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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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual 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 Wednesday, 23 September 2009 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements for the year ended 31 March 2009 together with the report of directors and of independent auditor thereon.
2. To declare a final dividend for the year ended 31 March 2009.
3. To re-elect the retiring director and to appoint new director.
4. To authorise the board of directors to fix the remuneration of directors.
5. To re-appoint the auditor of the Company and to authorise the board of directors to fix its remuneration.
6. 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

* *For identification purpose only*

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
- (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

(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 6A and 6B 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 6B 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 6A, 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.”

- D. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the shares of the Company which may be allotted and issued upon the exercise of share options to be granted under the share option scheme adopted by the Company on 6 September 2002 (the “Share Option Scheme”) and any other share option schemes of the Company, the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme and any other schemes of the Company be and is hereby refreshed and renewed provided that the maximum number of shares of the Company which may be allotted and issued upon the exercise of all the share options to be granted under the Share Option Scheme and any other share option schemes of the Company (excluding share options previously granted outstanding, cancelled, lapsed or exercised under the Share Option Scheme or any other share option schemes of the Company) shall not in aggregate exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “Refreshed Limit”) and **THAT** any director of the Company be and is hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant share options under the Share Option Scheme and any other share option schemes up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such share options.”
7. As special business, to consider and, if thought 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

By inserting the following new definition of “business day” immediately after the existing definition of ““Board” or “Directors”” under the existing Bye-law 1:–

““business day” a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a number 8 or higher typhoon signal, black rainstorm warning, such day shall for the purposes of these Bye-laws be counted as a business day.”

(b) Bye-law 2

- (i) By deleting the existing Bye-law 2(h) in its entirety and substituting therefor the following new Bye-law 2(h):–

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, where a corporate representative is allowed, by their respective duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 58;”

- (ii) By deleting the existing Bye-law 2(i) in its entirety and substituting therefor the following new Bye-law 2(i):–

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, where a corporate representative is allowed, by its duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 58; and”

(c) Bye-law 10

By deleting the existing Bye-law 10 in its entirety and substituting therefor the following new Bye-law 10:–

“10. Subject to the provisions of the Statutes and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting (and all adjournments thereof) of the holders of the shares of that class. To every such separate general meeting (and all adjournments thereof) all the provisions of these Bye-laws relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:

- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders,

two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and

- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him.”

(d) Bye-law 58(1)

By deleting the existing Bye-law 58(1) in its entirety and substituting therefor the following new Bye-law 58(1):–

“58(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting be called by shorter Notice if it is so agreed:–

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

(e) Bye-law 58(2)

By including “and particulars of resolutions to be considered” after the words “specify the day and time and place of the meeting” in the 3rd line of the existing Bye-law 58(2).

(f) Bye-law 65

By deleting the existing Bye-law 65 in its entirety and substituting therefor the following new Bye-law 65:–

“65. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

(g) Bye-law 66

By deleting the existing Bye-law 66 in its entirety and substituting therefor the words “intentionally deleted”.

(h) Bye-law 67

By deleting the existing Bye-law 67 in its entirety and substituting therefor the following new Bye-law 67:–

“67. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll in the manner required by the Listing Rules of the Designated Stock Exchange or applicable laws or regulations.”

(i) Bye-law 68

By deleting the existing Bye-law 68 in its entirety and substituting therefor the words “intentionally deleted”.

(j) Bye-law 69

By deleting the existing Bye-law 69 in its entirety and substituting therefor the words “intentionally deleted”.

(k) Bye-law 72

By deleting the words “whether on a show of hands or on a poll,” after the words “In the case of an equality of votes,” in the 1st line of the existing Bye-law 72.

(l) Bye-law 74(1)

By deleting the words “, whether on a show of hands or on a poll,” after the words “persons incapable of managing their own affairs may vote” in the 3rd and 4th lines of the existing Bye-law 74(1) and by deleting the words “or poll” after the words “or adjourned meeting” in the last line of the existing Bye-law 74(1).

(m) Bye-law 77(1)

By deleting the words “, including, notwithstanding Bye-law 65, the right to vote individually on a show of hands” after the words “as the Clearing House could exercise” in the 2nd last line of the existing Bye-law 77(1).

(n) Bye-law 79

By deleting the existing Bye-law 79 in its entirety and substituting therefor the following new Bye-law 79:–

“79. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(o) Bye-law 80

By deleting the words “to demand or join in demanding a poll and” from the 6th line of the existing Bye-law 80.

(p) Bye-law 81

By deleting the words “, or the taking of the poll,” from the 2nd last line of the existing Bye-law 81.

(q) Bye-law 83(2)

By deleting the words “including the right to vote individually on a show of hands” after the words “specified in the relevant authorisation” in the 2nd last line of the existing Bye-law 83(2).

(r) Bye-law 151

By deleting the existing Bye-law 151 in its entirety and substituting therefor the following new Bye-law 151:–

“151 (1) Subject to Section 88 of the Act and Bye-law 151(2), a copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) clear days and not less than twenty (20) clear business days before the date of the general meeting and at the same time as the Notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

(2) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 151(1) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so

requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

- (3) The requirement to send to a person referred to in Bye-law 151(1) the documents referred to in that provision or a summary financial report in accordance with Bye-law 151(2) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 151(1) and, if applicable, a summary financial report complying with Bye-law 151(2), on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

(s) Bye-law 152(2)

By deleting the existing Bye-law 152(2) in its entirety and substituting therefor the following new Bye-law 152(2):—

"152(2) Subject to Section 89 of the Act, a person, other than an incumbent Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of the Auditor has been given not less than twenty-one (21) clear days and not less than twenty (20) clear business days before the annual general meeting and furthermore, the Company shall send a copy of any such Notice to the incumbent Auditor."

(t) Bye-law 158(1)

By deleting the existing Bye-law 158(1) in its entirety and substituting therefor the following new Bye-law 158(1):—

"158(1) Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such

Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the Notice or other document is available there and containing all such particulars as may be required by the Designated Stock Exchange (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above, subject to compliance with the requirements of the Designated Stock Exchange."

(u) By-law 159(1)

By deleting the existing Bye-law 159(1) in its entirety and substituting therefor the following new Bye-law 159(1):—

"159(1) Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by 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. A Notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member or if later, the date on which such Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange) first appears on the website; and
- (c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof."

and **THAT** any director of the Company be and is hereby authorised to take all actions which in their opinion are necessary or desirable to complete the procedures for the approval and/or registration or filing of the aforementioned amendments to the bye-laws of the Company."

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

Hong Kong, 24 August 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), a member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies who shall be natural persons 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 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 annual general meeting or at any adjournment thereof.
3. In the case of joint holders of any share of the Company, any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such shares of the Company as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the above meeting 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 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 should you so wish and in such event, the form of proxy will be deemed to be revoked.
5. The register of members of the Company will be closed from Friday, 18 September 2009 to Wednesday, 23 September 2009, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, and be eligible to attend and vote at the above meeting, all transfer of shares, accompanied by the relevant share certificates, must be lodged for registration 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,

not later than 4:30 p.m. on Thursday, 17 September 2009. Accordingly, the proposed final dividend, if approved by the members at the above meeting, is expected to be payable on or around 16 October 2009 to those members whose names appear on the register of members of the Company on 23 September 2009.

6. A circular dated 24 August 2009 containing further information concerning resolutions 2, 6A to 6D and 7 above is sent to members and/or other persons who are entitled thereto.
7. 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.