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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Motion Telecom International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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潤 迅 通 信 國 際 有 限 公 司\*

**China Motion Telecom International Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 989)**

**GENERAL MANDATES  
TO REPURCHASE AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of China Motion Telecom International Limited to be held at Concord Room 2, 8/F., Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 17 August 2007 at 11:00 a.m. is set out on pages 14 to 23 of this circular. If you are not able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjournment thereof (as the case may be) should you so wish.

\* For identification purpose only

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## DEFINITIONS

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*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 Concord Room 2, 8/F., Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 17 August 2007 at 11:00 a.m. or at any adjournment thereof
“associate(s)”	shall have the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	China Motion Telecom International Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“connected person(s)”	shall have the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	9 July 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of Annual General Meeting”	the notice to convene the Annual General Meeting dated 13 July 2007 set out on pages 14 to 23 of this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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潤迅通信國際有限公司\*

**China Motion Telecom International Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 989)**

*Executive Directors:*

Mr. Ting Pang Wan, Raymond (*Chairman*)

Mr. Wu Chi Chiu (*Deputy Chairman and  
Chief Executive Officer*)

Ms. Fan Wei

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors:*

Mr. Lo Chi Ho, William

Mr. Huang An Guo

Ms. Wong Fei Tat

*Head Office and Principal*

*Place of Business:*

Room 2604-08, 26th Floor  
Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

13 July 2007

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES  
TO REPURCHASE AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information on the resolutions to be proposed at the forthcoming Annual General Meeting relating to (i) the granting of the Repurchase Mandate and the Issue Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) the proposed amendments to the Bye-laws and to give you the Notice of Annual General Meeting.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### **GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 25 August 2006, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange of up to 52,547,557 Shares, representing 10% of the issued share capital of the Company as at that date. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting.

An ordinary resolution will therefore be proposed at the Annual General Meeting to grant to the Directors a new general mandate to repurchase Shares on the Stock Exchange up to 10% of the aggregate nominal amount of issued share capital of the Company as at the date of the passing of such resolution, subject to all applicable laws and regulations.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,350,475,573 Shares. On the basis that no further Shares are issued or repurchased following the Latest Practicable Date and prior to the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 235,047,557 Shares, representing not more than 10% of the issued share capital of the Company as at the date of the passing of such resolution.

If the resolution for the Repurchase Mandate is passed at the Annual General Meeting, the Repurchase Mandate would continue in force until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law to be held; or (iii) the revocation or variation of the authority given by ordinary resolution of the Shareholders in general meeting, unless renewed at the annual general meeting.

An explanatory statement containing all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the grant of the Repurchase Mandate is set out in Appendix I to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 25 August 2006, a general mandate was also given to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 105,095,114 Shares, representing 20% of the issued share capital of the Company as at that date. Such mandate will also lapse at the conclusion of the forthcoming Annual General Meeting.

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## LETTER FROM THE BOARD

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An ordinary resolution will therefore be proposed at the Annual General Meeting (i) to grant to the Directors a new general mandate to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of such resolution; and (ii) to approve the addition to the Issue Mandate of any Shares repurchased by the Company under the authority of the Repurchase Mandate in order to provide flexibility for issuing new Shares when it is in the interests of the Company to do so.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,350,475,573 Shares. On the basis that no further Shares are issued or repurchased following the Latest Practicable Date and prior to the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 470,095,114 new Shares, representing not more than 20% of the issued share capital of the Company as at the date of the passing of such resolution.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to bye-law 86(1) of the Bye-laws, Mr. Wu Chi Chiu and Ms. Fan Wei shall retire from office at the forthcoming Annual General Meeting by rotation. In addition, pursuant to bye-law 85(2) of the Bye-laws, Mr. Ting Pang Wan, Raymond, being a Director appointed on 23 October 2006 as an addition to the Board subsequent to the previous annual general meeting, shall hold office only until the Annual General Meeting. All retiring Directors, being eligible, will offer themselves for re-election. The re-election of Directors will be individually voted by Shareholders.

