



CASTEL

CASIL TELECOMMUNICATIONS HOLDINGS LIMITED (航天科技通信有限公司) *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code :1185)

CHANGE IN DIRECTORATE

The board of directors (the “Board”) of CASIL Telecommunications Holdings Limited (the “Company”) announces the following changes in directorate of the Company with effect from 14 February 2006:

1. Mr. Wu Yansheng (“Mr. Wu”) has been appointed and nominated as Non-executive Director, Chairman and Remuneration Committee’s chairman of the Company;
2. Mr. Liang Xiaohong (“Mr. Liang”) has been appointed and nominated as Non-executive Director, Vice-chairman and Development and Investment Committee’s chairman of the Company;
3. Mr. Han Shuwang (“Mr. Han”) has been appointed and nominated as Executive Director, Vice-chairman and Development and Investment Committee’s member of the Company;
4. Mr. Tang Guohong (“Mr. Tang”) has been appointed and nominated as Non-executive Director and Development and Investment Committee’s member of the Company;
5. Mr. Li Guang (“Mr. Li”) has been appointed as Executive Director of the Company;
6. Mr. Rui Xiaowu (“Mr. Rui”) resigned as Executive Director and Chairman of the Company;
7. Mr. Wang Xiaodong (“Mr. Wang”) resigned as Vice-chairman of the Company, while Mr. Wang remains as Executive Director and Development and Investment Committee’s member of the Company;
8. Mr. Zhou Xiaoyun (“Mr. Zhou”), Mr. Guo Xianpeng (“Mr. Guo”) and Mr. Xu Jian Hua (“Mr. Xu”) resigned as Executive Directors of the Company;
9. Mr. Han Jiang resigned as Executive Director, Remuneration Committee’s member, and Development and Investment Committee’s member of the Company;
10. Mr. Ma Yucheng (“Mr. Ma”) resigned as Non-executive Director of the Company;
11. Mr. Zhu Shixiong (“Mr. Zhu”) and Mr. Moh Kwen Yung (“Mr. Moh”) resigned as Remuneration Committee’s members of the Company, while Mr. Zhu and Mr. Moh remain as Independent Non-executive Directors and Audit Committee’s members of the Company;
12. Mr. Yiu Ying Wai (“Mr. Yiu”) resigned as Development and Investment Committee’s chairman and member of the Company, while Mr. Yiu remains as Independent Non-executive Director, Audit Committee’s chairman and member, and Remuneration Committee’s member of the Company; and

13. Mr. Wong Fai, Philip (“Mr. Wong”) resigned as Remuneration Committee’s chairman of the Company, while Mr. Wong remains as Independent Non-executive Director, Audit Committee’s member, Remuneration Committee’s member, and Development and Investment’s member of the Company.

Mr. Wu, professor, 42 years old, earned his bachelor’s degree in Electrical Engineering from Tsinghua University and master’s degree in Space Vehicle Design from China Academy of Launch Vehicle Technology (“CALT”). Mr. Wu has obtained great honours, such as Special Allowance from State Council of the People’s Republic of China, Specially Contributed Expert of China Aerospace Science and Technology Corporation (“CASC”), Excellent Contributor in Manned Space Project from CASC, Space Prize of CASC in 2000 and 2001, Labor Medal Winner from China Federation of Labor Unions, Senior Professional Manager from China Enterprise Confederation and China Entrepreneur Association, and Excellent Researcher from China Association of Science and Technology. Joined in the Astronautical Systems Engineering Institute of CALT in 1989, Mr. Wu has ever taken the following posts successively as designer, section chief, division chief and director. Since 2002, Mr. Wu has served as the 10th president of CALT (the youngest ever in CALT).

Mr. Liang, senior engineer, 50 years old, obtained his master’s degree in World Economy from the Party School of the Communist Party of China (“CPC”) Central Committee. He has been honoured with Specially Appointed Expert of school of Economics & Management of Beijing University. He started to work in Astronautical Systems Engineering Institute of CALT in 1987. He has ever been director of Administrative Office of CALT since 2000. Now he acts as vice president of CALT. With great efforts for years, he has accumulated rich experiences and theories on human resource management and business administration.

