
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8033

NOTICE

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

RE-ELECTION OF DIRECTORS

APPROVAL OF THE SHARE OPTION SCHEME

AND

AMENDMENTS TO THE BYE-LAWS

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: 1. the information contained in this document is accurate and complete in all material respects and not misleading; 2. there are no other matters the omission of which would make any statement in this document misleading; and 3. all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The Notice is set out on pages 24 to 35 of this circular. Whether or not Shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Hong Kong branch share registrar of the Company, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

This circular will remain on the "Latest Company Announcement" page of the internet website operated by the Exchange for the purposes of GEM at www.hkgem.com for at least seven days from the day of posting and on the website of the Company at www.vodatelsys.com.

Please note that the English text of this circular shall prevail over the Chinese text.

* for identification purpose only

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Exchange. Listed companies are not generally required to issue paid announcements in Gazetted Newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular (excluding the Notice), unless the context otherwise requires, the following expressions shall have the following meanings:

| | |
|-----------------------|--|
| “Adoption Date” | the date on which the proposed Share Option Scheme is adopted |
| “AGM” | the annual general meeting of the Company to be convened for and held at 3:00 p.m., on 18th November, 2004 at Chater Room I, Function Room Level, The Ritz-Carlton, Hong Kong |
| “Associates” | bears the same meaning ascribed thereto in the GEM Listing Rules |
| “Board” | the board of Directors |
| “Board of MIHL” | the board of directors of MIHL |
| “Bye-laws” | the existing bye-laws of the Company |
| “CO” | the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) |
| “Commencement Date” | in respect of any particular Option, the date on which the Option is granted in accordance with the terms of the Share Option Scheme |
| “Company” | Vodatel Networks Holdings Limited |
| “Director(s)” | the director(s) of the Company |
| “Employee” | any employee of MIHL Group, including executives of MIHL Group, at the time when the Option is granted to such person |
| “ERL” | Eve Resources Limited, a company incorporated in the British Virgin Islands with limited liability |
| “Exchange” | The Stock Exchange of Hong Kong Limited, a company incorporated in Hong Kong with limited liability |
| “Gazetted Newspapers” | those newspapers which are, from time to time, specified in the list of newspapers issued and published in the Gazette for the purposes of section 71A of the CO by Chief Secretary of the Government of Hong Kong |
| “GEM” | the Growth Enterprise Market of the Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |

DEFINITIONS

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| “Grantee” | any Participant who has been offered and has accepted an Offer in accordance with the terms of the Share Option Scheme, or (where the context so permits) any person who is entitled to any such Option in consequence of the death of the original Grantee |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “HK\$” | Hong Kong Dollars, the lawful currency of Hong Kong |
| “Individual Limit” | 1% of the Shares of MIHL in issue at the date of grant |
| “Latest Practicable Date” | 21st October, 2004, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Macao” | the Macao Special Administrative Region of the People’s Republic of China |
| “Main Board” | the stock market operated by the Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM |
| “MIHL” | MegaInfo Holdings Limited, incorporated in Bermuda with limited liability, an indirectly owned subsidiary of the Company and whose shares are listed on GEM |
| “MIHL Group” | MIHL and its subsidiaries |
| “Notice” | the notice convening the AGM |
| “Offer” | the offer of the grant of an Option made pursuant to the Share Option Scheme |
| “Offer Date” | the date on which an Offer is made to a Participant |
| “Option” | an option pursuant to which a Participant is granted a right to subscribe for Shares of MIHL granted pursuant to the Share Option Scheme |
| “Option Period” | a period to be determined and notified by the Board of MIHL to each Grantee, which period may commence on a day on or after the Commencement Date but shall end in any event not later than ten years after the Commencement Date |

DEFINITIONS

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| “Participant” | any Employee, non-executive and independent non-executive directors of MIHL, and certain consultants, suppliers or customers of MIHL Group who, in the sole discretion of the Board of MIHL, have contributed or will contribute or can contribute to MIHL Group |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice |
| “Scheme Mandate Limit” | 10% of the Shares of MIHL in issue on the Adoption Date |
| “SFO” | the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) |
| “Share(s)” | share(s) of HK\$0.10 each in the capital of the Company |
| “Share(s) of MIHL” | share(s) of HK\$0.01 each in the capital of MIHL |
| “Share Option Scheme” | the share option scheme proposed to be adopted by MIHL at its annual general meeting to be convened and held at 4:30 p.m. on 18th November, 2004 at Chater Room I, Function Room Level, The Ritz-Carlton Hong Kong |
| “Shareholder(s)” | holder(s) of the Shares |
| “Subscription Price” | the price per Share of MIHL at which a Grantee may subscribe for Shares of MIHL on the exercise of an Option granted pursuant to the Share Option Scheme |
| “Subsidiary” | a subsidiary within the meaning of the CO for the time being of the Company whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |



VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Executive Directors:

José Manuel dos Santos
Yim Hong
Kuan Kin Man
Monica Maria Nunes

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Chui Sai Cheong
Lo King Chiu Charles
Fung Kee Yue Roger

*Head Office and Principal Place of
Business:*

74 da Rua da Felicidade
Edificio Vodatel
Taipa
Macao

*Principal Place of Business in
Hong Kong:*

Unit 1401, 14th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

25th October, 2004

To Shareholders

Dear Sir or Madam,

**NOTICE
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
APPROVAL OF THE SHARE OPTION SCHEME
AND
AMENDMENTS TO THE BYE-LAWS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at 3:00 p.m. on 18th November, 2004 at Chater Room I, Function

* for identification purpose only

LETTER FROM THE BOARD

Room Level, The Ritz-Carlton, Hong Kong, which, upon approval, would enable the Company to, among other things:

- (a) repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing such resolution;
- (b) issue new Shares equivalent to 20% of the Shares in issue on the date of the relevant resolution and those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (a) above;
- (c) re-elect certain Directors; and
- (d) amend its Bye-laws in light of, among other things, recent changes to the GEM Listing Rules.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general mandate to (i) repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution; and (ii) allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of the ordinary resolution and the nominal amount of any Shares repurchased by the Company (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution). Any issue of new Shares is subject to approval from the Exchange for the listing of and permission to deal in such new Shares.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the GEM Listing Rules, in particular Rule 13.08, is set out in Appendix I to this circular. This explanatory statement provides you with information to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

In accordance with the Bye-laws, Kuan Kin Man and Fung Kee Yue Roger will retire at the AGM and, being eligible, will each offer himself for re-election. Information on such Directors as required to be disclosed under the GEM Listing Rules is set out in Appendix II to this circular.