Biographical details of the retiring Directors to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **AMENDMENTS TO THE BYE-LAWS**

The recent delisting of the Shares from the Official List of The Singapore Exchange Securities Trading Limited had made some of the provisions of the Bye-laws no longer applicable to the Company. The Companies Act has also been recently amended such that (i) there is no longer a requirement for the Company to have a director appointed a chairman or president and another director appointed deputy chairman or vice president; and (ii) the register of members shall be open for inspection by members of the public without charge. The Directors therefore propose to put forward a special resolution to the Shareholders for approval at the Annual General Meeting to remove any obsolete provisions in the existing Bye-laws and to bring certain provisions in the Bye-laws in line with the recent amendments to the Companies Act.

Full text of the proposed amendments to the Bye-laws is set out in resolution no. 6 in the Notice of Annual General Meeting set out on pages 17 to 22 of this circular.

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

The Notice of Annual General Meeting is set out on pages 14 to 23 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you are not able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it as follows:

- (i) in case of those members registered on the principal register: at the office of the Company's principal share registrar, Butterfield Fund Services (Bermuda) Limited, c/o RBC Dexia Corporate Services Hong Kong Limited at 51st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong; and
- (ii) in case of those members registered on the Hong Kong branch register: at the office of the Company's Hong Kong branch share registrar, Abacus Share Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong,

in both cases, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjournment thereof should you so wish.

### PROCEDURES FOR DEMANDING A POLL

Pursuant to bye-law 65 of the Bye-laws, a resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is required under the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting;
- (b) by at least three Shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting;
- (c) by a Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting;
- (d) by a Shareholder or Shareholders present in person or by a duly authorised corporate representative 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 shares conferring that right;  
or

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## LETTER FROM THE BOARD

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- (e) under the circumstances as required or recommended by the Listing Rules, by the chairman of a meeting and/or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

A demand by a person as proxy for a Shareholder or by its duly authorised corporate representative shall be deemed to be the same as a demand by a Shareholder.

### RECOMMENDATIONS

The Directors are of the opinion that the Repurchase Mandate, the Issue Mandate, the re-election of retiring Directors and the amendments to the Bye-laws are each in the interests of the Company and the Shareholders as a whole and accordingly, recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By order of the Board of

**China Motion Telecom International Limited**

**Ting Pang Wan, Raymond**

*Chairman*

**1. LISTING RULES FOR REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions amongst which the Listing Rules provide that the shares proposed to be repurchased by a company must be fully paid-up and all repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of a specific approval or a general mandate to the directors of the company to make such repurchases.

The information set out below serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide Shareholders with all information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate and constitutes the memorandum of the terms of the proposed repurchases required under the Memorandum of Association of the Company and the Bye-laws.

**2. SHARE CAPITAL OUTSTANDING**

As at the Latest Practicable Date, the aggregate nominal amount of issued share capital of the Company was HK\$23,504,755.73 comprising 2,350,475,573 Shares. Subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate at the Annual General Meeting and no further Shares are issued or repurchased prior to the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 235,047,557 Shares, representing 10% of the Shares of the Company in issue as at the date of passing of such resolution.

**3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders since it will give the Company the flexibility to do so if and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share. The Directors will only exercise such power in such circumstances that they believe such repurchase will benefit the Company and the Shareholders.

**4. FUNDING OF REPURCHASE**

Repurchases of the Company's securities must be funded out of the capital paid up on the purchased shares or out of the funds of the Company otherwise available for the dividend or distribution or out of the proceeds of a fresh issue of shares, and in the case of the premium payable on the purchase over the par value of the shares so repurchased, out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account in accordance with the Memorandum of Association of the Company, the Bye-laws and the applicable laws of Bermuda.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated account of the Company for the year ended 31 March 2007) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DISCLOSURE OF INTEREST**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, has a present intention to sell securities to the Company if the Repurchase Mandate is approved by the Shareholders.

To the best of the knowledge of the Directors and having made all reasonable enquiries, no connected person of the Company has notified the Company that he/she has a present intention to sell securities to the Company, or has undertaken not to do so, in the event that the Company is authorised to make repurchases of its own securities.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the laws of Bermuda, the Memorandum of Association of the Company and the Bye-laws.

