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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

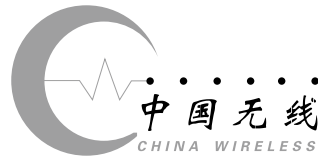
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Wireless Technologies Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

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**CHINA WIRELESS TECHNOLOGIES LIMITED**

**中國無線科技有限公司**

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

**(Stock Code: 2369)**

**PROPOSALS FOR BONUS ISSUE OF SHARES,  
GRANT OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS,  
INCREASE IN AUTHORISED SHARE CAPITAL AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of the Company to be held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 25 May 2007 at 3:00 p.m. is set out on pages 15 to 19 of this circular.

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

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*Accompanying: Form of proxy for AGM*

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## **RESPONSIBILITY STATEMENT**

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

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## EXPECTED TIMETABLE

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2007

Circular relating to, among others, the Bonus Issue to be dispatched on or before. . . . .	Monday, 30 April
Last day of trading in Shares cum entitlements to the Bonus Issue . . . . .	Thursday, 17 May
First day of trading in Shares ex entitlements to the Bonus Issue. . . . .	Friday, 18 May
Latest time for lodging transfer forms of Shares to qualify for entitlements to the Bonus Issue. . . . .	4:30 p.m. on Monday, 21 May
Closure of register of members (both days inclusive). . . . .	From Tuesday, 22 May To Friday, 25 May
Latest time for lodging forms of proxy for the AGM . . . . .	3:00 p.m. on Wednesday, 23 May
Record date for determination of entitlements to the Bonus Issue . . . . .	Tuesday, 22 May
AGM. . . . .	3:00 p.m. on Friday, 25 May
Register of members re-opens . . . . .	9:30 a.m. on Monday, 28 May
Dispatch of share certificates for Bonus Shares . . . . .	Friday, 15 June
First day of trading in Bonus Shares on the Stock Exchange . . . . .	Monday, 18 June

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 25 May 2007 at 3:00 p.m., the notice of which is set out on pages 15 to 19 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bonus Issue”	issue of one Bonus Share for every one Share in issue to the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date
“Bonus Share(s)”	new Share(s) to be issued by way of Bonus Issue by the Company as described herein
“Company”	China Wireless Technologies Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors at the AGM to allot, issue and deal with new Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	25 April 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company on the Record Date is/are outside Hong Kong

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## DEFINITIONS

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“PRC”	The People’s Republic of China and for the purpose of this circular, excluding Hong Kong
“Record Date”	22 May 2007, being the date for determining the entitlement to the Bonus Issue
“Repurchase Code”	the Code on Share Repurchase of Hong Kong
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 21 November 2004
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### CHINA WIRELESS TECHNOLOGIES LIMITED

### 中國無線科技有限公司

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

**(Stock Code: 2369)**

*Executive Directors:*

Mr. Guo Deying *(Chairman and Chief Executive Officer)*  
Mr. Jiang Chao

*Non-executive Directors:*

Ms. Yang Xiao  
Ms. Ma Dehui

*Independent non-executive Directors:*

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

*Registered office:*

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

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

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

*Principal place of business  
in Hong Kong:*

Room 1902, MassMutual Tower  
38 Gloucester Road  
Wanchai  
Hong Kong

30 April 2007

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

Dear Sir or Madam,

**PROPOSALS FOR BONUS ISSUE OF SHARES,  
GRANT OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS,  
INCREASE IN AUTHORISED SHARE CAPITAL AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

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

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## LETTER FROM THE BOARD

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At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the Bonus Issue; (ii) the grant of the proposed Repurchase Mandate; (iii) the grant of the proposed Issue Mandate and the extension of the Issue Mandate; (iv) the re-election of retiring Directors; and (v) the increase in the authorised share capital of the Company.

