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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  
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 Plaza I-III, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 20 August 2008 at 11:00 a.m. is set out on pages 12 to 15 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 Plaza I-III, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 20 August 2008 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 issued 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”	15 July 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“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 21 July 2008 set out on pages 12 to 15 of this circular

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## DEFINITIONS

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“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

21 July 2008

*To the Shareholders and, for information purpose only,  
the holder(s) of warrant(s) of the Company*

Dear Sir or Madam,

**GENERAL MANDATES  
TO REPURCHASE AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
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; and (ii) the re-election of retiring Directors and to give you the Notice of Annual General Meeting.

**GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 17 August 2007, 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 235,047,557 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.

\* For identification purpose only

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## LETTER FROM THE BOARD

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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 Bye-laws or any 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 special general meeting of the Company held on 28 March 2008, 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 470,095,114 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.

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.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 86(1) of the Bye-laws, Mr. Lo Chi Ho, William and Mr. Huang An Guo shall retire from office at the forthcoming Annual General Meeting by rotation. 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.

### NOTICE OF ANNUAL GENERAL MEETING

The Notice of Annual General Meeting is set out on pages 12 to 15 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, Tricor Abacus 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;

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## LETTER FROM THE BOARD

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- (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
- (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 and the re-election of retiring Directors 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 2008) 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</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2007</b>		
July	0.860	0.520
August	suspended	
September	1.000	0.500
October	0.620	0.400
November	0.520	0.355
December	0.380	0.270
<b>2008</b>		
January	0.365	0.230
February	0.425	0.260
March	0.450	0.350
April	0.360	0.270
May	0.360	0.270
June	0.300	0.220
July (up to the Latest Practicable Date)	0.220	0.188

**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 1,555,000,000 Shares representing approximately 66.16% 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 73.51% 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 and reduce the amount of Shares held by the public to less than 25% of the total issued share capital of the Company. However, 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. Lo Chi Ho, William**, aged 42, was appointed as independent non-executive director of the Company in February 2006. Mr. Lo is also a member and the Chairman of Audit Committee and Remuneration Committee and a member of Nomination Committee. Apart from the aforesaid, he has not hold any other position in the Company or any subsidiary of the Company.

Mr. Lo has over 19 years of accounting and corporate finance experience working as senior management in international accounting firms in the United Kingdom and Hong Kong, multinational consumable goods company, international investment banks, and was formerly a director of Paul Y. Engineering Group Limited (formerly known as Skynet (International Group) Holdings Limited), a company listed on the Main Board of the Stock Exchange. Mr. Lo currently is the chief executive officer and an executive director of Sino Gas Group Limited, and an independent non-executive director of Magnesium Resources Corporation of China Limited, both companies listed on the Main Board of the Stock Exchange and is also an independent non-executive director of China Spacesat Co., Ltd., an A-Share company listed on the Shanghai Stock Exchange in the PRC. Mr. Lo holds an honour Bachelor degree in Chemical Engineering and Fuel Technology from Sheffield University in the United Kingdom. He has obtained Chartered Accountant qualification in the United Kingdom and is a fellow member of the Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Lo 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. Except for the abovementioned directorship, Mr. Lo did not hold any other directorships in any listed public companies during the last three years.

Under the renewal letter of appointment dated 1 April 2008, he continued to act as independent non-executive director of the Company for a fixed term of one year commencing on 1 April 2008 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. Lo is currently entitled to an annual director's fee of HK\$100,000.

**Mr. Huang An Guo**, aged 54, was appointed as independent non-executive director of the Company in February 2006 and was the Chairman of the Group from April 2006 to November 2006. Mr. Huang is also a member of Audit Committee, Remuneration Committee and Nomination Committee. Apart from the aforesaid, he has not hold any other position in the Company or any subsidiary of the Company.

Mr. Huang has substantial experience in the advertising industry. He is an experienced project coordinator in the field of public relation for media business. Mr. Huang currently is a director of Shanghai Jin Li Advertising Company Limited and China Digital Broadcasting Company Limited. Mr. Huang graduated from Shanghai Fudan University.

As at the Latest Practicable Date, Mr. Huang 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. Huang did not hold any directorships in any other listed public companies during the last three years.

Under the renewal letter of appointment dated 1 April 2008, he continued to act as independent non-executive director of the Company for a fixed term of one year commencing on 1 April 2008 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. Huang is currently entitled to an annual director's fee of HK\$100,000.

The Directors' remuneration will be determined by the Board as authorised by the Shareholders at the Annual General Meeting with reference to their 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 Plaza I-III, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 20 August 2008 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements for the year ended 31 March 2008 together with the report of directors and of independent 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;
- (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

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 the bye-laws of the Company or any 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 and other securities which carry rights to subscribe for or are 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 and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 the bye-laws of the Company or any 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).”

- 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.”

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

Hong Kong, 21 July 2008

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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, Tricor Abacus 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 21 July 2008 containing further information concerning resolutions 2 and 5A to 5C 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.