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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Mobile Telecom Network (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

### **(1) PROPOSED CAPITAL REDUCTION; (2) PROPOSED CHANGE OF COMPANY NAME; AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company to be held at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, on Monday, 12 August 2013, at 12:00 noon is contained in this circular. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting or any adjourned meeting (as the case may be) should you so wish.

*This circular will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at <http://www.hkgem.com> on the “Latest Company Announcement” page for at least 7 days from the date of its posting and the website of the Company at <http://www.mtelnet.com>.*

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the share capital of the Company by cancelling the issued and paid up share capital to the extent of US\$0.009 on each of the issued Existing Shares, thereby reducing the nominal value of all the issued Existing Shares from US\$0.01 each to US\$0.001 each
“CCASS”	the Central Clearing and Settlement System operated by HKSCC
“Change of Name”	the proposed change of name of the Company from “Mobile Telecom Network (Holdings) Limited” to “Gold Tat Group International Limited” and the adoption of “金達集團國際有限公司” as the dual foreign name of the Company to replace “流動電訊網絡(控股)有限公司” which has been used for identification purposes only
“Company”	Mobile Telecom Network (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961), as consolidated and revised of the Cayman Islands
“Convertible Bonds”	202,453,987 and 93,600,000 non-listed convertible bonds issued by the Company on 3 June 2011 and 10 October 2012 respectively which entitle the holders thereof to convert into Existing Shares at the price of HK\$0.163 and HK\$0.250 (subject to adjustment) at any time during the conversion period
“Court”	The Grand Court of the Cayman Islands
“Director(s)”	director(s) of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting of the Company to be convened and held at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, on Monday, 12 August 2013 at 12:00 noon to consider and approve the proposed Capital Reduction and the Change of Name
“Eligible Participants”	full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary) and any supplier, consultants, agents and advisers or any person
“Existing Share(s)”	ordinary shares with par value of US\$0.01 each of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 July 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“New Share(s)”	ordinary share(s) with par value of US\$0.001 each in the capital of the Company immediately after the effective date of the Capital Reduction
“Share(s)”	Existing Share(s) or New Share(s) as the case may be

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the (i) Existing Share(s) or (ii) New Share(s) upon completion of the Capital Reduction as the case may be
“Share Options”	share options granted under the pre-IPO share option scheme, share option scheme and new share option scheme adopted by the Company on 27 March 2003, 27 March 2003 and 25 March 2013 respectively
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Warrants”	120,000,000 and 148,000,000 non-listed warrants issued by the Company on 31 January 2013 and 3 June 2011 respectively which entitle the holders thereof to subscribe for Existing Shares at the price of HK\$0.168 and HK\$0.150 (subject to adjustment) at any time during a period commencing from the date of issue of the Warrants to the date of expiry
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America

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## EXPECTED TIMETABLE

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*Set out below is the expected timetable for the proposed Capital Reduction:*

Latest time for lodging forms of proxy for the EGM (not less than 48 hours) . . . . .	before 12:00 noon 10 August 2013
Date and time of the EGM . . . . .	12:00 noon 12 August 2013
Announcement of results of EGM . . . . .	12 August 2013
Expected date on which the Capital Reorganisation is confirmed by the Court. . . . .	12 December 2013
Expected date of registration of a copy of the court order confirming the Capital Reorganisation and the minute approved by the Court pursuant to the Companies Law . . . . .	19 December 2013
Expected effective date of the Capital Reorganisation . . . . .	19 December 2013
First day for free exchange of existing certificates for Existing Shares for new certificates for New Shares . . . . .	19 December 2013
Commencement of dealings in New Shares on the Stock Exchange . . . . .	19 December 2013
Last day of free exchange of existing certificates for Existing Shares for new certificates for New Shares . . . . .	20 January 2014

*Notes:*

- (1) All times in this timetable refer to Hong Kong time.
- (2) Dates or times specified in this circular for events in the timetable for (or otherwise in relation to) the Capital Reorganisation are indicative only and may be excluded or varied due to the timetable and availability of the Court, additional time required for compliance with the regulatory requirements in the Cayman Islands and/or with any requirements imposed by the Court or varied by the Company. Any change to the expected timetable for the Capital Reorganisation will be published as and when appropriate.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Chan Wai Kwong, Peter

Mr. Choi Ho Yan

Mr. So Haw, Herman

*Independent non-executive Directors:*

Mr. Chiu Wai Piu

Mr. Cheung Kwan Hung, Anthony

Mr. Heung Chee Hang, Eric

*Registered office:*

Cricket Square

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

20 July 2013

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED CAPITAL REDUCTION;  
(2) PROPOSED CHANGE OF COMPANY NAME; AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with the information relating to the resolutions to be proposed at the EGM for the proposed Capital Reduction and Change of Name and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed.