APPROVAL OF THE SHARE OPTION SCHEME

In compliance with Rule 23.01(4) of the GEM Listing Rules which requires that the share option scheme of a GEM listed company whose holding company is also listed on the Exchange, such schemes, apart from being approved by its shareholders, must also simultaneously be approved by the shareholders of its holding company. Thus, at the AGM, it will be proposed, by way of ordinary resolution, that the Share Option Scheme be approved. The Share Option Scheme will also be proposed, by way of ordinary resolution, at the annual general meeting of MIHL to be convened for

LETTER FROM THE BOARD

and held at 4:30 p.m. on 18th November, 2004 at Chater Room I, Function Room Level, The Ritz-Carlton, Hong Kong that the Share Option Scheme be adopted with a view to providing incentives or rewards to Participants thereunder for their contribution and/or future contribution to MIHL Group and/or to enable MIHL Group to recruit and retain high-calibre employees and attract human resources that are valuable to MIHL Group.

The Share Option Scheme does not specify a minimum period for which an Option must be held nor a performance target which must be achieved before an Option can be exercised. However, the rules of the Share Option Scheme provide that the Board of MIHL may determine, at its sole discretion, such terms(s) on the grant of an Option, which terms may vary on a case by case basis. Subject to the provisions of the GEM Listing Rules and the rules of the Share Option Scheme, the Subscription Price shall be a price determined by the Board of MIHL at its absolute discretion. Under the rules of the Share Option Scheme, the Board of MIHL has a discretion to set a minimum period for which an Option has to be held before the exercise of the subscription rights attaching thereto, coupled with the power of the Board of MIHL to impose any performance target as it considers appropriate before any Option can be exercised. The Directors consider that such discretion will give the Board of MIHL flexibility to use the minimum period and/or performance target to motivate the Participants to use their best endeavours in assisting the growth and development of MIHL Group. The Directors consider that the aforesaid criteria and rules will serve to preserve the value of MIHL and encourage the Participants to acquire proprietary interests in MIHL.

The Directors consider that it is not appropriate to state the value of all Options that can be granted under the Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the value of the Options have not been determined. Such variables include the exercise price, exercise period, any performance targets set and other relevant variables which are not available as no Options have been granted as at the Latest Practicable Date. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders and the shareholders of MIHL.

The Share Option Scheme will take effect subject to (i) the passing of an ordinary resolution by the Shareholders, where the Company as at the Latest Practicable Date indirectly holds 61.05% of MIHL and is the holding company of MIHL, to approve the Share Option Scheme; (ii) the passing of an ordinary resolution by the shareholders of MIHL to approve and adopt the Share Option Scheme and to authorise the Board of MIHL to grant Options to subscribe for Shares of MIHL thereunder and to allot, issue and deal with Shares of MIHL pursuant to the exercise of any Options granted under the Share Option Scheme, and (iii) the listing sub-committee of the directors of the Exchange elected or appointed in accordance with the articles of association of the Exchange, where the context so permits, any committee or sub-committee thereof, with responsibility for GEM granting approval of the listing of and permission to deal in any Shares of MIHL to be issued pursuant to the exercise of Options (subject to an initial limit of 10% of the Shares of MIHL in issue on the Adoption Date). If either of the above conditions is not satisfied on or before the date following 60 days after the Adoption Date, the Share Option Scheme will determine immediately, and any Option granted or agreed to be granted pursuant to the Share Option Scheme and any offer of such grant shall be of no effect and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme.

LETTER FROM THE BOARD

A summary of the principal terms of the Share Option Scheme is set out in Appendix III to this circular. A circular was also published by MIHL on 4th October, 2004 providing information about the Share Option Scheme.

AMENDMENTS TO THE BYE-LAWS

At the AGM, it will also be proposed, by way of special resolution, that the Bye-laws be amended in light of recent changes to the GEM Listing Rules which became effective on 31st March, 2004 and to update some of its other provisions.

The following is a summary of the relevant changes to the Bye-laws arising out of the GEM Listing Rules:

- (1) A new definition on “associates” is added to conform with the GEM Listing Rules.
- (2) A new Bye-law is added to make it clear that the votes of any Shareholder who is required, by virtue of the GEM Listing Rules, to abstain from voting on any resolution shall not be counted.
- (3) The existing Bye-law requiring a Director to declare his interests, directly or indirectly, in any proposed contract or arrangement with the Company, at the meeting of the Board is replaced by one which covers additionally the interests of Director’s associates and to provide, in addition, that such a Director may not vote on board resolutions in which he or any of his associates has a material interest. Voting is, however, permitted in respect of certain exceptional matters as set out therein.
- (4) The existing Bye-law on rotation of Directors is replaced by one which additionally defines the period within which the notice of intention to propose a person for election to the office of Director at a general meeting and notice by such person of his willingness to be elected must be given to the Company. The provision is relevant where a Shareholder wishes to propose a person for election to the Board. It does not apply where existing Directors retire at the general meeting and seek re-election nor does it apply in a situation where the Board itself is recommending the person for election. The relevant period for giving such notices will be at least seven days, commencing on the day after the dispatch of the notice of the general meeting and expiring on the day falling seven days before the date of the general meeting.

There are also some other changes to modernise and update the Bye-laws to take into account modern modes of communication to meet the expectations of the business community and to take into account certain administrative and secretarial procedures relevant to the management of the Company or otherwise incorporate a number of provisions considered reasonably standard to the bye-laws of a listed company.

The full text of the proposed changes to the Bye-laws is set out in the Notice.

LETTER FROM THE BOARD

THE AGM

The following are the details of the AGM:

Date: 18th November, 2004

Time: 3:00 p.m.

Venue: Chater Room I, Function Room Level, The Ritz-Carlton, Hong Kong

The Notice is set out on pages 24 and 35 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Hong Kong branch share registrar of the Company, Abacus Share Registrars Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, as soon as possible and in any event so as to arrive not less than 48 hours before the time appointed for holding the AGM. The return of a form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

POLL PROCEDURE

Where a resolution is put to the vote at the AGM, the resolution shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the AGM; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the AGM; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than 10% of the total voting rights of all Shareholders having the right to vote at the AGM; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the AGM being Shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all Shares conferring that right.