**7. MARKET PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2006</b>		
July	0.320	0.200
August	0.240	0.106
September	0.940	0.110
October	0.740	0.430
November	0.810	0.540
December	0.790	0.580
<b>2007</b>		
January	0.820	0.455
February	0.520	0.340
March	0.440	0.305
April	0.610	0.335
May	0.570	0.405
June	0.640	0.485
July (up to the Latest Practicable Date)	0.600	0.520

**8. GENERAL**

During each of the six months preceding the date of this circular, the Company has not repurchased any Shares (whether on the Stock Exchange or otherwise).

If as a 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 the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders, acting in concert with each other could, depending on the level of increase of the Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Marvel Bonus Holdings Limited, a company beneficially owned as to 50% by Mr. Ting Pang Wan, Raymond, a Director, and 50% by Mr. Yam Tak Cheung, held 1,655,000,000 Shares representing approximately 70.41% of the issued share capital of the Company. On the basis of 2,350,475,573 Shares in issue, if the Repurchase Mandate was exercised in full, the percentage interest in the Company of Marvel Bonus Holdings Limited would increase to approximately 78.23% of the then issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the amount of Shares held by the public to less than 25% of the total issued share capital of the Company. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25%.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

*The details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out below:*

**Mr. Ting Pang Wan, Raymond**, aged 34, was appointed as executive director of the Company in October 2006 and became the Chairman of the Group in November 2006. Apart from the aforesaid, Mr. Ting has not hold any other position in the Company or any subsidiary of the Company.

Mr. Ting has over 12 years of experience in property development and investments in the PRC. He is currently the sole shareholder and director of LT International Holdings Limited which was established by Mr. Ting's father and other business partners and is a holding company with subsidiaries principally engaging in property development and investments in Guangzhou, Shanghai and Beijing, the PRC and investment in securities since 1991. Mr. Ting studied in Beloit College in the United States of America majoring in Economics and International Relation from 1992 to 1994. He is responsible for the business development and overall strategic planning of the Group.

As at the Latest Practicable Date, Mr. Ting is interested in 1,655,000,000 Shares, representing approximately 70.41% of the entire issued share capital of the Company, held through Marvel Bonus Holdings Limited, a company beneficially owned by Mr. Ting and Mr. Yam Tak Cheung in equal shares within the meaning of Part XV of the SFO. Save as aforesaid, Mr. Ting did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Listing Rules. He did not hold any directorships in any listed public companies during the last three years.

Mr. Ting has not been appointed for a fixed term under the service agreement dated 23 October 2006 but shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Ting is currently entitled to a monthly income of HK\$160,000 including rental reimbursement (subject to annual review).

**Mr. Wu Chi Chiu**, aged 44, was appointed as executive director of the Company in February 2006 and as Deputy Chairman and Chief Executive Officer of the Group in March 2006. Mr. Wu is also a member and the Chairman of Nomination Committee of the Board and holds directorships in various subsidiaries of the Company. Apart from the aforesaid, he has not hold any other position in the Company or any subsidiary of the Company.

Mr. Wu is an experienced investor in local property market. He has over 11 years of experience in the field of property investment and development in Hong Kong and securities investment in local equity market. Mr. Wu holds a Bachelor of Science degree from the University of Toronto. He is responsible for business management of the Group.

As at the Latest Practicable Date, Mr. Wu did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Listing Rules. He had no interests in the Shares within the meaning of Part XV of the SFO. Mr. Wu did not hold any directorships in any listed public companies during the last three years.

Mr. Wu has not been appointed for a fixed term under the service agreement dated 9 February 2006 but shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Wu is currently entitled to a monthly income of HK\$80,000 including rental reimbursement (subject to annual review).

**Ms. Fan Wei**, aged 51, was appointed as executive director of the Company in February 2006 and is the Deputy Chief Executive Officer of the Group. Ms. Fan is also a member of Remuneration Committee and holds directorships in various subsidiaries of the Company. Apart from the aforesaid, she has not hold any other position in the Company or any subsidiary of the Company.

Ms. Fan has substantial years of experience in the media industry. She has been employed by Sky Dragon Digital Television and Movies Limited since 2003 and is the general manager and a director of that company. Ms. Fan had been an executive director of China Chief Cable TV Group Limited, a company listed on the Growth Enterprise Market of the Stock Exchange from 2005 to 2006. She was the deputy general manager of ATV Enterprises Limited from 2000 to 2003 and responsible for TV content distribution. Ms. Fan possesses a Master degree in Business Administration from the Murdoch University in Australia.