\* For identification purpose only



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## LETTER FROM THE BOARD

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### PROPOSED CAPITAL REDUCTION

As at the Latest Practicable Date, the authorised share capital of the Company is US\$40,000,000 divided into 4,000,000,000 Existing Shares, of which 1,645,388,373 Existing Shares have been issued and are fully paid or credited as fully paid. The Board proposes the Capital Reduction to be implemented in the following manner:

- (i) the paid-up capital of each of the issued Existing Shares will be reduced from US\$0.01 to US\$0.001 per share by cancelling paid-up capital of US\$0.009 per share by way of a reduction of capital, so as to form ordinary shares with par value of US\$0.001 each;
- (ii) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company as at the effective date of the Capital Reduction (if any) with the balance (if any) to be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws; and
- (iii) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of US\$0.01 each be subdivided into ten (10) unissued ordinary shares with par value of US\$0.001 each, and such shares shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

For the avoidance of doubt, the authorised share capital of the Company after the effective date of the Capital Reduction will be US\$40,000,000 divided into 40,000,000,000 New Shares.

The size of each board lot of the New Shares will remain the same as that of the Existing Shares, being 16,000 shares per board lot. The New Shares will rank pari passu in all respects with each other.

As at the Latest Practicable Date, 1,645,388,373 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming that the paid-up capital of each of the 1,645,388,373 issued Existing Shares will be reduced from US\$0.01 to US\$0.001 per share by cancelling paid-up capital of US\$0.009 per share by way of a reduction of capital, so as to form ordinary shares with par value of US\$0.001 each, the Company's existing issued share capital of US\$16,453,883.73 will be reduced by US\$14,808,495.357 to US\$1,645,388.373.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company has (i) outstanding Share Options granted to Eligible Participants to subscribe for an aggregate of 117,301,821 Existing Shares at a weighted average exercise price of HK\$0.148 each; (ii) outstanding Warrants which allow the holders of the Warrants to subscribe for 268,000,000 Existing Shares at a weighted average exercise price of HK\$0.158 each; and (iii) outstanding Convertible Bonds which allow the holders of the Convertible Bonds to convert into 296,053,987 Existing Shares at a weighted average conversion price of HK\$0.191 each. Assuming that all of these outstanding Share Options, Warrants and Convertible Bonds will be exercised and converted in full prior to the effective date of the Capital Reduction, an additional 681,355,808 Existing Shares will be in issue and an additional credit of US\$6,132,202 will arise from the Capital Reduction. Such credit, if so arise, will be applied towards cancelling the accumulated deficit of the Company as at the effective date of the Capital Reduction (if any) with the balance (if any) to be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws.

As the trading price of the Shares will remain unchanged after completion of the Capital Reduction, no adjustment will be made to (i) the exercise prices of the Share Options and Warrants; and (ii) the conversion prices of the Convertible Bonds as a result of the Capital Reduction.

### **Reasons for and Effects of the Capital Reduction**

The Board considers that the proposed Capital Reduction will enable the nominal value of the Existing Shares of the Company to be reduced from US\$0.01 each to US\$0.001 each. In addition, the credit arising from the Capital Reduction will be applied towards cancelling the accumulated deficit of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated loss of the Group. The balance of credit (if any) will be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the Directors as a distributable reserve and will facilitate payment of dividends as and when the Directors consider it appropriate in the future.

Save for applying the credit sum arising from the Capital Reduction towards cancelling the accumulated deficit of the Company and the expenses to be incurred in relation to the Capital Reduction, the Directors consider that the Capital Reduction will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

The Board considers that it is in the best interest of the Company and its Shareholders as a whole to implement the Capital Reduction.

### **Conditions of the Capital Reduction**

The Capital Reduction is conditional on the following conditions being fulfilled:

- (i) the Shareholders' approval by way of special resolution at the EGM of the Company to be convened to approve, among other things, the Capital Reduction;

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## LETTER FROM THE BOARD

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- (ii) approval of the Capital Reduction by the Court;
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (iv) registration by the Registrar of Companies in the Cayman Islands of the order of the Court and the minute approved by the Court containing the particulars required under the Companies Law; and
- (v) the GEM Listing Committee granting the listing of, and permission to deal in, the New Shares arising from the Capital Reduction.

The Capital Reduction will become effective when the conditions mentioned above are fulfilled. It is expected that Capital Reduction will become effective on or about 19 December 2013. Upon the approval by the Shareholders of the Capital Reduction at the EGM, the legal advisors to the Company (as to the Cayman Islands Law) will apply to the Court for hearing dates to confirm the Capital Reduction and further announcement will be made by the Company as soon as the Court hearing dates are confirmed.

### **Listing and Dealings**

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reduction.

The New Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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## LETTER FROM THE BOARD

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### Free Exchange of Certificates for New Shares

Subject to the Capital Reduction becoming effective, Shareholders may, on or after 19 December 2013 and until 4:30 p.m. on 20 January 2014 (both dates inclusive), submit their existing certificates for the Existing Shares in [blue] colour to 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 to exchange for certificates for the New Shares in [yellow] colour at the expense of the Company. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.5 (or such higher amount as may from time to time be allowed by the Stock Exchange) by the Shareholders for each certificate issued or cancelled, whichever is higher.