### 1. PROPOSED BONUS ISSUE

The Board is pleased to announce that the Directors recommended the Bonus Issue to the Shareholders on the basis of one Bonus Share for every one Share in issue held on the Record Date. The Bonus Shares will be credited as fully paid by way of capitalisation of an amount of about HK\$4,995,880 in the share premium account of the Company. Assuming that no further Shares will be issued or repurchased before the Record Date, 499,588,000 Bonus Shares will be issued pursuant to the Bonus Issue. The Bonus Shares will rank pari passu in all respects with the Shares and the Company will not allot any fractions of Bonus Shares.

#### Conditions of the Bonus Issue

The Bonus Issue is conditional, amongst other things, upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM for approving the Bonus Issue;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) immediately following the date of the issue of the Bonus Shares, the Company shall be able to pay its debt as they fall due in the ordinary course of business.

Subject to fulfilment of the above conditions, certificates for the Bonus Shares are expected to be dispatched to the Shareholders by ordinary post at their own risk on or before 15 June 2007.

#### Reason for the Bonus Issue

The Board believes that the Bonus Issue is a return to the support of the Shareholders. The Bonus Issue will also allow the Shareholders to participate in the business growth of the Company by way of capitalisation of a portion of the share premium account.

#### Closure of register of members

The register of members of the Company will be closed from 22 May 2007 to 25 May 2007, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the Bonus Issue, all transfers of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the share registrar of the Company no later than 4:30 p.m. on 21 May 2007.

#### Overseas Shareholders

The Directors will seek advice from overseas counsel(s) on the applicable procedural requirements for extending the Bonus Issue to Overseas Shareholders.



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## LETTER FROM THE BOARD

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Overseas Shareholders will not be allotted the Bonus Shares if the law of jurisdiction at which their registered addresses are located prohibit the Company from allotting Bonus Shares to them, or require the Company to comply with any requirements (such as the filing of any registration statement or prospectus or other special formalities) which the Directors consider to be impracticable. Instead, the Bonus Shares otherwise falling to be allotted to them will be sold in the market as soon as practicable after dealings in the Bonus Shares commence and the net proceeds of sale will be paid to the Shareholders affected. Where, however, the amount of the net proceeds payable to any particular Shareholder is less than HK\$100, the net proceeds will be paid to the Company instead for its own benefit and will not be paid to the Shareholders affected.

### 2. PROPOSED REPURCHASE MANDATE AND ISSUE MANDATE

At the AGM, the following ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors to allot, issue and otherwise deal with new Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of the ordinary resolution; and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Directors believe that the granting of the Issue Mandate will provide flexibility and discretion to the Directors in the event that the Company becomes desirable to issue new Shares to raise capital to facilitate any expansion plan as the Directors consider appropriate, and it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

An explanatory statement, required by the Listing Rules, on the Repurchase Mandate is set out in Appendix I to this circular. This contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

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

Pursuant to Article 86(3) of the Articles, Mr. Yang Xianzu shall retire from his office at the AGM, and, being eligible, will offer himself for re-election.

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## LETTER FROM THE BOARD

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Pursuant to Article 87(1) of the Articles, Dr. Huang Dazhan, Mr. Xie Weixin and Mr. Chan King Chung shall retire from their respective offices at the AGM, and, being eligible, will offer themselves for re-election.

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

#### 4. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$10,000,000 divided into 1,000,000,000 Shares, of which 499,588,000 Shares were issued and fully paid or credited as fully paid. In order to accommodate future expansion and growth of the Group and facilitate the proposed Bonus Issue, the Directors propose to increase the existing authorised share capital of the Company to HK\$20,000,000 divided into 2,000,000,000 Shares by the creation of an additional 1,000,000,000 unissued Shares of HK\$0.01 each.

The proposed increase in the authorised share capital of the Company is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM, and no Shareholder is required to abstain from voting on such resolution.

