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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 of Mobile Telecom Network (Holdings) Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 25 March 2013 at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with new shares in the capital of the Company and to make and grant offers, agreements and options (including but not limited to warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including but not limited to warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require shares to be allotted after the end of the Relevant Period;

* *For identification purpose only*

- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined); or
 - (ii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or
 - (iii) any issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or
 - (iv) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles**”), shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue 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 date of 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 any applicable law or the Articles to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

2. **“THAT** the authorised share capital of the Company be increased from US\$20,000,000 divided into 2,000,000,000 ordinary shares of US\$0.01 each (the **“Share(s)”**) to US\$40,000,000 divided into 4,000,000,000 Shares by creating an additional 2,000,000,000 new Shares (the **“Increase in Authorised Share Capital”**) and any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

3. **“THAT** the existing share option scheme (the **“Existing Share Option Scheme”**) of the Company adopted on 27 March 2003 be and is hereby terminated and conditional upon the Stock Exchange granting the listing of and permission to deal in the Shares falling to be issued pursuant to the new share option scheme (the **“New Share Option Scheme”**), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted and the Directors be and are hereby authorised to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the New Share Option Scheme.”

SPECIAL RESOLUTIONS

4. **“THAT** the articles of association (the **“Articles of Association”** and each an **“Article”**) of the Company be amended in the following manner:
 - (i) by deleting the existing definition of “Associates” in Article 2(1) in its entirety and replacing it with the following:

““associates”	has the meaning attributed to it in the rules of the Designated Stock Exchange.”;
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 - (ii) by inserting the following new definition in Article 2(1) before the definition of “capital”:

““business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”;
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 - (iii) by deleting the existing definition of “clearing house” and replacing it with the following:

““clearing house”	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”;
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(iv) by deleting the existing definition of “ordinary resolution” in Article 2(1) in its entirety and replacing it with the following:

““ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.”;

(v) by deleting the existing definition of “special resolution” in Article 2(1) in its entirety and replacing it with the following:

““special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.”;

(vi) by deleting the existing definition of “Subsidiary and Holding Company” in Article 2(1) in its entirety and replacing it with the following:

““Subsidiary and Holding Company” has the meanings attributed to them in the rules of the Designated Stock Exchange.”;

(vii) by inserting the following new definition in Article 2(1) before the definition of “year”:

““substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”;

(viii) by inserting the following new paragraph (i) in Article 2(2) immediately after the existing Article 2(2)(h):

“(i) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”;

(ix) Article 3(2)

by deleting the existing Article 3(2) in its entirety and replacing it with the following:

“(2) Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.”;

(x) Article 3(3)

by deleting the existing Article 3(3) in its entirety and replacing it with the following:

“(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”;

(xi) Article 6

by deleting the words “or any share premium account” from the existing Article 6;

(xii) Article 8(1)

by deleting the existing Article 8(1) in its entirety and replacing it with the following:

“8. (1) Subject to the provisions of the Law and the Company’s Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.”;

(xiii) Article 9

by deleting the following sentence from the existing Article 9:

“Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine.”;

(xiv) Article 10(a)

by deleting the existing Article 10(a) in its entirety and replacing it with the following:

“(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and”;

(xv) Article 10(b)

by deleting the words “on a poll” after the words “shall be entitled” in Article 10(b), and by deleting the words “; and” and replacing it with “.” in Article 10(b);

(xvi) Article 10(c)

by deleting the existing Article 10(c) in its entirety and replacing therewith the words “(c) Intentionally deleted”;

(xvii) Article 16

by adding the words “or with the Seal printed thereon” immediately after “under the Seal or a facsimile thereof” in the first sentence of Article 16;

(xviii) Article 25

by deleting the word “member” in the second last line of the existing Article 25 and replacing it with the word “Member”;

(xix) Article 44

by deleting the words “on every business day” in the second line of the existing Article 44 and replacing it with the words “during business hours” and by deleting the words “Designed Stock Exchange” in last sentence of the existing Article 44 and by replacing it with the word “Designated Stock Exchange”;

