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DBA Telecommunication (Asia) Holdings Limited
DBA 電訊(亞洲)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3335)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of DBA Telecommunication (Asia) Holdings Limited (the “Company”) will be held at Chief Executive Suite I, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 30 April 2012 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the Company’s auditor for the year ended 31 December 2011.
2. To approve and declare a final dividend for the year ended 31 December 2011.
3. To re-elect Mr. Yu Longrui, and Mr. Zheng Feng as the executive Directors of the Company and Mr. Yun Lok Ming as the independent non-executive Director of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. To re-appoint Crowe Horwath (HK) CPA Limited as the Company’s auditor and to authorize the board of directors of the Company to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 5(b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company of HK\$0.10 each on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal value of shares of the Company of HK\$0.10 each which the Company are authorized to repurchase pursuant to the approval in paragraph 5(a) above during the Relevant Period shall not exceed 10% 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

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is 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 Articles of Association of the Company or any other applicable laws of Cayman Islands to be held; and

(iii) the revocation or variation of this resolution by the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

(a) subject to paragraph 6(c) below, 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\$0.10 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 6(a) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debenture 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 value of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph 6(a) above, otherwise than pursuant to or in consequence of (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any

securities of the Company which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or (iv) any scrip dividends or similar arrangement, providing for the allotment and issue of shares in lieu of the whole or part of a dividend or shares in accordance with the Articles of Association of the Company from time to time, shall not exceed 20% 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 Articles of Association of the Company or any other applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion 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 any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange applicable to the Company). ”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolution nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of any amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the total issued share capital of the Company as at the date of passing this resolution.”

8. “**THAT** the extension of the exercise periods of the outstanding 2,998,000 share options and 580,000 share options, granted on 3 September 2007 and 2 October 2007 respectively (the “Share Options”) by the Company under the share option scheme adopted by the Company on 14 April 2006 (the “Share Option Scheme”) and having a current exercise price of HK\$1.65 per ordinary share of HK\$0.1 each in the share capital of the Company to 31 August 2017 from the date of grant be and is hereby approved; and **THAT** the directors of the Company (the “Directors”) be and are hereby authorized on behalf of the Company to do all such acts and to enter into all such agreements and arrangements and to take all such actions in connection therewith or arising therefrom as the Directors may consider necessary, desirable or expedient in order to give effect to the aforementioned extension of the exercise periods of the Share Options.”

By order of the Board
Chan Wai Chuen
Company Secretary

Hong Kong, 28 March 2012

Head office and Principal Place of Business in Hong Kong:

Unit 2307, 23rd Floor

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

Notes:

- 1 Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. Any member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
- 2 Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the 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 of the Company in respect of the joint holding.
- 3 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

- 4 To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong 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 a member from attending and voting in person at the meeting.
- 5 The register of members of the Company will be closed from 26 April 2012 to 30 April 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for voting at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar in Hong Kong. Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. 25 April 2012.
- 6 The register of members of the Company will be closed from 8 May 2012 to 10 May 2012 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to receive the proposed final dividend, unregistered holders of shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:00 p.m. on 7 May 2012.

As at the date of this announcement, the Executive Directors of the Company are: Mr. YU Longrui (Chairman and Chief Executive Officer), Mr. ZHENG Feng, Mr. CHAN Wai Chuen, Mr. YU Longhui and Mr. YEUNG Shing; the Independent Non-executive Directors are: Mr. ZHENG Qingchang, Mr. YU Lun and Mr. YUN Lok Ming.