On a poll votes may be given either personally or by proxy.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of

Vodatel Networks Holdings Limited

José Manuel dos Santos

Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains information required pursuant to GEM Listing Rule 13.08 which are set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 613,819,000 Shares.

Subject to the passing of Resolution Number 2(ii) at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM nor outstanding options, if any, granted under the share option scheme adopted by the Company on 5th November, 2002 being exercised, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 61,381,900 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the memorandum of association of the Company and Bye-laws and the applicable laws of Bermuda. A listed company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the repurchased Shares, funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from funds of the Company otherwise available for dividend or distribution or from the share premium account of the Company. The repurchase of Shares will be conditional upon the fact that on the date the purchase is effected, there are no reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

4. STATUS OF REPURCHASED SHARES

The GEM Listing Rules provide that the listing of all repurchased shares is automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the law of Bermuda, repurchased shares of the Company shall be treated as cancelled and its issued share capital (but not the authorised share capital) will be reduced accordingly.

5. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 30th June, 2003) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company if the Repurchase Mandate is exercised and neither has any of the connected persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is exercised.

7. DIRECTORS' UNDERTAKING

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

8. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, ERL held 293,388,000 Shares representing a total of 47.80% of the issued share capital of the Company. In the event the power to repurchase Shares pursuant to the Repurchase Mandate to be exercised in full and assuming there is no change in the issued share capital of the Company and the present shareholding of ERL, the shareholding of ERL would increase to approximately 53.11% of the issued share capital of the Company.

On the basis of the shareholding held by ERL and based solely as a result of the exercise of the Repurchase Mandate in full, ERL would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in any mandatory offer being made under the Takeovers Code.

9. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of securities have been made by the Company in the previous six months, whether on GEM or otherwise.

10. SHARE PRICES

The highest and lowest prices of the Shares as quoted by the GEM in each of the previous twelve months before the Latest Practicable Date were as follows:

| | Shares | |
|-------------|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2003 | | |
| October | 0.440 | 0.365 |
| November | 0.420 | 0.340 |
| December | 0.420 | 0.360 |
| 2004 | | |
| January | 0.410 | 0.365 |
| February | 0.390 | 0.330 |
| March | 0.370 | 0.350 |
| April | 0.385 | 0.340 |
| May | 0.375 | 0.340 |
| June | 0.350 | 0.320 |
| July | 0.400 | 0.300 |
| August | 0.345 | 0.305 |
| September | 0.345 | 0.247 |

Pursuant to the Bye-laws, the details of the Directors who are required to retire at the AGM according to the Bye-laws and who, being eligible, offer themselves for re-election at the AGM are as follows:

(1) **Kuan Kin Man** — *Executive Director*

Kuan Kin Man, aged 39, was appointed an executive Director on 14th December, 1999. He is the general manager of the Group in charge of sales and marketing. In 1985, he joined Zetronic Communications (Macau) Limited as an engineer and was transferred into marketing later. Kuan Kin Man joined Vodatel Systems (the assets and liabilities of which were assigned to Vodatel Holdings Limited, a wholly-owned subsidiary of the Company, on 1st July, 1998) on 8th July, 1992 to assume the role of sales manager and was promoted to general manager in 1994. He is also a non-executive director of MIHL. Apart from holding the directorship in MIHL, Kuan Kin Man has not held any other directorship in any other listed company in the past three years.

Kuan Kin Man entered into a service contract with the Company on 10th February, 2004 for a term of one and a half years from 12th February, 2004 and such contract shall continue thereafter unless and until terminated by either the Company or Kuan Kin Man giving to the other notice of not less than six months in writing to terminate the service contract. Pursuant to the service contract, he is entitled to a fixed monthly salary, director's fee, additional thirteenth month salary and director's fee and a discretionary year-end bonus. The amount payable under the service contract which is HK\$880,750 per annum, shall be reviewed annually by the Board at each financial year end of the Company. The aggregate amount of year-end bonuses payable to all the Directors shall not exceed 10% of the audited consolidated profit after taxation and minority interests but before extraordinary items in respect of the same financial year. The remuneration policy of the Company is based on that Director's experience, responsibility, workload and the time devoted to the Group.

Kuan Kin Man also entered into a service contract with MIHL on 23rd December, 2003 for a term of two years from 16th December, 2003 and such contract will continue thereafter until terminated by either party thereto giving to the other notice of not less than three calendar months in writing, or otherwise in accordance with its terms. Pursuant to the service contract with MIHL, he is entitled to a fixed monthly director's fee and a discretionary year-end bonus. The amount payable under the service contract, which is HK\$60,000 per annum, shall be reviewed annually by the Board of MIHL after the first anniversary of the appointment. The aggregate amount of year-end bonuses payable to all the directors of MIHL shall not exceed 20% of the audited consolidated profit before tax of MIHL Group in respect of the same financial year. The remuneration policy of MIHL is based on that director's experience, responsibility, workload and time devoted to the MIHL Group.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Kuan Kin Man confirms that he holds 12,262,500 Shares representing 2.14% of the issued Shares and 900,000 share options of the Company at the exercise price of HK\$0.42 (which share options were granted to him on 30th June, 2003 at a consideration of HK\$1.00 and will expire on 29th June, 2006).

Other than his directorship of the Company and apart from as set out in this circular, he is not connected with any Directors, senior management of the Company, substantial or controlling Shareholders.

(2) **Fung Kee Yue Roger** — *Independent non-executive Director*

Fung Kee Yue Roger, aged 52, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 30th September, 2004. He is the managing director of Mitel Networks Asia Pacific Limited, a wholly owned subsidiary of Mitel Networks Corporation in Canada. He graduated from the University of Toronto with a Bachelor of Applied Science degree in Industrial Engineering. He was a member of Professional Engineers Ontario, Canada. He has more than twenty years of experience in the telecommunications and electronics industry.

