

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Motion Telecom International Limited will be held at Fung Shui Room, 6/F., The Macro Polo Hongkong Hotel, 3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 August 2001 at 10:00 a.m. for the following purposes:

As Ordinary Business

- (Resolution 1) 1. To receive and adopt the Directors' Report and the Audited Financial Statements for the year ended 31 March 2001, together with the Auditors' Report thereon.
2. To re-elect the following Directors retiring by rotation under Bye-law 86(1):
- (Resolution 2) (i) Mr. HAU Tung Ying
- (Resolution 3) (ii) Mr. SHUI Ming Hua
- (Resolution 4) (iii) Mr. YANG Jun
- (Resolution 5) 3. To approve, ratify and confirm the Directors' remuneration for the year ended 31 March 2001 and to authorise the Directors to fix the Directors' remuneration for the ensuing year.
- (Resolution 6) 4. To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.
5. To transact any other ordinary business.

As Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolutions:

- (Resolution 7) 6. **"THAT** the maximum number of Directors be fixed at twenty (20) and that the Directors be authorised to appoint additional Directors (including alternate Directors) up to such maximum number or such other maximum number as may be determined from time to time by shareholders of the Company (the "Shareholders") in general meeting."
- (Resolution 8) 7. **"THAT:**
- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors pursuant to Bye-law 3(2) of the Bye-Laws of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own issued ordinary shares of HK\$0.75 each in the capital of the Company (the "Shares") on The Stock Exchange of Hong Kong Limited (the "SEHK") and the Singapore Exchange Securities Trading Limited (the "SGX-ST") or any other stock exchange on which the Shares are listed at any time, upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, and subject to and in accordance with all applicable laws and regulations for the repurchase of the Shares, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent. (10%) of the aggregate nominal amount of

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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 earlier 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 law to be held; or
 - (iii) the time upon which the authority set out in this Resolution is revoked or varied by ordinary resolution of the Shareholders in general meeting."

(Resolution 9)

8. **"THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors pursuant to Bye-law 12 of the Bye-Laws of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue and allot additional Shares be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a bonus issue; (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrant; or (iii) an issue of Shares under any option scheme or similar arrangement for the grant or issue to Directors or employees of the Company and/or any of its subsidiaries and/or any of its associated companies of Shares or rights to acquire Shares (all of which shall be subject to separate approval by the Shareholders), shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the issued share capital of the Company 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 earlier 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 law to be held; or
 - (iii) the time upon which the authority set out in this Resolution is revoked or varied by ordinary resolution of the Shareholders in general meeting."

(Resolution 10)

9. **"THAT** conditional upon the passing of Resolutions 8 and 9 of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue additional Shares pursuant to the resolution set out in Resolution 9 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares which has been purchased by the Company pursuant to the

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exercise by the Directors of the powers of the Company to purchase such Shares, provided that such amount shall not exceed ten per cent. (10%) 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

KWOK Mei Fan

Company Secretary

26 July 2001

Notes:

1. With the exception of The Central Depository (Pte) Limited and 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 no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
2. To be valid, the instrument appointing the proxy or proxies 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 share transfer agent/registrars as follows:
 - (i) in the case of those members registered on the principal register: at the office of the Company's Singapore share transfer agent, Barbinder & Co Pte Ltd at 8 Cross Street #11-00, PWC Building, Singapore 048424; and
 - (ii) in the case of those members registered on the Hong Kong branch register: at the office of the Hong Kong branch share registrar, Abacus Share Registrars Limited at Room 2401, Prince's Building, Central, Hong Kong,in both cases, not less than 48 hours before the meeting or at any adjournment thereof.
3. The Ordinary Resolution proposed in item 6 above, if passed, will empower the Directors to appoint additional Directors to the existing Board of Directors provided that the total number of Directors does not exceed 20.
4. The Ordinary Resolution proposed in item 7 above, if passed, will, subject to any applicable laws and regulations, empower the Directors from the date of the above meeting until the next Annual General Meeting to exercise the power of the Company to purchase the Shares up to and not exceeding in total 10 per cent. (10%) of the issued share capital of the Company as at the date of the passing of the said Ordinary Resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the conclusion of the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting of the Company.
5. The Ordinary Resolutions proposed in items 8 and 9 above, if passed, will empower the Directors from the date of the above meeting until the next Annual General Meeting to issue and allot Shares up to and not exceeding in total the aggregate of (i) 20 per cent. (20%) of the issued share capital of the Company as at the date of the passing of the said Ordinary Resolution and (ii) the total number of Shares repurchased by the Company pursuant to the authority granted to the Directors under the Ordinary Resolution proposed in item 7 above for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the conclusion of the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting of the Company.
6. An explanatory statement containing information with respect to matters set out in Ordinary Resolutions 8 to 10 of the notice of the above meeting will be sent to all Shareholders of the Company together with the 2001 Annual Report of the Company.