#### Effect of the proposed increase in authorised share capital and shareholding structure of the Company after the Bonus Issue

The following table shows the authorised share capital of the Company as at the Latest Practicable Date and immediately before and after the proposed increase in the authorised share capital of the Company and the Bonus Issue, assuming that no further Shares will be issued or repurchased after the Latest Practicable Date:

	As at the Latest Practicable Date		Immediately after the proposed increase in authorised share capital of the Company		Immediately after the Bonus Issue	
	<i>Number of Existing Shares</i>	<i>HK\$</i>	<i>Number of Existing Shares</i>	<i>HK\$</i>	<i>Number of Existing Shares</i>	<i>HK\$</i>
Authorised	1,000,000,000	10,000,000	2,000,000,000	20,000,000	2,000,000,000	20,000,000
Total issued	499,588,000	4,995,880	499,588,000	4,995,880	999,176,000	9,991,760
Total unissued	500,412,000	5,004,120	1,500,412,000	15,004,120	1,000,824,000	10,008,240

#### 5. AGM

A notice convening the AGM to be held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 25 May 2007 at 3:00 p.m., is set out on pages 15 to 19 of this circular.

#### 6. ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed in this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but

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## LETTER FROM THE BOARD

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in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so wish.

### 7. PROCEDURE FOR DEMANDING A POLL

Pursuant to Article 66 of the Articles, every resolution submitted to a general meeting shall be determined on a show of hands in the first instance by every Shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy 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 by:

- (i) the chairman of the meeting; or
- (ii) 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 meeting; or
- (iii) 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 one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) 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 the Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

### 8. RECOMMENDATION

The Directors consider that (i) the proposed Bonus Issue; (ii) the proposed grant of the Repurchase Mandate; (iii) the proposed grant of the Issue Mandate and the extension of the Issue Mandate; (iv) the proposed re-election of retiring Directors; and (v) the proposed increase in the authorised share capital of the Company are in the interests of the Company and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all resolutions set out in the AGM notice. The Directors intend to vote in favour of all of such resolutions in respect of their shareholdings in the Company, if any.

Yours faithfully,

For and on behalf of

**CHINA WIRELESS TECHNOLOGIES LIMITED**

**Guo Deying**

*Chairman and Chief Executive Officer*

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

**I. SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 499,588,000 Shares in issue or an issued share capital of HK\$4,995,880. As at the Latest Practicable Date, there were outstanding share options granted under the Share Option Scheme entitling the holders thereof to subscribe for an aggregate of 35,164,000 Shares respectively.

Subject to the passing of the proposed ordinary resolution approving the proposed Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 49,958,800 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$499,588, being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the proposed Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

**II. REASONS FOR SHARES REPURCHASE**

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

**III. FUNDING OF REPURCHASE**

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

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the memorandum of association and the Articles and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares, (subject to the Articles and the laws of the Cayman Islands), profit or the proceeds of a new issue of the shares made for such purpose. It is envisaged that the funds required for any repurchase of Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The exercise of the proposed Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited accounts as at 31 December 2006).

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

#### IV. SHARE PRICES

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

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2006</b>		
April	2.45	1.76
May	2.10	1.61
June	1.95	1.60
July	1.94	1.71
August	1.92	1.73
September	1.88	1.40
October	1.55	1.36
November	1.68	1.38
December	1.83	1.39
<b>2007</b>		
January	1.63	1.44
February	1.62	1.39
March	1.60	1.30
April (up to the Latest Practicable Date)	2.14	1.39

#### V. DIRECTORS' UNDERTAKING

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

#### VI. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares or other securities to the Company.

No connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has undertaken not to do so, in the event that the proposed Repurchase Mandate is approved by the Shareholders.

## VII. TAKEOVERS CODE

If, as a result of repurchase of the Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar as the Directors are aware, substantial shareholders of the Company having an interests representing 5% or more in the issued share capital of the Company which are disclosable under Part XV of the SFO are as follows:

Name	Notes	Number of shares interested	Nature of interest	Total number of shares interested	Percentage of the Company's issued share capital
Data Dreamland Holding Limited	1	207,792,812	Beneficial owner	207,792,812	41.59
Barrie Bay Limited	2	207,792,812	Interest of a controlled corporation	207,792,812	41.59
HSBC International Trustee Limited	2	207,792,812	Trustee	207,792,812	41.59