Pursuant to the service contract entered into between Fung Kee Yue Roger and the Company, with effect from 1st October, 2004, Fung Kee Yue Roger's appointment shall continue for an initial term of two years and shall continue unless and until terminated by either party giving to the other a notice of not less than three months in writing to terminate the appointment. Under the service contract, Fung Kee Yue Roger is entitled to receive an annual remuneration of HK\$120,000. The policy of the Company on remuneration is based on that Director's experience, responsibility, workload and time devoted to the Group.

Other than his appointment as an independent non-executive Director, Fung Kee Yue Roger confirms that he is not connected with any Directors, senior management of the Company, substantial or controlling Shareholders. Fung Kee Yue Roger has not held any other directorship in any other listed company in the past three years.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Fung Kee Yue Roger holds 210,000 Shares (representing 0.034% of the issued share capital of the Company as at the Latest Practicable Date) which he acquired on the market shortly after the Company was listed. Apart from as set out above, he confirms that he does not have any conflict of interest as per the requirements of rule 5.09 of the GEM Listing Rules which would render him unsuitable as an independent non-executive Director.

This Appendix summarizes the principal terms of the Share Option Scheme but does not form part of, nor is it intended to be, part of the Share Option Scheme nor should it be taken as effecting the interpretation of the rules of the Share Option Scheme.

1. PURPOSE OF THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to provide incentives or rewards to Participants thereunder for their contribution and/or future contribution to MIHL Group and/or to enable MIHL Group to recruit and retain high-calibre employees and attract human resources that are valuable to MIHL Group.

2. WHO MAY JOIN

The Board of MIHL may, at its discretion, offer any Participants options to subscribe for such number of new Shares of MIHL as the Board of MIHL may determine at an exercise price determined in accordance with paragraph 5 below. Upon acceptance of the option, the Grantee shall pay HK\$1.00 to MIHL by way of consideration for the grant.

On and subject to the terms of the Share Option Scheme, the Board of MIHL shall be entitled at any time within ten years after the Adoption Date to make an Offer to any Participant as the Board of MIHL may in its absolute discretion select to subscribe for such number of Shares as the Board of MIHL may determine at the Subscription Price.

An Offer shall be made to a Participant by letter in such form as the Board of MIHL may from time to time determine requiring the Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the Share Option Scheme and shall remain open for acceptance by the Participant to whom an Offer is made for a period of not more than 28 days from the Offer Date, provided that no such Offer shall be open for acceptance after the tenth anniversary of the Adoption Date or after the Share Option Scheme has been terminated in accordance with the provisions thereof or after the Participant (being an Employee) to whom the offer is made has ceased to be an Employee or after such other date as determined by the Board of MIHL.

An Offer shall be deemed to have been accepted and the Option to which the Offer relates shall (unless otherwise provided therein) be deemed to have been granted and to have taken effect (with retrospective effect from the Offer Date) when the duplicate letter comprising acceptance of the Offer duly signed by the Grantee with the number of Shares of MIHL in respect of which the Offer is accepted clearly stated therein, together with a remittance in favour of MIHL of HK\$1.00 by way of consideration for the grant thereof, is received by MIHL. Such remittance shall in no circumstances be refundable. The date of grant is the Offer Date provided that the Offer is accepted on or before the last day of acceptance of the Offer which shall be not more than 28 days from the Offer Date.

Any Offer may be accepted for less than the number of Shares of MIHL in respect of which it is offered provided that it is accepted in respect of a board lot for dealing in Shares of MIHL on the Exchange or an integral multiple thereof. To the extent that the Offer is not accepted before the last day of acceptance in the manner described in the preceding paragraph, it will be deemed to have been irrevocably declined.

3. MAXIMUM NUMBER OF SHARES OF MIHL

- (i) The overall limit on the number of Shares of MIHL which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme and other share option schemes must not, in aggregate, exceed 30% of the Shares of MIHL in issue from time to time.
- (ii) The Shares of MIHL which are the subject of Options that may be granted immediately after the Adoption Date and options under any other share option schemes must not exceed the Scheme Mandate Limit unless further approval of the shareholders of MIHL has been obtained pursuant to sub-paragraphs (iii) and (iv) below. Such 10% shall represent 53,500,000 Shares of MIHL on the basis that the issued Shares of MIHL as at the AGM will be 535,000,000. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (iii) The Company may refresh the Scheme Mandate Limit at any time subject to prior Shareholders' approval. However, the Scheme Mandate Limit as refreshed must not exceed 10% of the Shares of MIHL in issue as at the date of the aforesaid approval by shareholders of MIHL. A circular must be sent by MIHL to shareholders of MIHL in connection with the meeting at which their approval will be sought.
- (iv) MIHL may also seek separate shareholders' approval for granting Options beyond the Scheme Mandate Limit to Participants specifically identified by MIHL before the aforesaid shareholders' meeting where such approval is sought. A circular must be sent to shareholders of MIHL containing a generic description of the identified Participants, the number and terms of the Options to be granted, the purpose of granting Options to the identified Participants, and how these Options serve such purpose.
- (v) The total number of Shares of MIHL issued and to be issued upon exercise of the Options granted and to be granted to each Participant or Grantee (as the case may be), including both exercised, cancelled and outstanding Options, in any 12-month period up to the date of grant must not exceed the Individual Limit. Any further grant of options in excess of the Individual Limit must be subject to approval of shareholders of MIHL with such Participant or Grantee (as the case may be) and his Associates abstaining from voting. A circular must be sent to the shareholders of MIHL disclosing the identity of the Participant or Grantee (as the case may be), the number and terms of the Options granted and to be granted (including Options previously granted). The number and terms (including the Subscription Price) of Options to be granted to such Participant or Grantee (as the case may be) must be fixed before approval of shareholders of MIHL is sought and the date of meeting of the Board of MIHL for proposing such further grant should be taken as the date of grant for the purpose of calculating the Subscription Price.

4. TERMS OF EXERCISE OF OPTION

An Option may be exercised by the Grantee in accordance with the terms of the Share Option Scheme at any time during the Option Period but may not be exercised after the expiry of ten years from the Commencement Date. The Share Option Scheme does not specify a minimum period for which an Option must be held nor a performance target which must be achieved before an Option can be exercised. The Board of MIHL may impose restrictions on the exercise of an Option during the Option Period including, if appropriate:

- (i) a minimum period for which all or part of an Option may be exercised;
- (ii) performance targets which must be achieved before the Options can be exercised.

