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**THIS DOCUMENT 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 stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.*

*If you have sold or transferred all your shares in the Company, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.*

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims 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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**CHINA WIRELESS TECHNOLOGIES LIMITED**

**中國無線科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2369)**

**PROPOSALS FOR REFRESHMENT OF THE 10% GENERAL LIMIT  
ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME,  
GRANT OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE,  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
RE-ELECTION OF DIRECTORS AND  
AMENDMENT TO THE ARTICLES**

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A notice convening the annual general meeting (“AGM”) of China Wireless Technologies Limited (“Company”) to be held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 26 May 2006 at 3:00 p.m. is set out on pages 17 to 20 to this circular. Resolutions will be proposed at the AGM to consider and, if thought fit, approve the Proposed Refreshment, the grant of the Proposed Issue Mandate and the Proposed Repurchase Mandate, the appointment of an independent non-executive Director, the re-election of Directors by way of ordinary resolutions and the Proposed Amendment by way of a special resolution.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

28 April 2006

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## CONTENTS

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	<i>Page</i>
<b>Responsibility statement</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b> .....	4
<b>Appendix I</b> .....	9
<b>Appendix II</b> .....	11
<b>Appendix III</b> .....	15
<b>Notice of AGM</b> .....	17

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## RESPONSIBILITY STATEMENT

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This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 26 May 2006 at 3:00 p.m., the notice of which is set out on pages 17 to 20 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	China Wireless Technologies Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	27 April 2006, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Amendment”	the proposed amendment to the Articles as set out in the notice of AGM, which is enclosed to this circular
“Proposed Issue Mandate”	the proposed general and unconditional mandate to the Directors to issue and allot new Shares of up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same

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## DEFINITIONS

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“Proposed Refreshment”	the proposed refreshment of the 10% general limit on grant of options under the Share Option Scheme and all other share option scheme(s) of the Company as at the date of passing of an ordinary resolution approving the same
“Proposed Repurchase Mandate”	the proposed general and unconditional mandate to the Directors to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 21 November 2004
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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LETTER FROM THE BOARD

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**CHINA WIRELESS TECHNOLOGIES LIMITED**

**中國無線科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2369)**

*Executive Directors:*

Mr. Guo Deying (*Chairman*)  
Mr. Jiang Chao

*Non-executive Directors:*

Ms. Yang Xiao  
Ms. Ma Dehui

*Independent non-executive Directors:*

Dr. Huang Dazhan  
Mr. Xie Weixin  
Mr. Chan King Chung

*Registered office:*

Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681GT  
George Town  
Grand Cayman  
the Cayman Islands  
British West Indies

*Head office and principal place of business  
in the PRC:*

8th Floor, Block B  
High Tech Plaza  
Tian An Cyberpark  
Chegongmiao  
Shenzhen  
PRC

*Principal place of business in Hong Kong:*

Room 1902, MassMutual Tower  
38 Gloucester Road  
Wanchai  
Hong Kong

28 April 2006

*To the Shareholders and, for information only,  
the holders of share options of the Company,*

Dear Sir or Madam,

**PROPOSALS FOR REFRESHMENT OF THE 10% GENERAL LIMIT  
ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME,  
GRANT OF THE ISSUE MANDATE AND REPURCHASE MANDATE,  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
RE-ELECTION OF DIRECTORS AND  
AMENDMENT TO THE ARTICLES**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

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## LETTER FROM THE BOARD

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At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the Proposed Refreshment; (ii) the grant of the Proposed Repurchase Mandate; (iii) the grant of the Proposed Issue Mandate; (iv) the proposed appointment of an independent non-executive Director, (v) the proposed re-election of retiring Directors and (vi) the Proposed Amendment.

### **PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME**

An ordinary resolution will be proposed at the AGM to approve the Proposed Refreshment such that the total number of Shares which may be issued upon exercise of all options to be granted under the refreshed general limit must not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed general limit. As at the Latest Practicable Date, the Company has an issued share capital of HK\$4,981,800 divided into 498,180,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Proposed Refreshment and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, options to subscribe for up to a maximum of 49,818,000 Shares, representing 10% of the total number of Shares in issue, may be granted. Further information of the Proposed Refreshment is set out in Appendix I hereto.

