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NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Motion Telecom International Limited (the “Company”) will be held at Boardroom V, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 14 July 2009 at 11:00 a.m. (the “SGM”) for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) (i) the conditional acquisition agreement dated 1 June 2009 entered into between China Motion Holdings Limited (“CMHL”), Mr. Ting Pang Wan, Raymond (“Mr. Ting”); Mr. Yam Tak Cheung (“Mr. Yam” together with Mr. Ting, the “Sale Shares Vendors”); Jackie Industries Limited (“Jackie Industries”); China Motion Properties Limited (“CM Properties”); Best Class International Limited (“Best Class”) and World Sheen Properties Limited (“World Sheen” together with Jackie Industries, CM Properties and Best Class, “CM Properties Group”) (the “Acquisition Agreement”) in relation to the sale and purchase of the entire issued share capital of Victory Marker Limited and the assignment of the shareholders’ loans due by Victory Marker Limited and its subsidiaries for an aggregate consideration of HK\$127,000,000, a copy of the Acquisition Agreement marked “A” is tabled before the meeting and signed for identification purpose by the Chairman of the meeting, as more particularly described in the circular to the shareholders of the Company dated 22 June 2009 (the “Circular”) of which this notice forms part; and (ii) the conditional agreement dated 1 June 2009 entered into between CM Properties Group and the Sale Shares Vendors in relation to the sale and purchase of the properties owned by CM Properties Group, namely Units 2601, 2604, 2605, 2606, 2607 and 2608 on 26th Floor and Car

* *For identification purpose only*

Parking Spaces Nos. 85 and 86 on Basement 2 of Harbour Centre, No. 25 Harbour Road, Hong Kong for an aggregate consideration of HK\$67,100,000 (the “Properties Agreement” together with the Acquisition Agreement, the “Agreements”), a copy of the Properties Agreement marked “B” is tabled before the meeting and signed for identification purpose by the Chairman of the meeting, as more particularly described in the Circular of which this notice forms part, and all the transactions respectively contemplated, and the implementation thereof, under the Agreements be and are hereby approved, ratified and confirmed; and

- (b) the directors of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their absolute discretion consider necessary, desirable or expedient to give effect to or in connection with the Agreements including, but without limitation:
 - (i) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements with any parties in connection with or incidental to the Agreements; and
 - (ii) the taking of all necessary actions to implement the transactions respectively contemplated under the Agreements.”

By Order of the Board
China Motion Telecom International Limited
Ting Pang Wan, Raymond
Chairman

Hong Kong, 22 June 2009

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), any member of the Company entitled to attend and vote at the SGM is entitled to appoint not more than two proxies who shall be natural persons to attend and, on a poll, vote instead of him/her/it. A proxy need not be a member of the Company.
- (2) In order 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 Fulcrum Group (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,as soon as possible but in any event and in both cases, not less than 48 hours before the time appointed for holding the SGM or at any adjournment thereof.
- (3) In the case of joint holders of any Share, any one of such holders may vote at the SGM either in person or by proxy in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (4) Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or at any adjournments thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.
- (5) A circular dated 22 June 2009 containing further information concerning the above resolution is sent to members and/or other persons who are entitled thereto.
- (6) 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.