5. SUBSCRIPTION PRICE

The Subscription Price shall be a price determined by the Board of MIHL at its absolute discretion and notified to a Participant and shall not be less than the highest of (i) the closing price of the Shares of MIHL as stated in the daily quotation sheets of the Exchange on the Offer Date, which must be a business day; (ii) the average closing price of the Shares of MIHL as stated in the daily quotation sheets issued by the Exchange for the five business days immediately preceding the Offer Date; and (iii) the nominal value of the Share of MIHL on the date of grant of the Option. The date of grant is the Offer Date provided that it is accepted on or before the last day of acceptance of the Offer which shall be not more than 28 business days from the Offer Date.

6. RANKING OF SHARES OF MIHL, INCLUDING RIGHTS ARISING ON LIQUIDATION

- (i) Shares of MIHL to be allotted and issued on the exercise of Options will be subject to all the provisions of the bye-laws of MIHL for the time being in force and will rank *pari passu* with the other fully-paid Shares of MIHL in issue as from the date when the name of Grantee is registered in the register of members of MIHL and accordingly will entitle the holders of the Shares of MIHL to be allotted and issued to participate in all dividends or other distributions paid or made on or after the date when the name of Grantee is registered in the register of members of MIHL. When the date of exercise of the Option falls on a date upon which the register of members of MIHL is closed then the exercise of the Option shall become effective on the first business day in Hong Kong on which the register of members of MIHL is re-opened.
- (ii) In the event a notice is given by MIHL to its shareholders to convene a shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up MIHL, MIHL shall forthwith give notice thereof to the Grantee and the Grantee (or his personal representatives) may by notice in writing to MIHL (such notice to be received by MIHL not later than four business days prior to the proposed meeting of the shareholders of MIHL) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice and MIHL shall as soon as possible and in any event no later than the day immediately prior to the date of the proposed shareholders' meeting, allot and issue such number of Shares of MIHL to the Grantee (or his personal representatives) which falls to be issued on such exercise.

- (iii) If the Grantee dies or a Grantee who is an Employee ceases to be an Employee by reasons of death before exercising the Option in full and none of the events referred to in (iv) below which would be a ground for termination of his employment by MIHL Group arises, the personal representatives may exercise the Option (to the extent not already exercised) within a period of 12 months from the date of death to exercise the Option up to the entitlement of such Grantee as at the date of death, failing which it will lapse.
- (iv) If the Grantee who is an Employee ceases to be an Employee on the grounds that he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay debts or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty, the Option granted to him will lapse on the date of termination of his employment and cannot be exercised.
- (v) If the Grantee who is an Employee leaves the service of MIHL Group for reasons other than on his death or on one or more grounds specified in (iv) above, the Option granted to him may be exercised within three months following the date of such cessation up to the Grantee's entitlement at the date of cessation (to the extent not already exercised), which date shall be the last actual working day with MIHL or the relevant subsidiary, whether salary is paid in lieu of notice or not.
- (vi) In the event of a general offer by way of takeover (otherwise than by a scheme of arrangement) being made to all the holders of Shares of MIHL (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Grantee (or, where appropriate, his personal representatives) shall be entitled to exercise the Option in full (to the extent not already exercised even though the Option Period has not come into effect during the occurrence of the general offer) at any time within one month after the date on which the offer becomes or is declared unconditional.
- (vii) In the event of a general offer, by way of scheme of arrangement being made to all the holders of Shares and has been approved by the necessary number of holders of Shares of MIHL at the requisite meetings, the Grantee (or his personal representatives) may thereafter (but before such time as shall be notified by MIHL) exercise the Option (to the extent not already exercised) to its full extent or to the extent specified in such notice.
- (viii) Other than a scheme of arrangement contemplated in paragraph (vii) above, in the event of a compromise or arrangement between MIHL and its members or creditors being proposed in connection with the scheme for the reconstruction or amalgamation of MIHL, MIHL shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement and the Grantee (or his personal representatives) may by notice in writing to MIHL accompanied by the remittance for the Subscription Price in respect of the relevant Option (such notice to be received by MIHL not later than four business days prior to the proposed meeting) exercise the Option

(to the extent not already exercised) either to its full extent or to the extent specified in such notice and MIHL shall as soon as possible and in any event no later than the day immediately prior to the date of the proposed meeting, allot and issue such number of Shares of MIHL to the Grantee (or his personal representatives) which falls to be issued on such exercise credited as fully paid and register the Grantee (or his personal representatives) as holder thereof.

7. PERIOD OF THE SHARE OPTION SCHEME

Subject to earlier termination by MIHL in general meeting or by the Board of MIHL, the Share Option Scheme shall be valid and effective for a period of ten years from the Adoption Date. After the expiry of the ten-year period, no further Options will be offered or granted but in all other respects the provisions of the Share Option Scheme shall remain in force and effect.

8. LAPSE OF OPTION

An Option shall lapse automatically and not be exercisable, to the extent not already exercised, on the earliest of:

- (i) the expiry of the Option Period;
- (ii) the expiry of the periods referred to sub-paragraphs 6(ii) (subject to the passing of the resolution to voluntarily wind up the Company), (iii) and (v) above;
- (iii) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in sub-paragraph 6(vii) above;
- (iv) the date on which the Grantee who is an Employee ceases to be an Employee by reason of the termination of his employment on grounds including, but not limited to, serious misconduct, appears either to be unable to pay or to have no reasonable prospect of being able to pay debts or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty;
- (v) subject to the compromise or arrangement becoming effective, the expiry of the period referred to in sub-paragraph 6(viii);
- (vi) the date of the commencement of the winding-up of the Company;
- (vii) the date on which the Grantee sells, transfers, charges, mortgages, encumbers or creates any interest in favour of any third party over or in relation to the Option in breach of the Share Option Scheme;

- (viii) the expiry of the period referred to in sub-paragraph 6(vi) provided that if any court of competent jurisdiction makes an order the effect of which is to prevent the offeror from acquiring Shares in the Offer, the relevant period within which Options may be exercised shall not begin to run until the discharge of the order in question or unless the Offer lapses or is withdrawn before the date; and
- (ix) the occurrence of such event or expiry of such period as may have been specifically provided for in the Offer (if any), unless otherwise resolved to be the contrary by the Board of MIHL.