As at the Latest Practicable Date, Ms. Fan did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Listing Rules. She had no interests in the Shares within the meaning of Part XV of the SFO. Except for the abovementioned directorship, Ms. Fan did not hold any other directorships in any listed public companies during the last three years.

Ms. Fan has not been appointed for a fixed term under the service agreement dated 9 February 2006 but shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. Ms. Fan is currently entitled to a monthly income of HK\$80,000 including rental reimbursement (subject to annual review).

The Directors' remuneration will be determined by the Board as authorised by the Shareholders at the Annual General Meeting with reference to his/her experience, duties, responsibilities, workload and time devoted to the Group and the prevailing market conditions.

Save as disclosed above, there is no other information relating to the abovementioned retiring Directors that is required to be disclosed pursuant to Rule 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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潤迅通信國際有限公司\*

**China Motion Telecom International Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 989)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Motion Telecom International Limited (the “Company”) will be held at Concord Room 2, 8/F., Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 17 August 2007 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements for the year ended 31 March 2007 together with the report of directors and of auditors thereon.
2. To re-elect the retiring directors.
3. To fix the remuneration of directors.
4. To re-appoint the auditors of the Company and to authorise the board of directors to fix their remuneration.
5. As special businesses, to consider and, if thought fit, to pass the following resolutions, with or without amendments, as ordinary resolutions:

### ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed at any time and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange as amended from time to time for this purpose, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

**B. “THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares as scrip dividends or similar arrangement pursuant to the Bye-laws of the Company from time to time; or (iii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any option scheme or any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“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 of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT** conditional upon the passing of resolutions 5A and 5B set out in the notice convening this meeting, the general mandate granted to the directors of the Company for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to resolution 5B set out in the notice convening this meeting be and is hereby extended by the addition of an amount representing the aggregate nominal amount of the shares repurchased by the Company under the authority granted pursuant to resolution 5A, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”
6. As special business, to consider and, if though fit, to pass the following resolution, with or without amendments, as a special resolution:

### SPECIAL RESOLUTION

“**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

- (a) Bye-law 1
- (i) By deleting the existing definitions of “Depositor”, “Depository”, “Depository Agent”, “Securities Account” and “Singapore Stock Exchange”;
  - (ii) By deleting the words “the Singapore Stock Exchange and” in the existing definition of “Designated Stock Exchange”; and
  - (iii) By deleting the words “both the Singapore Stock Exchange and the Hong Kong Stock Exchange are” and replacing therewith the words “the Hong Kong Stock Exchange is” in the existing definition of “market day”;
- (b) Bye-law 2
- (i) By adding the word “and” immediately after the existing Bye-law 2(i);
  - (ii) By deleting the semi-colon and the word “and” at the end of the existing Bye-law (2)(j) and replacing therewith a full-stop; and
  - (iii) By deleting the existing Bye-law 2(k) in its entirety;

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(c) Bye-law 6

By deleting the existing Bye-law 6 in its entirety and replacing therewith the following:

“The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.”;

(d) Bye-law 12

By deleting the existing Bye-law 12 in its entirety and replacing therewith the following:

- “12. (1) Subject to the Act, these Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
- (2) The Board may issue warrants conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine.”;

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(e) Bye-law 15

By deleting the existing Bye-law 15(1) in its entirety and re-numbering the existing Bye-law 15(2) as Bye-law 15;

(f) Bye-law 19

By deleting the existing Bye-law 19 in its entirety and replacing therewith the following:

“19. Share certificates shall be issued within the relevant time limit as prescribed in the Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter at such fee as shall for the time being be prescribed by the Hong Kong Stock Exchange, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.”;

(g) Bye-law 20

By deleting the words “two Singapore dollars or such other” in the existing Bye-law 20(2) and replacing therewith the word “such”;

(h) Bye-law 21

(i) By deleting the words “such sum not exceeding two (2) Singapore dollars or such other amount as may from time to time be prescribed by the Singapore Stock Exchange for those shares which are registered on the principal register of Members of the Company or such sum” and replacing therewith the words “a fee not exceeding the maximum amount” in the existing Bye-law 21; and