### **PROPOSED REPURCHASE MANDATE**

At the last annual general meeting of the Company held on 24 May 2005, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Proposed Repurchase Mandate. As at the Latest Practicable Date, the Company has an issued share capital of HK\$4,981,800 divided into 498,180,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, exercise of the Proposed Repurchase Mandate in full would result in up to a maximum of 49,818,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$4,981,800 being repurchased by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the Proposed Repurchase Mandate is set out in Appendix II of this Circular.

### **PROPOSED ISSUE MANDATE**

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Proposed Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company has an issued share capital of HK\$4,981,800 divided into 498,180,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Proposed Issue Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, the exercise of the Proposed Issue Mandate in full would result in up to a maximum of 99,636,000 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$996,360, being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the General Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution will also be proposed to extend the Proposed Issue Mandate by adding to it the number of such Shares repurchased under the Proposed Repurchase Mandate.

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## LETTER FROM THE BOARD

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### **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND PROPOSED RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, the executive Directors were Mr. Guo Deying and Mr. Jiang Chao, the non-executive Directors were Ms. Yang Xiao and Ms. Ma Dehui and the independent non-executive Directors were Dr. Huang Dazhan, Mr. Xie Weixin and Mr. Chan King Chung.

The Board proposed to appoint, subject to shareholders approval at the AGM, Mr. Yang Xianzu as an additional independent non-executive Director.

In addition, pursuant to Article 87(1) of the Articles, Mr. Guo Deying, Mr. Jiang Chao and Ms. Yang Xiao shall retire from office at the AGM, and, being eligible, will offer themselves for re-election.

Details of the Directors proposed to be appointed and re-elected at the AGM are set out in Appendix III of this circular.

### **PROPOSED AMENDMENT TO THE ARTICLES**

Pursuant to the announcement made by the Stock Exchange dated 14 February 2006, certain minor and housekeeping amendments to the Listing Rules came into effect on 1 March 2006, inter alia, permitting the removal of Directors by ordinary resolution. Accordingly, the Directors propose to amend the Articles to ensure compliance with such amendments to the Listing Rules.

The full text of the Proposed Amendment is set out in the notice of AGM which is enclosed to this circular.

### **AGM**

A notice convening the AGM to be held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 26 May 2006 at 3:00 p.m., is set out on page 17 to 20 of this circular.

### **ACTIONS TO BE TAKEN**

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.



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## LETTER FROM THE BOARD

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### PROCEDURE FOR DEMANDING A POLL

Pursuant to Article 66 of the Articles, every resolution submitted to a general meeting shall be determined on a show of hands in the first instance by the Shareholders present in person or by a duly authorised corporate representative, but a poll may be demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) by:

- (i) the chairman of the meeting; or
- (ii) at least 3 Shareholders present in person or, if the Shareholder is a corporation, by a duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) any Shareholder or Shareholders present in person, if the Shareholder is a corporation, by a duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) any Shareholder or Shareholders present in person, if the Shareholder is a corporation, by a duly authorised representative or by proxy and holding the Shares in the Company conferring a right to vote at the meeting being the 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.

### RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the Proposed Refreshment; (ii) the grant of the Proposed Issue Mandate; (iii) the grant of the Proposed Repurchase Mandate; (iv) the proposed appointment of an independent non-executive Director, (v) the proposed re-election of retiring Directors and (vi) the Proposed Amendment.

The Directors consider that (i) the Proposed Refreshment; (ii) the grant of the Proposed Repurchase Mandate; (iii) the grant of the Proposed Issue Mandate; (iv) the proposed appointment of an independent non-executive Director; (v) the proposed re-election of retiring Directors; and (vi) the Proposed Amendment are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM respectively.

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## LETTER FROM THE BOARD

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### DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business of the Company in Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM:

- (i) the memorandum of association of the Company and the Articles;
- (ii) the Share Option Scheme; and
- (iii) this circular.

Yours faithfully,  
For and on behalf of  
**CHINA WIRELESS TECHNOLOGIES LIMITED**  
**Guo Deying**  
*Chairman*

**REFRESHMENT OF THE 10% GENERAL LIMIT ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME**

The Company has adopted the Share Option Scheme by a written resolution of all Shareholders on 21 November 2004.

