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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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND THE ARTICLES OF ASSOCIATION**

In order to update as well as to bring the Existing Memorandum and Articles in line with the amendments to the GEM Listing Rules and the Code, the Board proposes to seek approval from the Shareholders by way of special resolution(s) for the proposed amendments to the articles of association of the Company and the adoption of the Amended and Restated Memorandum and Articles in place of the Existing Memorandum and Articles at the EGM.

A circular containing, amongst other things, further information in respect of the proposed amendments to the articles of association of the Company and the proposed adoption of the Amended and Restated Memorandum and Articles and a notice of the EGM will be despatched to the Shareholders in due course.

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) and the Corporate Governance Code (the “**Code**”). Some of the major amendments to the GEM Listing Rules and the Code came into effect on 1 January 2009, 1 January 2012 and 1 April 2012 respectively.

The existing memorandum and articles of association (the “**Existing Memorandum and Articles**”) of Mobile Telecom Network (Holdings) Limited (the “**Company**”) was adopted in 2004. In order to update as well as to bring the Existing Memorandum and Articles in line with the amendments to the GEM Listing Rules and the Code, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) for the proposed amendments to the articles of association of the Company and the adoption of the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles**”) in place of the Existing Memorandum and Articles at the extraordinary general meeting (the “**EGM**”) of the Company.

* *For identification purpose only*

The proposed amendments to the articles of association of the Company and the adoption of the Amended and Restated Memorandum and Articles are subject to the approval of the Shareholders by way of passing special resolution(s) to be proposed at the EGM.

A circular containing, amongst other things, details of the proposed amendments to the articles of association of the Company and the proposed adoption of the Amended and Restated Memorandum and Articles and a notice of the EGM will be despatched to the Shareholders in due course.

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

Hong Kong, 7 February 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 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.