All existing certificates of the Existing Shares will continue to be evidence of entitlement to such Existing Shares and be valid for delivery, transfer and settlement purpose.

### PROPOSED CHANGE OF COMPANY NAME

The Board announced on 16 July 2013 that it put forward a proposal to the Shareholders that the English name of the Company be changed from "Mobile Telecom Network (Holdings) Limited" to "Gold Tat Group International Limited" and that "金達集團國際有限公司" be adopted as the dual foreign name of the Company to replace "流動電訊網絡(控股)有限公司" which has been used for identification purposes only, subject to the conditions set out below being fulfilled.

### Conditions

The Change of Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Change of Name; and
2. the Registrar of Companies in the Cayman Islands granting approval for the use of the proposed new name and dual foreign name by the Company.

### Reasons for the Change of Name

The Group is engaged in mobile application and data solution; trading of electronic parts and components in relation to display modules and touch panel modules, and provision of professional solution with engineering services; property development; and property investment. The Board considers that the Change of Name can more accurately reflect the principal activities of the Group and provide the Company with a fresh corporate image and identity. The Board is of the opinion that the Change of Name will clearly benefit the Company's business development and is in the best interests of the Company and the Shareholders as a whole.

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## **LETTER FROM THE BOARD**

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### **Effects of the Change of Name**

The Change of Name will take effect from the date of entry of the new name and new dual foreign name on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

The Change of Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Change of Name becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share certificates bearing the Company's new name as a result of the Change of Name.

Once the Change of Name has become effective, any new share certificates of the Company will be issued only in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name.

### **EGM**

There is set out on pages 12 to 14 of this circular a notice convening the EGM to be held at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, on Monday, 12 August 2013, at 12:00 noon. At the EGM, special resolutions will be put forward to the Shareholders to approve the proposed Capital Reduction and Change of Name. According to Rule 17.47(4) of the GEM Listing Rules, any voting of the Shareholders at the EGM will be taken by way of poll and an announcement will be made after the EGM on the results of the EGM. To the best of the Directors knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be approved at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying proxy form, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned thereof should you so wish.

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## LETTER FROM THE BOARD

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The Company will make further announcements as and when appropriate on the results of the EGM, the effective dates of the Capital Reduction and the Change of Name and the new stock short name of the Company.

### GENERAL

None of the Directors, the controlling shareholder (as defined under the GEM Listing Rules) of the Company and their respective associates were considered to have an interest in a business which competes or may compete with the business of the Group and there is no conflicts of interest which the Directors, the controlling shareholder (as defined under the GEM Listing Rules) of the Company and their respective associates have or may have with the Group.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

### RESPONSIBILITY STATEMENT

This circular, 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 Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors believe that the proposed Capital Reduction and the Change of Name is in the best interests of the Company and the Shareholders as a whole, and therefore recommend Shareholders to vote in favour of the resolutions to be proposed at the EGM.

Yours faithfully

For and on behalf of the Board

**Mobile Telecom Network (Holdings) Limited**

**Choi Ho Yan**

*Executive Director*

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## NOTICE OF EGM

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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 IS HEREBY GIVEN** that an extraordinary general meeting of Mobile Telecom Network (Holdings) Limited (the “**Company**”) will be held at Suite 1006, 10th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, on Monday, 12 August 2013, at 12:00 noon for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

#### SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”); (ii) compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies in the Cayman Islands of the order of the Court and the minute approved by the Court containing the particulars required under the Companies Law (as revised) of the Cayman Islands in respect of the Capital Reduction (as defined below); and (iv) the GEM Listing Committee granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below), with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
  - (a) the issued and paid-up capital of each of the issued shares be reduced from US\$0.01 to US\$0.001 per share by cancelling paid-up capital of US\$0.009 per share (the “**Capital Reduction**”) by way of a reduction of capital, so as to form ordinary shares with par value of US\$0.001 each (the “**New Shares**”);
  - (b) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company as at the Effective Date (if any) and the balance (if any) be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the directors of the Company as a distributable reserve in accordance with the articles of association of the Company and all applicable laws (the “**Application of Credit**”); and

\* For identification purpose only

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## NOTICE OF EGM

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- (c) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of US\$0.01 each be subdivided into ten (10) unissued ordinary shares with par value of US\$0.001 each (the “**Share Subdivision**”) and such shares shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company,

and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid Capital Reduction, Application of Credit and Share Subdivision.”

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Mobile Telecom Network (Holdings) Limited” to “Gold Tat Group International Limited” and “金達集團國際有限公司” be and is hereby adopted as the dual foreign name of the Company to replace “流動電訊網絡(控股)有限公司” (which has been used for identification purposes only) with effect from the date of entry of the new name and new dual foreign name on the register maintained by the Registrar of Companies in the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name and the adoption of dual foreign name of the Company.”

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

Hong Kong, 20 July 2013

*Registered office:*

Cricket Square  
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



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## NOTICE OF EGM

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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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 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.