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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)**

### **COMPLETION OF THE PLACING OF NON-LISTED WARRANTS**



The Board is pleased to announce that all the conditions precedent under the Warrant Placing Agreement has been fulfilled and the Warrant Placing was completed on 31 January 2013 in accordance with the terms and conditions of the Warrant Placing Agreement.

Reference is made to the announcement of Mobile Telecom Network (Holdings) Limited (the “**Company**”) dated 15 January 2013 (the “**Announcement**”) in relation to, inter alia, the Warrant Placing. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

### **COMPLETION OF THE WARRANT PLACING**

The Board is pleased to announce that all the conditions precedent under the Warrant Placing Agreement has been fulfilled and the Warrant Placing was completed on 31 January 2013 in accordance with the terms and conditions of the Warrant Placing Agreement.

Upon completion, an aggregate of 120,000,000 Warrants had been successfully placed by the Placing Agent to seven Warrant Placees which (including their respective ultimate beneficial owners, where applicable) are Independent Third Parties at a price of HK\$0.01 per Warrant. Upon full exercise of the subscription rights attaching to the Warrants, a total of 120,000,000 Warrant Shares will be issued, representing (i) approximately 8.75% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 8.05% of the issued share capital of the Company as enlarged by the allotment and issue of the Warrant Shares upon full exercise of the subscription rights attaching to the Warrants.

\* *For identification purpose only*

## CHANGES OF SHAREHOLDING STRUCTURE

Assuming there being no other changes in the share capital of the Company, the changes of the shareholding structure of the Company (i) immediately before completion of the Warrant Placing; and (ii) immediately upon exercise of the subscription rights attaching to the Warrants in full are as follows:

Shareholders	Immediately before completion of the Warrant Placing		Immediately upon exercise of the subscription rights attached to the Warrants in full	
	<i>No. of Shares</i>	<i>Approximate Percentage</i>	<i>No. of Shares</i>	<i>Approximate Percentage</i>
China Oil Resources Group Limited	355,571,722	25.93%	355,571,722	23.84%
Vodatel Information Limited	155,419,392	11.33%	155,419,392	10.42%
The Warrant Placees	–	–	120,000,000	8.05%
<b>Other public Shareholders</b>	<u>860,397,259</u>	<u>62.74%</u>	<u>860,397,259</u>	<u>57.69%</u>
Total	<u>1,371,388,373</u>	<u>100.00%</u>	<u>1,491,388,373</u>	<u>100.00%</u>

By order of the Board  
**Mobile Telecom Network (Holdings) Limited**  
**Choi Ho Yan**  
*Executive Director*

Hong Kong, 31 January 2013

*As at the date of this announcement, the Board comprises four executive Directors, namely, 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 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](http://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](http://www.mtelnet.com).*