9. REORGANISATION OF CAPITAL STRUCTURE

In the event of a capitalisation issue, rights issue, sub-division or consolidation of Shares of MIHL or reduction of capital whilst any Option remains exercisable, adjustments (if any) shall be made in the aggregate number of Shares of MIHL in respect of which Options may be granted subject to outstanding Options so far as unexercised and/or the Subscription Price of each outstanding Option as the independent financial adviser or auditors of MIHL (as the case may be) shall certify in writing to the Board of MIHL that the adjustments will give the Grantee of an Option the same proportion of the equity capital as that to which that person was previously entitled. Any such alterations will be made on basis that the aggregate Subscription Price payable on the full exercise of any Option is to remain as nearly as possible the same (and in any event not greater than) as it was before such event. No such alteration will be made the effect of which would be to enable a Share to be issued at less than its nominal value or which would change the proportion of the issued share capital of MIHL for which any Grantee of an Option is entitled to subscribe pursuant to the Options held by him before such alteration. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

10. CANCELLATION OF OPTIONS

Any Options granted but not exercised may be cancelled by MIHL if the Grantee so agrees. If such cancellation has been approved by shareholders in a general meeting, such Options which were cancelled may be re-issued after such cancellation, provided that re-issued Options shall only be granted in compliance with the terms of the Share Option Scheme and with available unissued Options (excluding the cancelled Options) within the Scheme Mandate Limit (as refreshed from time to time).

11. TERMINATION OF THE SHARE OPTION SCHEME

MIHL may by ordinary resolution in general meeting or the Board of MIHL may at any time terminate the operation of the Share Option Scheme and in such event no further Options will be offered or granted but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect. Options complying with the provisions of Chapter 23 of the GEM Listing Rules which are granted during the life of the Share Option Scheme and which remain unexpired immediately prior to the end of the ten-year period shall continue to be exercisable thereafter.

12. EXERCISE OF OPTIONS

An Option shall be personal to the Grantee and shall not be capable of assignment and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Option.

An Option may be exercised in whole or in part in the manner as set out in the following paragraph by the Grantee (or his personal representative) giving notice in writing to MIHL stating that the Option is thereby exercised and the number of Shares of MIHL in respect of which it is exercised. Each such notice must be accompanied by a remittance for the aggregate amount of the Subscription Price multiplied by the number of Shares of MIHL in respect of which the Option is exercised under the notice given. Within 28 days after receipt of the notice and, where appropriate, receipt of the certificate of the independent financial adviser or (as the case may be) auditors of MIHL pursuant to paragraph 9, MIHL shall allot, and shall instruct the share registrar to issue, the relevant Shares of MIHL to the Grantee (or his personal representatives) credited as fully paid and issue to the Grantee (or his personal representatives) a share certificate in respect of the Shares of MIHL so allotted.

13. ALTERATIONS OF THE SHARE OPTION SCHEME

The Share Option Scheme may be altered in any respect by a resolution of the Board of MIHL, save that the provisions relating to the matters set out in rule 23.03 of the GEM Listing Rules shall not be altered to extend the class of persons eligible for the grant of Options or to the advantage of Grantees or prospective Grantees the prior approval of shareholders in general meeting with the Grantees and their Associates abstaining from voting, provided that no such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration, save with the consent or sanction of such majority of the Grantees as would be required of the shareholders under the bye-laws for the time being of MIHL for a variation of the rights attached to the Shares of MIHL.

Any alteration to the terms and conditions of the Share Option Scheme, which is of a material nature or any change to the authority of the Board of MIHL, shall be approved by the Exchange and the shareholders, save where such alteration takes effect automatically under the existing terms of the Share Option Scheme. The amended terms of the Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 23 of the GEM Listing Rules. Any change to the authority of the directors or scheme administrators in relation to any alteration to the terms of the Share Option Scheme must be approved by shareholders in general meeting.

14. ADMINISTRATION OF THE SHARE OPTION SCHEME

The Share Option Scheme shall be subject to the administration by the Board of MIHL, and the decision of the Board of MIHL shall be final and binding on all parties. Subject to the compliance of the relevant requirements under the GEM Listing Rules, the Board of MIHL shall have the right (i) to interpret and construe the provisions of the Share Option Scheme; (ii) to determine the persons who will be awarded options under the Share Option Scheme, and the number and Subscription Price awarded thereto, (iii) to make such appropriate and equitable adjustments to the terms of Options granted under the Share Option Scheme as it deems necessary, and (iv) to make such other decisions or determinations as it shall deem appropriate in the administration of the Share Option Scheme.

15. GRANT OF OPTIONS TO CONNECTED PERSONS

- (i) The grant of Options to a director, the chief executive or substantial shareholder of MIHL or any of their Associates requires the approval of independent non-executive directors (excluding an independent non-executive director who is the prospective Grantee in question). Where any grant of Options to a substantial shareholder or an independent non-executive director or their respective Associates will result in the Shares of MIHL issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled, and outstanding) to such person in the 12-month period up to the date of grant representing in aggregate over 0.1% of the Shares of MIHL in issue on the date of such grant and an aggregate value, based on the closing price of the Shares of MIHL at the date of each grant, in excess of HK\$5 million, such grant of Options must be subject to shareholders' approval taken on a poll. All connected persons (as defined in the GEM Listing Rules) of MIHL must abstain from voting except that any connected person of MIHL may vote against the resolution provided that his intention to do so has been stated in the circular.
- (ii) The abovementioned circular must contain the following:
- details of the number and terms (including the Subscription Price) of the Options to be granted to each Participant (which must be fixed before the shareholders' meeting) and the date of the Board of MIHL meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the Subscription Price;
 - a recommendation from the independent non-executive directors (excluding any independent non-executive director who is a Grantee) as to voting; and
 - information relating to any directors who are trustees of the Share Option Scheme.
- (iii) Shareholders' approval as described above is also required for any change in the terms of Options granted to a Grantee who is a substantial shareholder, an independent non-executive director or their respective Associates.
- (iv) The requirements for the granting of Options to a director or chief executive of MIHL set out above do not apply where the Participant is only a proposed director or chief executive of MIHL.