(xx) Article 51

by deleting the words “an appointed newspaper or any other” from the existing Article 51 and replacing it with the word “any”;

(xxi) Article 58

by deleting the word “requisitionst(s)” in the last sentence of the existing Article 58 and replacing it with the word “requisitionist(s)”;

(xxii) Article 59(1)

by deleting the existing Article 59(1) in its entirety and replacing therewith the following new Article 59(1):

- “59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”;

(xxiii) Article 59(2)

by adding the words “particulars of resolutions to be considered at the meeting and” immediately after the words “The notice shall specify the time and place of the meeting and” in the first sentence of the existing Article 59(2);

(xxiv) Article 63

by adding the words “or (in the case a Member being a corporation) by its duly authorised representative” immediately after “the Members present in person” in the last sentence of the existing Article 63;

(xxv) Article 66

by deleting the existing Article 66 in its entirety and replacing therewith the following new Articles 66(1) and 66(2):

- “66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.
- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”;

(xxvi) Article 67

by deleting the existing Article 67 in its entirety and replacing it with the following new Article 67:

“67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”;

(xxvii) Article 68

by deleting the existing Article 68 in its entirety and replacing it with the words “68. Intentionally deleted”;

(xxviii) Article 69

by deleting the existing Article 69 in its entirety and replacing it with the words “69. Intentionally deleted”;

(xxix) Article 70

by deleting the existing Article 70 in its entirety and replacing it with the words “70. Intentionally deleted”;

(xxx) Article 74

by deleting the words “joint holder” in the first sentence of the existing Article 74 and replacing it with the words “joint holders” and by adding the word “holder” immediately after the words “the vote of the senior” in the first sentence of the existing Article 74;

(xxxi) Article 75(1)

by deleting the existing Article 75(1) in its entirety and replacing it with the following:

“75. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.”;

(xxxii) Article 76(2)

by deleting the existing Article 76(2) in its entirety and replacing it with the following:

“(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to vote only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”;

(xxxiii) Article 80

by deleting the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” from the first sentence of the existing Article 80 and by deleting the words “or on a poll demanded at a meeting or an adjourned meeting” from the second sentence of the existing Article 80;

(xxxiv) Article 81

by deleting the words “to demand or join in demanding a poll and” on the fourth line of the existing Article 81;

(xxxv) Article 82

by deleting the words “or the taking of the poll,” from the last line of the existing Article 82;

(xxxvi) Article 84(2)

by deleting the existing Article 84(2) in its entirety and replacing it with the following:

“(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.”;

(xxxvii) Article 86(1)

by deleting the existing Article 86(1) in its entirety and replacing it with the following:

“86. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 84 called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Article 84 or until their successors are elected or appointed or their office is otherwise vacated.”;

(xxxviii) Article 86(3)

by deleting the existing Article 86(3) in its entirety and replacing it with the following:

“(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”;

(xxxix) Article 86(5)

by deleting the existing Article 86(5) in its entirety and replacing it with the following:

“(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”;

(xl) Article 87(1)

by deleting Article 87(1) in its entirety and replacing it with the following:

“87. (1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.”;

(xli) Article 87(2)

by adding the words “and shall continue to act as a Director throughout the meeting at which he retires” immediately after “A retiring Director shall be eligible for re-election” in the first sentence of the existing Article 87(2) and by deleting the words “Any Director appointed pursuant to Article 86(2) or Article 86(3)” in the last sentence of the existing Article 87(2) and replacing it with “Any Director appointed by the Board pursuant to Article 86(3)”;

(xlii) Article 88

by deleting the existing Article 88 in its entirety and replacing it with the following:

“88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”;

(xliii) Article 89(1)

by deleting the words “whereupon the Board resolves to accept such resignation” from the existing Article 89(1);

(xliv) Article 92

by deleting the word “we” appearing immediately after “the happening of any event which, if” in the third sentence of the existing Article 92 and replacing it with the word “he”;

