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MOBILE TELECOM NETWORK (HOLDINGS) LIMITED **流動電訊網絡（控股）有限公司***

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8266)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Mobile Telecom Network (Holdings) Limited (the “**Company**”) will be held at Suite 1006, 10/F., Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 10 September 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the agreement (the “**Agreement**”) dated 22 February 2012 (as supplemented by the supplemental agreement dated 15 March 2012) (a copy of the Agreement is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and entered into among Chan Wan Kim (the “**First Vendor**”) and Wong Chun Wai (the “**Second Vendor**”, together with the First Vendor, the “**Vendors**”) and Golden Kingtex Limited (the “**Purchaser**”) pursuant to which the Purchaser has agreed to purchase and the Vendors have agreed to sell 1,500,000 shares (each a “**Target Share**”) of HK\$1.00 each in the share capital of ETC Technology Limited for a total consideration of HK\$39,000,000 and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the issue of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$18,720,000 and HK\$4,680,000 by the Company to the First Vendor and the Second Vendor respectively pursuant to the Agreement be and is hereby approved;

* *For identification purpose only*

- (c) the issue of the promissory notes (the “**Promissory Notes**”) in the principal amounts of HK\$4,160,000 and HK\$1,040,000 by the Company to the First Vendor and the Second Vendor respectively pursuant to the Agreement be and is hereby approved;
- (d) the exercise of the options grant by each of the First Vendor and the Second Vendor to the Purchaser to call upon the sale of 400,000 Target Shares and 100,000 Target Shares by the First Vendor and the Second Vendor respectively pursuant to the option deeds to be entered into (i) the First Vendor and the Purchaser (the “**First Option Deed**”) (a copy of the First Option Deed is marked “B” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and (ii) the Second Vendor and the Purchaser (the “**Second Option Deed**”) (a copy of the Second Option Deed is marked “C” and produced to the EGM and signed by the chairman of the EGM for identification purpose) be and are hereby approved;
- (e) the issue of the convertible bonds (the “**Option Convertible Bonds**”) by the Company to the First Vendor and the Second Vendor pursuant to the First Option Deed and the Second Option Deed respectively be and is hereby approved; and
- (f) any one or more director(s) of the Company be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/they consider necessary or expedient to give effect to the Agreement and the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds, the Promissory Notes and the Option Convertible Bonds and the allotment and issue of the shares of US\$0.01 each in the share capital of the Company upon the exercise of the conversion rights attached to the Convertible Bonds and the Option Convertible Bonds.”

By order of the Board
Mobile Telecom Network (Holdings) Limited
Siu King Nin, Peter
Executive Director

Hong Kong, 23 August 2012

Registered office:
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business in Hong Kong:*
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Kowloon
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Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order 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 certified copy of such power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Board comprises five executive Directors, namely, Dr. Chan Chung (Chairman), Mr. Chan Wai Kwong, Peter, Mr. Siu King Nin, Peter, Mr. Choi Ho Yan and Mr. So Haw, Herman; and three independent non-executive Directors, namely, Mr. Chiu Wai Piu, Mr. Cheung Kwan Hung, Anthony and Mr. Heung Chee Hang, Eric.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its publication and on the Company's website at www.mtelnet.com.