16. RESTRICTION ON GRANT OF OPTIONS

No Option may be granted after a price sensitive development has occurred or a price sensitive matter has been the subject of a decision, until such price sensitive information has been announced pursuant to the requirements of Chapter 16 of the GEM Listing Rules. In particular, no Option may be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of meeting of the Board of MIHL (as such date is first notified to the Exchange in accordance with the GEM Listing Rules) for the approval of the full year, half year or quarterly financial results of MIHL; and
- (ii) the deadline for MIHL to publish an announcement of its full year, half year or quarterly financial results in accordance with the GEM Listing Rules.

and ending on the date of the results announcement.

17. The Share Option Scheme and all Options granted under the Share Option Scheme shall be governed by and construed in accordance with the laws of Hong Kong.

NOTICE OF ANNUAL GENERAL MEETING



VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 8033

NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

NOTICE IS HEREBY GIVEN THAT AGM of Vodatel Networks Holdings Limited (“Company”) will be held at 3:00 p.m. on 18th November, 2004 at Chater Room I, Function Room Level, The Ritz-Carlton, the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”) for the following purposes:

1. As ordinary business, to consider and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

- (i) to re-elect Kuan Kin Man as an executive director of the Company;
 - (ii) to re-elect Fung Kee Yue Roger as an independent non-executive director of the Company;
 - (iii) to authorise the board of directors of the Company (“Directors”) to fix the remuneration of all Directors who are re-elected at the AGM. The bonuses in favour of the executive Directors shall be decided by the majority of the board of Directors provided that the total amount of bonus payable to all the Directors in respect of any one financial year shall not exceed 10% of the audited consolidated profit after taxation and minority interests but before extraordinary items of the Company and its subsidiaries for the relevant year; and
 - (iv) to re-appoint auditors of the Company for the ensuing year and authorise the board of directors of the Company to fix their remuneration.
2. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (i) “**THAT:**
 - (a) subject to paragraph (c), the exercise by the board of directors of the Company (“Directors”) during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorise the board of Directors (“Board”) during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or the exercise of the subscription rights under the share option scheme of the Company adopted on 5th November, 2002, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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 passing of this resolution until whichever is the earlier 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 the bye-laws of the Company or any applicable law to be held;
- (III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board 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 any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

(ii) **“THAT:**

- (a) the exercise by the board of directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of Shares to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 the bye-laws of the Company or any applicable law to be held; or

(III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

(iii) “**THAT** conditional upon resolution number 2(ii) above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the board of directors of the Company (“Directors”) as mentioned in resolution number 2(ii) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the board of Directors pursuant to resolution number 2(i) above.”

(iv) “**THAT** conditional on (i) the listing sub-committee of the directors of The Stock Exchange of Hong Kong Limited (“Exchange”) elected or appointed in accordance with the articles of association of the Exchange, where the context so permits, any committee or sub-committee thereof, with responsibility for the Growth Enterprise Market of the Exchange (“GEM”) granting the approval for the listing of and permission to deal in the shares of MegaInfo Holdings Limited, incorporated in Bermuda with limited liability, an indirectly owned subsidiary of the Company and whose shares are listed on GEM (“MIHL”) to be issued pursuant to the exercise of any options to be granted under the share option scheme of MIHL (“Share Option Scheme”), a copy of the rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of the meeting for the purpose of identification; and (ii) the shareholders of MIHL approving the adoption of MIHL of the Share Option Scheme, the Share Option Scheme be and is hereby approved and the directors of the Company be and are hereby authorised and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme.”

NOTICE OF ANNUAL GENERAL MEETING

3. As special business, to consider and if thought fit, pass with or without any amendments, the following special resolutions:

SPECIAL RESOLUTIONS

“**THAT** the bye-laws of the Company (“Bye-laws”) be and are hereby amended in the following manner:

Bye-law 1

- (i) By inserting the following new definitions in Bye-law 1:

“associate” the meaning attributed to it in the rules of the Designated Stock Exchange.

“Hong Kong” the Hong Kong Special Administrative Region of the People’s Republic of China.

“website of the Company” the website of the Company to which any Member may have access, the address or domain name of which has been notified to the Members at the time the Company seeks the relevant Member’s consent for the purposes of Bye-law 160.

- (ii) By deleting the following words from the definition of “clearing house”:

“a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or”

Bye-law 2

- (i) By inserting in Bye-law 2(e) after the words “expressions referring to writing” the words “or printing”; and after the words “photography and other modes of representing words in a visible form” the words “, and including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment or is placed on the website of the Company and, in each case, the Member concerned (where the relevant provision of these Bye-laws requires the delivery at service of any document or notice on him in his capacity as Member) has elected for the receipt of the relevant download or notice through electronic means and both the mode of services of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations”;

- (ii) By replacing the full stop “.” appearing at the end of Bye-law 2(j) with a semi-colon “;”;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) By inserting the following new Bye-law 2(k) immediately after the existing Bye-law 2(j):

“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

Bye-law 6

By inserting the following words “, save for the use of share premium as expressly permitted by the Act,” after the words “its authorised or issued share capital or”.

Bye-law 44

By inserting after the words “any other newspapers in accordance with the requirements of any Designated Stock Exchange” the words “or by any electronic means”.

Bye-Law 46

By inserting after the words “an instrument of transfer in the usual or common form” the words “or in a form prescribed by the Designated Stock Exchange”.

Bye-law 51

By inserting after the words “in accordance with the requirements of any Designated Stock Exchange” the words “or by any means in such manner as may be accepted by the Designated Stock Exchange”.

Bye-law 76

- (i) By re-numbering existing Bye-law 76 as Bye-law 76(1);

- (ii) By inserting the following as new Bye-law 76(2):

“(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 or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”

NOTICE OF ANNUAL GENERAL MEETING

Bye-law 86

- (i) By deleting the word “special” in paragraph (4) of Bye-law 86 and replacing it with the word “ordinary”; and
- (ii) By adding the following as a new sub-paragraph (7) to Bye-law 86:

“(7) An alternate Director shall not be, nor be deemed to be, the agent of the Director appointing him and the latter shall not be vicariously liable for any tort committed by the former”

Bye-law 88

By deleting Bye-law 88 in its entirety and replacing therewith the following new Bye-law 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 there shall have been lodged at the Office or at the head office of the Company within the period referred to in the next succeeding sentence 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. The period for lodgment of such notices shall commence on (and include) the day after the despatch of the notice of meeting appointed for such election and end on (and exclude) the date that is seven (7) days before the date appointed for the meeting.”