As at 21 December 2004, being the date on which the Share Option Scheme was adopted, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share option scheme(s) of the Company was 40,000,000 Shares, being 10% of the Shares in issue on such date.

As at the Latest Practicable Date, options to subscribe for 40,000,000 Shares have been granted under the Share Option Scheme, out of which no options have lapsed, 18,180,000 options have been exercised and 21,820,000 options were outstanding.

Unless the 10% general limit on grant of options under the Share Option Scheme and all other share option scheme(s) of the Company is “refreshed” at the AGM, no further options may be issued under the Share Option Scheme.

As at the Latest Practicable Date, the Company has an issued share capital of HK\$4,981,800 divided into 498,180,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Proposed Refreshment and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, the Proposed Refreshment will enable the Company to grant options to subscribe for up to a maximum of 49,818,000 Shares, representing 10% of the total number of Shares in issue, to eligible participants, being any employee, executive (including any executive director), consultants or advisers of the Group, any non-executive directors (including independent non-executive directors) of the Group and any supplier, customer, shareholder and persons or entity that provide research development or other technological support to the Group who, at the sole discretion of the Board, will contribute or has contributed to the Group as incentives or rewards.

**Proposal**

It is therefore proposed that subject to (a) the approval of the Shareholders at the AGM; and (b) such other requirements under the Listing Rules, the general limit on grant of options under the Share Option Scheme and all other share option scheme(s) of the Company be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the AGM. Options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded. The Shares which may fall to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme represent approximately 21,820,000 Shares or 4.38% of the total number of Shares in issue as at the Latest Practicable Date. The aggregate maximum number of Shares that can be issued pursuant to the grant of options by the Company under the Share Option Scheme and all other schemes as

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**APPENDIX I            FURTHER INFORMATION ON PROPOSED REFRESHMENT**

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refreshed by the Proposed Refreshment of 49,818,000 Shares and the outstanding options of 21,820,000 Shares is 71,638,000 Shares, representing approximately 14.38% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, there were 498,180,000 Shares in issue. Assuming that no further Shares will be issued prior to the date of approving the refreshed general limit by the Shareholders, options to subscribe for up to a of maximum 49,818,000 Shares, representing 10% of the total number of Shares in issue, can be granted by the Company.

As the Latest Practicable Date, no options under the Share Option Scheme have been granted to the Directors and 382,500,000 options under the Share Option Scheme have been granted to the employees of the Group. No options have been granted to any participant exceeding 1% of the total issued share capital of the Company during the past 12 months. Each grant of option under the Share Option Scheme has complied with the requirements as set out in the Listing Rules.

**Conditions**

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the AGM to approve the “refreshed” general limit of the Share Option Scheme and all other share option scheme(s) of the Company such that the total number of Shares which may be issued upon exercise of all options to be granted under the refreshed general limit must not exceed 10% of the total number of Shares in issue as at the date of approving the refreshed general limit.

The adoption of the refreshed general limit of the Share Option Scheme and all other share option scheme(s) of the Company is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the 10% general limit on grant of options under the Share Option Scheme and all other share option scheme(s) of the Company at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed general limit of the Share Option Scheme and all other share option scheme(s) of the Company.

**Application for listing**

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of any options that may be granted under the Refreshment.

*This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to you for consideration of the Proposed Repurchase Mandate.*

**SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 498,180,000 Shares in issue or an issued share capital of HK\$4,981,800. As at the Latest Practicable Date, there were outstanding share options granted under the Share Option Scheme entitling the holders thereof to subscribe for an aggregate of 21,820,000 Shares respectively.

Subject to the passing of the proposed ordinary resolution approving the Proposed Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would result in up to a maximum of 49,818,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$498,180, being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Proposed Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

**REASONS FOR SHARES REPURCHASE**

Although the Directors have no present intention of exercising the Proposed Repurchase Mandate, they believe that the flexibility afforded by the Proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares will be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time and thereby resulting in an increase in net assets and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

**FUNDING OF REPURCHASE**

The Directors propose that the repurchase of Shares under the Proposed Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the memorandum of association and the Bye-laws and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of the shares made for the purpose of the redemption. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The exercise of the Proposed Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts as at 31 December 2005).