(ii) By deleting the words “for those shares which are registered on a branch register of Members established by the Company in Hong Kong” in the existing Bye-law 21;

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(i) Bye-law 44

By deleting the first sentence of the existing Bye-law 44 in its entirety and replacing therewith the following:

“The Register and branch register of Members, as the case may be, shall be open for inspection between 10 a.m. and 12 noon on every business day by Members of the public without charge at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act.”;

(j) Bye-law 46

By deleting the words “in the form for the time being approved by the Singapore Stock Exchange save that where the shares of the Company are registered on a branch register of Members established by the Company in Hong Kong” in the existing Bye-law 46;

(k) Bye-law 47

By deleting the words “Depository or” as they appear each time in the existing Bye-law 47;

(l) Bye-law 77

(i) By deleting the existing Bye-law 77(1) in its entirety and replacing therewith the following:

“Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint not more than two proxies to attend and vote at the same general meeting provided that if the Member is a Clearing House, the Clearing House may appoint more than two proxies to attend and vote at the same general meeting and each proxy shall be entitled to exercise the same powers on behalf of the Clearing House as the Clearing House could exercise, including, notwithstanding Bye-law 65, the right to vote individually on a show of hands.”; and

(ii) By deleting the words “(including the case where such appointment results from a nomination by a Depositor)” in the existing Bye-law 77(2);

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(m) Bye-law 78

By deleting the words “Depository or” as they appear each time in the existing Bye-law 78;

(n) Bye-law 79

By deleting the words “(which shall, for this purpose, include a Depositor)” in the existing Bye-law 79;

(o) Bye-law 80

By deleting the words “(including with respect to shares registered in the name of the Depository, any form approved from time to time by the Depository)” in the existing Bye-law 80;

(p) Bye-law 126

(i) By deleting the words “a president and vice-president or chairman and deputy chairman,” from the existing Bye-law 126(1);

(ii) By deleting the existing Bye-law 126(2) in its entirety; and

(iii) By re-numbering the existing Bye-laws 126(3) and 126(4) as Bye-laws 126(2) and 126(3) respectively;

(q) Bye-law 128

By deleting the words “as the case may be” and replacing therewith the words “if one is appointed by the Board” in the existing Bye-law 128;

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(r) Bye-law 135

(i) By re-numbering the existing Bye-law 135 as Bye-law 135(1); and

(ii) By adding the following paragraph as Bye-law 135(2) immediately after the re-numbered Bye-law 135(1):

“(2) Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of paragraph (1) of this Bye-law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”;

(s) Bye-law 165

By deleting the words “without the prior written approval of the Singapore Stock Exchange and” in the existing Bye-law 165;

(t) Bye-law 167

By deleting the existing Bye-law 167 in its entirety; and

(u) Bye-law 168

By deleting the existing Bye-law 168 in its entirety.”

By order of the board of  
**China Motion Telecom International Limited**  
**Ting Pang Wan, Raymond**  
*Chairman*

Hong Kong, 13 July 2007

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business:*

Room 2604-08, 26th Floor  
Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. With the exception of Hong Kong Securities Clearing Company Limited (who may appoint more than two proxies), a member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's principal share registrar or branch share registrar as follows:
  - (i) in case of those members registered on the principal register: at the office of the Company's principal share registrar, Butterfield Fund Services (Bermuda) Limited, c/o RBC Dexia Corporate Services Hong Kong Limited at 51st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong; and
  - (ii) in case of those members registered on the Hong Kong branch register: at the office of the Company's Hong Kong branch share registrar, Abacus Share Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong,

in both cases, not less than 48 hours before the time appointed for holding the annual general meeting or at any adjournment thereof.

3. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or at any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.
4. A circular dated 13 July 2007 containing further information concerning resolutions 2, 5A to 5C and 6 above is sent to members and/or other persons who are entitled thereto.
5. As at the date hereof, the executive directors of the Company are Mr. Ting Pang Wan, Raymond, Mr. Wu Chi Chiu and Ms. Fan Wei and the independent non-executive directors are Mr. Lo Chi Ho, William, Mr. Huang An Guo and Ms. Wong Fei Tat.