Bye-law 103

By deleting the existing Bye-law 103 in its entirety and replacing therewith the following new Bye-law 103:

- “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 associates or obligations incurred or undertaken by him or any of his associates 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 sub-underwriting 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;
 - (v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and/or his associate(s) is/are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or
 - (vi) 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, his associates and 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) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.

NOTICE OF ANNUAL GENERAL MEETING

- (3) Where a company in which a Director and/or his associates holds five (5) per cent. or more is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.

- (4) 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 his associate(s) 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 and/or his associate(s) 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.”

Bye-law 115

By inserting after the words “The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone” the words “or by any electronic means”.

Bye-law 153

- (i) By inserting after the words “Subject to Section 88 of the Act” the words “and subject to Bye-law 153A”;

- (ii) By adding the following new Bye-laws 153A and 153B immediately after Bye-law 153:

“153A To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statues, a summary financial statement derived from the annual accounts of the Company and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if

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he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the annual financial statement of the Company and the directors' report thereon.

- 153B The requirement to send to a person referred to in Bye-law 153 the document referred to in that Bye-law or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the computer network of the Company or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the obligation of the Company to send to him a copy of such documents.”

Bye-law 160

By inserting the following new Bye-law 160 in place of the existing Bye-law 160:

- “160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not to be given or issued under these Bye-laws from the Company to a Member, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the website of the Company and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any

NOTICE OF ANNUAL GENERAL MEETING

of the means set out above. In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”;

Bye-law 161

- (i) By deleting the existing Bye-law 161(b) and inserting the following new Bye-law 161(b) in its place:

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the website of the Company is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; and”

- (ii) By inserting the following new Bye-law 161(c) immediately after the new Bye-law 161(b):

“(c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and”;

- (iii) By inserting the following new Bye-law 161(d) immediately after the new Bye-law 161(c):

“(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.””

4. **“THAT** the new bye-laws of the Company (“Bye-laws”), consolidating all of the changes referred to in resolution number 3 and in the form produced to the meeting, be and are hereby adopted with immediate effect in replacement of the existing Bye-laws.”

By Order of the Board
Vodatel Networks Holdings Limited
José Manuel dos Santos
Chairman

Hong Kong, 25th October, 2004

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business:

74 da Rua da Felicidade
Edifício Vodatel
Taipa
The Macao Special Administrative Region of the People's Republic of China

Place of Business in Hong Kong:

Unit 1401, 14th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Executive Directors:

José Manuel dos Santos
Yim Hong
Kuan Kin Man
Monica Maria Nunes

Independent non-executive Directors:

Chui Sai Cheong
Lo King Chiu Charles
Fung Kee Yue Roger

Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote in his stead in accordance with the bye-laws of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Hong Kong branch share registrar of the Company, Abacus Share Registrars Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.

NOTICE OF ANNUAL GENERAL MEETING

4. In accordance with the bye-laws of the Company, the following categories of members may demand that the vote in respect of any resolution to be put to the general meeting should be taken on a poll:
- (a) 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) any 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 10% of the total voting rights of all the members having the right to vote at the meeting; or
 - (c) any 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 10% of the total sum paid up on all the Shares conferring that right; or
 - (d) the chairman of such meeting.

A poll may be so demanded before or on the declaration of the result of the show of hands.



VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8033)

PROXY FORM

Form of proxy for use at the annual general meeting (and at any adjournment thereof) to be held on 18th November, 2004

I/We¹ _____
of _____

being the registered holder(s) of _____ shares² of HK\$0.10 each in the capital of Vodatel Networks Holdings Limited ("Company"), HEREBY APPOINT THE CHAIRPERSON OF THE MEETING or³ _____
of _____

as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Chater Room I, Function Room Level, The Ritz-Carlton, the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong") on Thursday, 18th November, 2004 at 3:00 p.m. to consider and if thought fit, pass the Resolutions set out in the notice convening the said Meeting ("Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below.

| | ORDINARY RESOLUTIONS | FOR ⁴ | AGAINST ⁴ |
|----|--|------------------|----------------------|
| 1. | (i) To re-elect Kuan Kin Man as an executive director of the Company. | | |
| | (ii) To re-elect Fung Kee Yue Roger as an independent non-executive director of the Company. | | |
| | (iii) To authorise the board of directors of the Company to fix the remuneration of all directors of the Company who are re-elected at the AGM as set out in ordinary resolution number 1(iii) in the Notice. | | |
| | (iv) To re-appoint auditors of the Company for the ensuing year and authorise the board of directors of the Company to fix their remuneration. | | |
| 2. | (i) To grant a general mandate to the directors of the Company to allot, issue and deal with the shares of the Company, in terms as referred to in ordinary resolution number 2(i) in the Notice. | | |
| | (ii) To grant a general mandate to the directors of the Company to repurchase its own shares, in terms as referred to in ordinary resolution number 2(ii) in the Notice. | | |
| | (iii) To approve the extension of the general mandate to be granted to the directors of the Company to allot shares, in terms as referred to in ordinary resolution number 2(iii) in the Notice. | | |
| | (iv) To approve the adoption of the Share Option Scheme of MegaInfo Holdings Limited and to authorise the directors of the Company to do such acts as referred to in ordinary resolution number 2(iv) in the Notice. | | |

| | SPECIAL RESOLUTIONS | FOR ⁴ | AGAINST ⁴ |
|----|---|------------------|----------------------|
| 3. | To approve the amendments to the bye-laws of the Company as set out in special resolution number 3 in the Notice. | | |
| 4. | To adopt the new bye-laws of the Company, consolidating all of the changes referred to in special resolution number 3 above and in the form produced to the Meeting in replacement of the existing bye-laws of the Company. | | |

Dated this _____ day of _____ 2004. Signed⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 - Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
 - If any proxy other than the chairperson is preferred, strike put "the chairperson of the Meeting" here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OR PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 - IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
 - 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 under its common seal or under the hand of an officer or attorney duly authorised.
 - In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for the purpose seniority will be determined by the order in which the names stand in the Register of Members.
 - This form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Hong Kong branch share registrar of the Company, Abacus Share Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting, and in default the form of proxy shall not be treated as valid.
 - The completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) should you so wish.
 - The proxy need not be a member of the Company.
- * for identification purpose only