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

### **SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2005</b>		
April	0.80	0.71
May	0.79	0.69
June	0.95	0.67
July	1.39	0.95
August	1.32	1.16
September	1.22	0.88
October	1.12	0.84
November	1.22	1.05
December	1.36	0.90
<b>2006</b>		
January	1.70	1.34
February	1.95	1.54
March	1.92	1.50
April (up to the Latest Practicable Date)	1.88	1.84

### **DISCLOSURE OF INTERESTS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)).

No connected person has notified the Company that he/she has a present intention to sell any Shares to the Company nor has undertaken not to sell any of the Shares held by him/her to the Company in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

## TAKEOVERS CODE

If, as a result of shares repurchase by a company, a shareholder's proportionate interest in the voting rights of the company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware, substantial shareholders of the Company having a interests in 5% or more in the issued share capital of the Company are as follows:

Name	Notes	Number of shares interested	Nature of interest	Total number of shares interested	Percentage of the Company's issued share capital
Data Dreamland Holding Limited	1	207,792,812	Beneficial owner	207,792,812	41.71
Barrie Bay Limited	2	207,792,812	Interest of a controlled corporation	207,792,812	41.71
HSBC International Trustee Limited	2	207,792,812	Trustee	207,792,812	41.71
JAFCO Asia Technology Fund		28,400,000	Beneficial owner	28,400,000	5.70
JAFCO Asia Technology Fund L.P.	3	28,400,000	Interest of a controlled corporation	28,400,000	5.70
JAFCO Asia Technology Holdings Limited	3	28,400,000	Interest of a controlled corporation	28,400,000	5.70
JAFCO Investment (Asia Pacific) Limited	3	28,400,000	Interest of a controlled corporation	28,400,000	5.70
JAFCO Co., Ltd.	3	28,400,000	Interest of a controlled corporation	28,400,000	5.70
Nomura Holdings, Inc.	3	28,400,000	Interest of a controlled corporation	28,400,000	5.70

*Notes:*

- The entire issued share capital of Data Dreamland Holdings Limited ("Data Dreamland") is held by Barrie Bay Limited ("Barrie Bay"). Barrie Bay is acting as the trustee of the Barrie Bay Unit Trust. The Barrie Bay Unit Trust is a unit trust of which 9,999 units are held by HSBC International Trustee Limited ("HSBC Trustee"), which is acting as the trustee of the Barrie Bay Trust and the remaining 1 unit is held by Ms. Yang Hua. The Barrie Bay Trust is a discretionary trust set up by Mr. Guo Deying and Ms. Yang Xiao and the discretionary objects of which include the minor children of Mr. Guo and Ms. Yang.
- The 207,792,812 shares are held by Data Dreamland, the entire share capital of which is held by Barrie Bay, which is acting as the trustee of the Barrie Bay Unit Trust and the entire issued share capital of which is held by HSBC Trustee.
- The 28,400,000 shares are held by JATF, a company 100% beneficially owned by JAFCO Asia Technology Fund L.P.

JAFCO Asia Technology Fund L.P. is a limited partnership which is managed by its sole general partner, JAFCO Asia Technology Holdings Limited. JAFCO Co., Ltd. has a 44.38% interest in JAFCO Asia Technology Fund L.P. JAFCO Asia Technology Holdings Limited is 100% beneficially owned by JAFCO Investment (Asia Pacific) Ltd.

JAFCO Investment (Asia Pacific) Ltd. is 100% beneficially owned by JAFCO Co., Ltd.

JAFCO Co., Ltd. is 37.1% beneficially owned by Nomura Holdings, Inc.

Each of JAFCO Asia Technology Fund L.P., JAFCO Asia Technology Holdings Limited, JAFCO Investment (Asia Pacific) Ltd. and JAFCO Co., Ltd. and Nomura Holdings, Inc. is taken to be interested in the 28,400,000 shares held by JATF.