(xlv) Article 101

by deleting the word “whatever” in the fourth line of the existing Article 101 and replacing it with the word “whatsoever”;

(xlvi) Article 103

by deleting the existing Article 103 in its entirety and replacing it with the following:

“103.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or subunderwriting of the offer;
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or

- (v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.
- (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”;

(xlvii) Article 104(4)(iii)

by deleting the words “(jointly or severally or indirectly or indirectly)” after the words “if any one or more of the Directors hold” and replacing it with the words “(jointly or severally or directly or indirectly)” in the existing Article 104(4)(iii);

(xlviii) Article 115

by deleting the existing Article 115 in its entirety and replacing it with the following:

“115.A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.”;

(xlix) Article 122

by inserting the following words at the end of the existing Article 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”;

(I) Article 132(2)

by deleting the word “Office” from the existing Article 132(2) and replacing it with the words “head office”;

(li) Article 145(1)(a)(iv)

by adding the words “(as defined below)” immediately after the words “Subscription Rights Reserve” in the existing Article 145(1)(a)(iv);

(lii) Article 145(1)(b)(iv)

by adding the words “(as defined below)” immediately after the words “Subscription Rights Reserve” in the existing Article 145(1)(b)(iv);

(liii) Article 146

by deleting the words “The Company” at the beginning of the second sentence of the existing Article 146 and replacing it with the words “Unless otherwise provided by the provisions of these Articles, the Board”;

(liv) Article 152

by adding the words “at the same time as the notice of annual general meeting and” immediately after “twenty-one (21) days before the date of the general meeting and” in the existing Article 152;

(lv) Article 155(1)

by deleting the words “Members appoint another auditor” at the end of the first sentence of the existing Article 155(1) and replacing it with the words “next annual general meeting”;

(lvi) Article 155(2)

by deleting the existing Article 155(2) in its entirety and replacing it with the words “(2) Intentionally deleted”;

(lvii) Article 158

by deleting the existing Article 158 in its entirety and replacing it with the following:

“158.If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.”;

(lviii) Article 160

by deleting the word “act” in the last line of the existing Article 160 and replacing it with the word “fact”;

(lix) Article 161

by adding the words “or the website of the Designated Stock Exchange,” immediately after the words “by placing it on the Company’s website” in the first sentence of the existing Article 161 and by adding the words “other than by posting it on a website” immediately after the words “The notice of availability may be given to the Member by any of the means set out above” in the second sentence of the existing Article 161;

(lx) Article 162(a)

by deleting the word “notice” from the second last line of the existing Article 162(a) and replacing it with the word “Notice”;

(lxi) Article 162(b)

by deleting the word “notice” in the second line of the existing Article 162(b) and replacing it with the word “Notice” and by adding the words “or the website of the Designated Stock Exchange,” immediately after the words “placed on the Company’s website”;

(lxii) Article 163(1)

by deleting the word “notice” in the sixth line of the existing Article 163(1) and replacing it with the word “Notice”;

(lxiii) Article 163(2)

by deleting the word “notice” from the first line of the existing Article 163(2) and replacing it with the word “Notice”;

(lxiv) Article 163(3)

by deleting the word “notice” from the second line of the existing Article 163(3) and replacing it with the word “Notice”; and

(lxv) Article 166(1)

by deleting the words “a nearly” in the third last line of the existing Article 166(1) and replacing it with the words “as nearly”.

5. “**THAT** the amended and restated articles of association of the Company in the form of the document marked “B” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution (4) above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings be approved and adopted as the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing Articles with immediate effect.”

Yours faithfully
For and on behalf of the Board of
Mobile Telecom Network (Holdings) Limited
Choi Ho Yan
Executive Director

Hong Kong, 28 February 2013

Registered office:

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Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Suite 1006, 10th Floor
Ocean Centre, Harbour City
Tsim Sha Tsui
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies 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 extraordinary general meeting 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 extraordinary general meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited 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, 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 extraordinary general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish and in such event, the proxy form shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the extraordinary general meeting, 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 holders are present at the extraordinary general meeting 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 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 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.