*Notes:*

- The entire issued share capital of Data Dreamland Holdings Limited ("Data Dreamland") is held by Barrie Bay Limited ("Barrie Bay"). Barrie Bay is acting as the trustee of the Barrie Bay Unit Trust. The Barrie Bay Unit Trust is a unit trust of which 9,999 units are held by HSBC International Trustee Limited ("HSBC Trustee"), which is acting as the trustee of the Barrie Bay Unit Trust and the remaining 1 unit is held by Ms. Yang Hua. The Barrie Bay Unit Trust is a discretionary trust set up by Mr. Guo Deying ("Mr. Guo") and Ms. Yang Xiao ("Ms. Yang") and the discretionary objects of which include the minor children of Mr. Guo and Ms. Yang.
- The 207,792,812 Shares are held by Data Dreamland, the entire share capital of which is held by Barrie Bay, which is acting as the trustee of the Barrie Bay Unit Trust and the entire issued share capital of which is held by HSBC Trustee.

Data Dreamland, Barrie Bay and HSBC Trustee are interested in the same 207,792,812 Shares. Each of Mr. Guo and Ms. Yang is taken to be interested in the 207,792,812 Shares held by Data Dreamland as each of them is a settlor of the Barrie Bay Unit Trust and by virtue of the interests of their children under the Barrie Bay Unit Trust. In addition, as Mr. Guo is also taken to be interested in the 7,916,000 Shares held by Wintech Consultants Limited as he is interested in the entire issued share capital of Wintech Consultants Limited. Accordingly, Data Dreamland, Barrie Bay, HSBC Trustee and Mr. Guo are interested in an aggregate of 215,708,812 Shares, representing approximately 43.18% of the issued share capital of the Company. In the event that the Directors should exercise the proposed Repurchase Mandate in full to repurchase Shares, the aggregate shareholding of Data Dreamland, Barrie Bay, HSBC Trustee and Mr. Guo will be increased to approximately 47.97% of the of the issued share capital of the Company, resulting in an obligation on the part of the above-mentioned substantial Shareholders to make a general offer under the Takeovers Code. However, the Directors have no present intention to exercise the proposed Repurchase Mandate to the extent that the obligation to make a general offer on the part of the above-mentioned substantial Shareholders will be triggered.

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

**VIII. SHARES REPURCHASED BY THE COMPANY**

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

**RETIRING DIRECTORS SUBJECT TO RE-ELECTION****Dr. HUANG Dazhan**

Dr. Huang, aged 49, is an independent non-executive Director and joined the Group in November 2004. Dr. Huang obtained his doctorate degree from The Victoria University of Manchester, England, the United Kingdom in 1993. Dr. Huang now serves as the managing director of China Merchants Finance Holdings Co. Ltd. He is also a non-executive director of China Merchants Bank Co. Ltd. (the shares of which are listed on the Shanghai Stock Exchange of the PRC) and an executive director of China Merchants China Direct Investments Ltd. (the shares of which are listed on the main board of the Stock Exchange). Save as disclosed above, Dr. Huang did not hold any other directorships in listed public companies in the last three years.

Pursuant to the existing appointment letter between Dr. Huang and the Company, the appointment of Dr. Huang was for an initial fixed term of 1 year commencing from 21 November 2006. Under the existing appointment letter, the current director's fee is HK\$120,000 per year taking into account the experience of Dr. Huang and by reference to the market rate of independent non-executive directorship in companies of comparable scale in the same sector. Dr. Huang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Dr. Huang has no information to be disclosed pursuant to paragraph (h)-(w) of Rule 13.51(2) of the Listing Rules save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

**Mr. XIE Weixin**

Mr. Xie, aged 65, is an independent non-executive Director and joined the Group in November 2004. Mr. Xie graduated from the Department of Electronics Engineering of Xian University of Electronics Technology in 1965. Mr. Xie is currently a professor of electrical engineering and the chancellor of Shenzhen University. Save as disclosed above, Mr. Xie did not hold any other directorships in listed public companies in the last three years.