Data Dreamland, Barrie Bay and HSBC Trustee are interested in the same 207,792,812 Shares. Each of Mr. Guo and Ms. Yang is taken to be interested in the 207,792,812 shares held by Data Dreamland as each of them is a settlor of the Barrie Bay Trust and by virtue of the interests of their children under the Barrie Bay Trust. In addition, as Mr. Guo is also taken to be interested in the 14,000,000 shares held by Wintech Consultants Limited as he is interested in the entire issued share capital of Wintech Consultants Limited. Accordingly, Data Dreamland, Barrie Bay, HSBC Trustee and Mr. Guo are interested in an aggregate of 221,792,812 Shares, representing approximately 44.52% of the issued share capital of the Company. In the event that the Directors should exercise the Proposed Repurchase Mandate in full to repurchase Shares, the aggregate shareholding of Data Dreamland, Barrie Bay, HSBC Trustee and Mr. Guo will be increased to approximately 49.47% of the of the issued share capital of the Company, resulting in an obligation on the part of the above-mentioned substantial Shareholders to make a general offer under the Takeovers Code. However, the Directors have no present intention to exercise the Proposed Repurchase Mandate to the extent that the obligation to make a general offer on the part of the above-mentioned substantial Shareholders will be triggered.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Proposed Repurchase Mandate in full will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules.

#### **SHARES REPURCHASED BY THE COMPANY**

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.



**PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTOR TO BE APPOINTED AT THE  
AGM****Mr. Yang Xianzu**

Mr. Yang, aged 67, is a proposed independent non-executive Director. Mr. Yang graduated from the Department of Telephone and Telegraph at the Wuhan College of Posts and Telecommunications in 1965 and served as the Deputy Director General of the Post and Telecommunications Bureau of Hubei Province and the Director General of the Post and Telecommunications Administration of Henan Province. From 1990 to 1999, Mr. Yang served as the Vice Minister of the Ministry of Posts and Telecommunications and later as Vice Minister of the Ministry of Information Industry. He was the chairman and CEO of China Unicom Limited (Stock Code: 762) from 2000 to 2003. He is currently an independent Non-executive Director of Dongfeng Motor Group Company Limited (Stock Code: 489). Mr. Yang has over 35 years of experience in the telecommunications industry in China. Mr. Yang has extensive knowledge about telecommunications operations.

The proposed appointment of Mr. Yang is for an initial term of 1 year, subject to renewal. The proposed emolument of Mr. Yang's appointment comprises of a basic directors' fee of 120,000 per year and a discretionary bonus to be determined by the Board which is determined taking into account the experience of Mr. Yang and by reference to market rate of comparable companies. Mr. Yang and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interests in the shares of the Company within Part XV of the SFO. Mr. Yang has no information to be disclosed pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

**RETIRING DIRECTORS SUBJECT TO RE-ELECTION****Mr. Guo Deying**

Mr. Guo, aged 42, is the chairman and chief executive officer of the Group. He is responsible for the Group's overall management and the strategic development. Mr. Guo has been the chairman, the legal representative and the general manager of the Group since its establishment in 1993. Mr. GUO has about 13 years of experience in wireless communication industry. Mr. Guo was certified as an engineer by 深圳市工程技術中評委 (Shenzhen City Engineering Technical Central Examination Board) in December 1991. He holds a master's degree in engineering from 上海交通大學 (Shanghai Jiao Tong University). Mr. Guo was appointed as a guest professor by 西安電子科技大學 (Xidian University) for its computer network and information security department in November 2003. In October 2004, Mr. Guo was accredited as 中國優秀民營科技企業家 (Outstanding Entrepreneur of Private-owned Technology Companies in the PRC) by 中華全國工商業聯合會 (China National Industrial and Commercial Association) and 中國民營科技實業家協會 (China Private-owned Technology Industrialists Association).

Pursuant to the existing service agreement between Mr. Guo and the Company, the appointment of Mr. Guo was for an initial fixed term of 3 years commencing from 21 November 2004. The current emolument payable to Mr. Guo is RMB400,000 per year and may, subject to the discretion of the Directors, be reviewed. Mr. Guo is the spouse of Ms. Yang Xiao, a non-executive Director and the son-in-law of Ms. Ma Dehui, a non-executive Director and the mother of Ms Yang Xiao. As at the Latest Practicable Date, Mr. Guo is interested in 221,792,812 Shares under the SFO. Mr. Guo

has no information to be disclosed pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

**Mr. Jiang Chao**

Mr. Jiang, aged 36, is the chief financial officer, vice president of the Group, and the qualified accountant and company secretary of the Company and is responsible primarily for the finance and administrative functions of the Group. He is an associate member of the Association of Chartered Certified Accountants and a certified public accountant in the PRC. Mr. Jiang joined the Group in June 2002. Mr. Jiang has about 14 years of experience in accounting and finance. Prior to joining the Group, he had worked for the State Audit Bureau. Mr. Jiang had also worked for 僑興電子有限公司 (Qiaoxing Electronic Company Limited) and 深圳市中興新通訊設備有限公司 Shenzhen Zhong Xing Xin Telecom Equipment Company Limited and was responsible for financial and accounting functions. Mr. Jiang obtained a bachelor's degree in Economics from 中山大學 (Zhongshan University) in 1991.

