intention to propose that person for election as a Director and also a notice in writing by that person of his willingness to be elected shall have been given to the Company in the period commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting, provided that the minimum length of such notice period shall be at least 7 days.”;

(j) Article 126

by deleting the existing Article 126 in its entirety and substituting it with the following new Article 126:

“126. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined three Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is

also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or electronic means (including telephonic or videoconferencing) or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.”;

(k) Article 135

by deleting the existing Article 135 in its entirety and substituting it with the following new Article 135:

“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.”;

(l) Article 146(A)(i)

by deleting the existing Article 146(A)(i) in its entirety and substituting it with the following new Article 146(A)(i):

“(i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the “Subscription Right Reserve”) the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the difference between the subscription price and the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up in full such difference in respect of such additional shares as and when the same are allotted;”;



## (m) Article 169

by deleting the existing Article 169 in its entirety and substituting it with the following new Article 169:

“169. Auditors shall be appointed and removed and their duties regulated in accordance with the provisions of the Companies Ordinance and the Listing Rules.”;

## (n) Article 172

by deleting the existing Article 172 in its entirety and substituting it with the following new Article 172:

“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.”;

(o) Article 174

by deleting the existing Article 174 in its entirety and substituting it with the following new Article 174:

“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.";

and **THAT** any Director and the company secretary of the Company be and are hereby authorised to do all such acts and things and to execute all such documents as they may in their absolute discretion deem fit and necessary in order to effect and implement the proposed amendments to the Articles of the Company."

10. To consider as Special Business and, if thought fit, pass the following resolution as a Special Resolution:

"**THAT** the Articles of the Company in the form of the document marked "A" and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidate all of the proposed amendments referred to in Resolution 9 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings, be and are hereby approved and adopted as the new Articles of the Company in substitution for and to the exclusion of the existing Articles of the Company with immediate effect."

By Order of the Board  
**Tso Mun Wai**  
*Company Secretary*

Hong Kong, 19 March 2012

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

*Notes:*

- (i) The Register of Members will be closed from Wednesday, 25 April 2012 to Friday, 27 April 2012 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at this annual general meeting of the Company. In addition, the Register of Members will be closed from Friday, 4 May 2012 to Wednesday, 9 May 2012 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. During such periods, no transfer 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, on a poll, 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 notarially 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 or poll (as the case may be) at which the person named in such instrument proposes to vote.
- (iv) Concerning item 3 above, Messrs. David Chan Tin Wai, Fei Yiping and Yang Xianzu shall retire by rotation in the Annual General Meeting pursuant to Article 104(A) of the Articles of Association of the Company and they, all being eligible, shall offer themselves for re-election. Details of the retiring Directors 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 Section 57B of the Companies Ordinance and the Listing Rules, 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 issued share capital of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company.
- (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 issued share capital of the Company.
- (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.