Pursuant to the existing appointment letter between Mr. Xie and the Company, the appointment of Mr. Xie was for an initial fixed term of 1 year commencing from 21 November 2006. Under the existing appointment letter, the current directors' fee is RMB1 per year, this is a nominal fee Mr. Xie agreed to receive. Mr. Xie does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Xie has no information to be disclosed pursuant to paragraph (h)-(w) of Rule 13.51(2) of the Listing Rules save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

**Mr. CHAN King Chung**

Mr. Chan, aged 45, is an independent non-executive Director and joined the Group in November 2004. He obtained a bachelor's degree in business administration and accountancy from the Chinese University of Hong Kong in 1987 and City University of Hong Kong in 1993, respectively. Mr. Chan also obtained a master's degrees in business administration and accountancy from Murdoch University in 2000 and Charles Sturt University in 1994, respectively. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Hong Kong Institute of Company Secretaries. Mr. Chan has 11 years of experience in corporate governance, management and financial controlling, Mr. Chan was the company secretary and financial controller of Shenzhen High-Tech Holdings Limited (the shares of which are



listed on the main board of the Hong Kong Stock Exchange) from 2000 to 2006. He is currently the managing director of an investment company. Save as disclosed above, Mr. Chan did not hold any other directorships in listed public companies in the last three years.

Pursuant to the existing appointment letter between Mr. Chan and the Company, the appointment of Mr. Chan was for an initial fixed term of 1 year commencing from 21 November 2006. Under the existing appointment letter, the current director's fee is HK\$100,000 per year taking into account the experience of Mr. Chan and by reference to the market rate of independent non-executive directorship in companies of comparable scale in the same sector. Mr. Chan does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Chan has no information to be disclosed pursuant to paragraph (h)-(w) of Rule 13.51(2) of the Listing Rules save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

**Mr. YANG Xianzu**

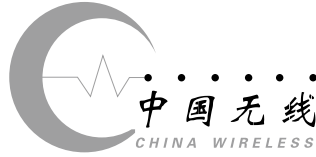
Mr. Yang, aged 67, an independent non-executive Director and joined the Group in May 2006. He graduated from the Department of Telephone and Telegraph at the Wuhan College of Posts and Telecommunications in 1965 and served as the Deputy Director General of the Post and Telecommunications Bureau of Hubei Province and the Director General of the Post and Telecommunications Administration of Henan Province. From 1990 to 1999, Mr. Yang served as the Vice Minister of the Ministry of Posts and Telecommunications and later as Vice Minister of the Ministry of Information Industry. He was the chairman and chief executive officer of China Unicom Limited (the shares of which are listed on the main board of the Stock Exchange) from 2000 to 2003. He is currently an independent non-executive director of Dongfeng Motor Group Company Limited (the shares of both of which are listed on the main board of the Stock Exchange) and CITIC 1616 Holdings Limited (the shares of both of which are listed on the main board of the Stock Exchange). Mr. Yang has over 35 years of experience in the telecommunications industry in China. Mr. Yang has extensive knowledge on company operations and control. Save as disclosed above, Mr. Yang did not hold any other directorships in listed public companies in the last three years.

Pursuant to the existing appointment letter between Mr. Yang and the Company, the appointment of Mr. Yang was for an initial fixed term of 1 year commencing from 26 May 2006, subject to renewal and rotation in accordance with the Articles of the Company. Under the existing appointment letter, the current director's fee is RMB120,000 per year taking into account the experience of Mr. Yang and by reference to the market rate of independent non-executive directorship in companies of comparable scale in the same sector. Mr. Yang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Yang has no information to be disclosed pursuant to paragraph (h)-(w) of Rule 13.51(2) of the Listing Rules save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### CHINA WIRELESS TECHNOLOGIES LIMITED

### 中國無線科技有限公司

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

**(Stock Code: 2369)**

#### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of China Wireless Technologies Limited (the “Company”) will be held at 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 25 May 2007 at 3:00 p.m. for the following purposes:

#### As Ordinary Business

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (collectively, “Directors” and individually, a “Director”) and the auditors of the Company (“Auditors”) for the year ended 31 December 2006.
2. To declare a final dividend.
3. To re-elect the retiring Directors and to authorise the board of Directors (“Board”) to fix their remuneration.
4. To re-appoint Ernst & Young as Auditors and to authorise the Board to fix their remuneration.