Pursuant to the existing service agreement between Mr. Jiang and the Company, the appointment of Mr. Jiang was for an initial fixed term of 3 years commencing from 21 November 2004. The current emolument payable to Mr. Jiang is RMB300,000 per year and may, subject to the discretion of the Directors, be reviewed. Mr. Jiang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Jiang is interested in 14,000,000 Shares under the SFO. Mr. Jiang has no information to be disclosed pursuant to (h) to (w) of Rule 13.51(2) of the Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

**Ms. Yang Xiao**

Ms. Yang, aged 38, is a non-executive Director. Ms. Yang joined the Group in August 2001. She graduated with a diploma from 深圳大學 (Shenzhen University). During 1992 to 1995, Ms. Yang worked in 深圳市運輸局 (Shenzhen Transport Bureau). Ms. Yang is the spouse of Mr. Guo.

Ms Yang has entered into an appointment agreement with the Company for an initial term of 3 years commencing from 21 November 2004. Pursuant to the appointment agreement, no emolument is payable to Ms Yang for the appointment of non-executive Director of the Company. Ms Yang is the spouse of Mr Guo Deying, an executive Director and the daughter of Ms. Ma Dehui, a non-executive Director. As at the Latest Practicable Date, Ms. Yang is interested in 207,792,812 Shares under the SFO. Ms Yang has no information to be disclosed pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

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## NOTICE OF AGM

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# CHINA WIRELESS TECHNOLOGIES LIMITED

## 中國無線科技有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2369)**

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of China Wireless Technologies Limited (the “Company”) will be held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 26 May 2006 at 3:00 p.m. for the following purposes:

#### As Ordinary Business

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited Financial Statements and the Reports of the directors (“Directors”) and the auditors (“Auditors”) of the Company for the year ended 31 December 2005.
2. To declare a final dividend.
3. To appoint an additional Director, to re-elect the retiring Directors and to authorise the board of Directors (“Board”) to fix the remuneration of the Directors.
4. To re-appoint Auditors and to authorise the Board to fix the remuneration of the Auditors.

#### As Special Business

#### ORDINARY RESOLUTIONS

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (“Shares”) to be issued pursuant to the exercise of share options which may be granted under the New Scheme Limit (as defined below), the refreshment of the scheme limit of the Company’s share option scheme adopted on 21 November 2004 and all other share option scheme(s) of the Company, up to 10 per cent. of the number of Shares in issue as at the date of passing of this resolution (the “New Scheme Limit”) be and is hereby approved and any Director, or any two Directors if affixation of the common seal of the Company is necessary, be and is/are hereby authorised to do all such acts and execute all such documents to effect the New Scheme Limit.”

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## NOTICE OF AGM

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from 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 laws or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the share option scheme of the Company approved by the Stock Exchange; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” shall have the same meaning as that ascribed to it under resolution no. 6 as set out in the notice convening the Meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 as set out in the notice convening the Meeting, the general mandate granted to the Directors pursuant to resolution no. 7 as set out in the notice convening the Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

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## NOTICE OF AGM

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### SPECIAL RESOLUTION

9. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** the existing articles of association of the Company (“Articles”) be and is hereby amended in the following manner:

By replacing the word “special” by “ordinary” immediately after the words “The Members may, at any general meeting convened and held in accordance with these Articles, by” in the existing Article 86(5).”

By Order of the Board of  
**CHINA WIRELESS TECHNOLOGIES LIMITED**  
**GUO DEYING**  
*Chairman*

Hong Kong, 28 April 2006

#### Notes:

1. The register of members of the Company will be closed from 16 May 2006 to 18 May 2006 (both days inclusive) during which period no transfer of share(s) will be effected. Members whose name appear on the register of members of the Company at the close of business on 15 May 2006 will be entitled to attend and vote at the Meeting.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the annual general meeting.
5. Please refer to Appendix III of the circular of the Company dated 28 April 2006 for the details of the new Director to be elected and the retiring Directors subject to re-election at the Meeting.

*As at the date of this notice, the executive Directors are Mr. Guo Deying and Mr. Jiang Chao, the non-executive Directors are Ms. Yang Xiao and Ms. Ma Dehui and the independent non-executive Directors are Dr. Huang Dazhan, Mr. Xie Weixin and Mr. Chan King Chung.*



# CHINA WIRELESS TECHNOLOGIES LIMITED

## 中國無線科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2369)

### FORM OF PROXY

Form of proxy for use at the annual general meeting (the "AGM") of the shareholders of China Wireless Technologies Limited (the "Company") to be held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 26 May 2006 at 3:00 p.m. (and at any adjournment thereof)

I/We \_\_\_\_\_  
of \_\_\_\_\_ <sup>(Note 1)</sup>  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> share(s) of HK\$0.01 each (the "Share(s)")  
in the share capital of the Company, HEREBY APPOINT \_\_\_\_\_ <sup>(Note 3)</sup>

or failing him/her, the Chairman of the AGM, to act for me/us at my/our proxy (Note 4) at the AGM to be held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 26 May 2006 at 3:00 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the said meeting (and at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the said resolutions as hereinunder indicated or, if no such indication is given, as my/our proxy thinks fit and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company.

		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
<b>ORDINARY RESOLUTIONS<sup>(Note 6)</sup></b>			
1.	To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005.		
2.	To declare a final dividend.		
3.(A)(i)	To appoint Mr. Yang Xianzu as an independent non-executive director ("director") (Please refer to the bibliography of Mr. Yang Xianzu as set out in Appendix III of the circular of the Company dated 28 April 2006.).		
3.(A)(ii)	To re-elect Mr. Guo Deying as an executive Director. (Please refer to the bibliography of Mr. Guo Deying as set out in Appendix III of the circular of the Company dated 28 April 2006.).		
3.(A)(iii)	To re-elect Mr. Jiang Chao as an executive Director. (Please refer to the bibliography of Mr. Jiang Chao as set out in Appendix III of the circular of the Company dated 28 April 2006.).		
3.(A)(iv)	To re-elect Ms Yang Xiao a non-executive Director. (Please refer to the bibliography of Ms Yang Xiao as set out in Appendix III of the circular of the Company dated 28 April 2006.).		
3.(B)	To authorise the board ("Board") of Directors to fix the remuneration of the Directors appointed and re-elected under 3(A) above.		
4.	To re-appoint auditors and to authorise the Board to fix the remuneration of the auditors.		

5.	To approve the refreshment of the 10% general limit on grant of options under the share option scheme(s) of the Company.		
6.	To approve the grant of general mandate to the Directors to repurchase the shares (“Shares”) of the Company up to 10%.		
7.	To approve the grant of general mandate to the Directors to issue new Shares up to 20%.		
8.	To approve the extension of the general mandate to the Directors to issue additional Shares up to the number of Shares repurchased by the Company.		
<b>SPECIAL RESOLUTION</b> <sup>(Note 6)</sup>			
9.	To approve the proposed amendment to the articles of association of the Company. (Please refer to the full text of the proposed amendment as set out in resolution No.8 in the Notice of AGM dated 28 April 2006.)		

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_ <sup>(Note 7)</sup>

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Share(s) registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.** A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.
4. A member entitled to vote at the AGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf in accordance with the Company’s articles of association.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“√”) IN THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“√”) IN THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** Failure to complete any or all of the boxes will entitle your proxy to cast your vote at his/her discretion.
6. Special Resolution shall be passed by an affirmative vote of not less than three-fourths of the Company’s total voting shares held by the shareholders who are present at the same meeting (including proxies). Ordinary Resolution shall be passed by an affirmative vote of more than half of the Company’s total voting shares held by the shareholders who are present at the same meeting (including proxies).
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation’s behalf.
8. Where they are joint registered holders of any Share(s), any one of such persons may vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM in person 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 Share(s) shall alone be entitled to vote in respect thereof.
9. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.