#### As Special Business

#### ORDINARY RESOLUTIONS

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

“**THAT** conditional upon (i) the listing sub-committee of the board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting or agreeing to grant listing of, and permission to deal in, the Bonus Shares (as hereinafter in paragraph (a) of this resolution defined) to be issued, pursuant to this resolution; and (ii) immediately following the date of the issue of Bonus Shares, the Company is able to pay its debt as they fall due in the ordinary course of business.

- (a) the amount standing to the credit of the share premium account of the Company as would be required to be applied in paying up in full at par new ordinary shares of HK\$0.01 each in the capital of the Company (the “Shares”), such Shares, credited as fully paid, to be allotted and distributed (subject as referred to in paragraph (b) below) among members of the Company

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whose names appear on the register of members of the Company on Tuesday, 22 May 2007 in the proportion of one new Share (the “Bonus Share”) for every existing Share then held, be capitalised and applied in such manner and the Directors be and are hereby authorised to allot and issue such Bonus Shares;

- (b) no fractional Bonus Shares shall be allotted to members of the Company and fractional entitlements (if any) will be aggregated and sold for the benefit of the Company;
  - (c) the Bonus Shares to be issued pursuant to paragraph (a) above shall rank pari passu in all respects with the existing issued and unissued Shares as at the date of issue of such Bonus Shares except that they will not rank for the bonus issue of shares mentioned in this resolution; and
  - (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of Bonus Shares referred to in paragraph (a) of this resolution, including but not limited to determining the amount to be capitalised out of the share premium account and the number of Bonus Shares to be allotted and distributed in the manner referred to in paragraph (a) of this resolution.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or 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 Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (e) of this Resolution);
  - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;

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- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles”) or a specific authority granted by the Shareholders in general meeting,

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

- (e) for the purpose of this Resolution:

- (i) “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (aa) the conclusion of the next annual general meeting of the Company;

- (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or

- (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.

- (ii) “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

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

“**THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong, the Cayman Islands, the Articles and the requirements

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of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

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

“**THAT** conditional upon the passing of Resolutions 6 and 7 set out in this notice of annual general meeting dated 30 April 2007 (the “AGM Notice”) convening this meeting, the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under Resolution 6 set out in the AGM Notice be and is hereby extended by the addition thereto of the aggregate nominal amount of the shares in the capital of the Company which may be repurchased by the Company pursuant to and in accordance with the general mandate granted under Resolution 7 set out in the AGM Notice, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution 8.”

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

“**THAT** the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 divided into 1,000,000,000 Shares to HK\$2,000,000 divided into 2,000,000,000 Shares by the creation of an additional 1,000,000,000 Shares ranking pari passu in all respect with the existing issued and unissued Shares and that any one of the Directors or the secretary of the Company be authorised to prepare and execute all documents and to do all such other things as he considers to be necessary on behalf of the Company to give effect to the resolution set out above.”

By Order of the Board of  
**CHINA WIRELESS TECHNOLOGIES LIMITED**  
**GUO DEYING**  
*Chairman and Chief Executive Officer*

Hong Kong, 30 April 2007

**Notes:**

1. The register of members of the Company will be closed from 22 May 2007 to 25 May 2007 (both days inclusive) during which period no transfer of share(s) will be effected. Members whose name appear on the register of members of the Company at the close of business on 21 May 2007 will be entitled to attend and vote at the Meeting.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the annual general meeting or adjournment thereof.
5. Please refer to Appendix II of the circular of the Company dated 30 April 2007 for the details of the retiring Directors subject to re-election at the Meeting.

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