Mr. Han, professor, 41 years old, obtained bachelor’s degree in Computer Science and master’s degree in Economics & Management respectively from Tongji University and American Southwest University. He is a visiting professor of Tongji University and ever achieved Space Award. He served as deputy division chief, assistant director and deputy director in the institute of Space Automation Control of CALT between 1988 and 1997, vice director of Political Division of CALT in 1997, director of Administrative Office of CALT in 1998, general manager of Wanyuan Industrial Company in 1999, president assistant of CALT in 2000. Since 2002, he has served as vice president of CALT. He has lots of experiences in strategic research and business administration.

Mr. Tang, professor, 44 years old, graduated from Beijing University of Aeronautics & Astronautics (“Beihang University”) with master’s degree in Engineering. He went to Germany in 1987 and obtained Ph. D from Max-Planck Institute for Metals Research. He had served as director of staff office, deputy dean and professor in the Material Science and Engineering Department of Beihang University, vice general manager and administrative vice general manager of China Aerospace Industry Supply & Marketing Corporation. He now acts as the chief of Business & Investment Dept. of CALT, with rich experiences in scientific research, business administration and capital operation.

Mr. Li, senior engineer, 42 years old, graduated from Tianjin University with master’s degree in Industrial Automation. He has ever been the designer of the 14th Institute of CALT between 1991 and 1996, division chief and general manager of Beijing Long March Hi-tech Corporation from 1996 to 2005. He has acted as vice manager of Beijing Wanyuan Industrial Company since 1998. Mr. Li Guang shows excellent talent in scientific research, product development and business administration.

Save as disclosed above, each of Mr. Wu, Mr. Liang, Mr. Han, Mr. Tang and Mr. Li:

- a) did not hold any directorships in other listed public company in the last three years, except Mr. Han being the director of Aerospace Information Co., Ltd (Shanghai Stock Exchange's Stock Code: 600271);
- b) did not enter into any written service contract with the Company regarding his directorate service;
- c) is entitled to receive remuneration which shall be considered by the Remuneration Committee of the Company as delegated by the Board;
- d) is not appointed for any specified length of service with the Company but is subject to the provisions of retirement and rotation of directors under the Articles of Association of the Company;
- e) will hold office until the Company's next general meeting and then be eligible for re-election at that meeting pursuant to the Articles of Association of the Company;
- f) as at the date of this announcement, does not have any interest in the shares of the Company that is required to be disclosed under Part XV of the Securities and Futures Ordinance; and
- g) has no relationship with any directors, senior management and substantial shareholders, while each of Mr. Wu, Mr. Liang, Mr. Han, Mr. Tang and Mr. Li is the management personnel of controlling shareholder (as defined in the Listing Rules) of the Company.

Each of Mr. Rui, Mr. Wang, Mr. Zhou, Mr. Han Jiang, Mr. Guo, Mr. Xu, Mr. Ma, Mr. Zhu, Mr. Moh, Mr. Yiu and Mr. Wong has individually confirmed that there is no disagreement between them and the Board and there is no matter relating to the resignation of Mr. Rui, Mr. Wang, Mr. Zhou, Mr. Han Jiang, Mr. Guo, Mr. Xu, Mr. Ma, Mr. Zhu, Mr. Moh, Mr. Yiu and Mr. Wong that need to be brought to the attention of the Company's shareholders. Mr. Rui, Mr. Wang, Mr. Zhou, Mr. Han Jiang, Mr. Guo, Mr. Xu, Mr. Ma, Mr. Zhu, Mr. Moh, Mr. Yiu and Mr. Wong resigned from the positions due to their personal reasons.

The Board would like to take this opportunity to thank Mr. Rui, Mr. Zhou, Mr. Han Jiang, Mr. Guo, Mr. Xu and Mr. Ma for their contribution to the Company during their tenures of office and to welcome Mr. Wu, Mr. Liang, Mr. Han, Mr. Tang and Mr. Li to the Board of the Company.

By order of the Board
Wang Xiaodong
Executive Director

Hong Kong, 14 February 2006

As at the date of this announcement and after the aforesaid changes, the Board and its committees comprise:

Executive Directors

Mr. Han Shuwang (*Vice-chairman*)
Mr. Wang Xiaodong
Mr. Li Guang

Non-executive Directors

Mr. Wu Yansheng (*Chairman*)
Mr. Liang Xiaohong (*Vice-chairman*)
Mr. Tang Guohong

Independent Non-executive Directors

Mr Yiu Ying Wai
Mr. Wong Fai, Philip
Mr. Zhu Shixiong
Mr. Moh Kwen Yung

Audit Committee

Mr Yiu Ying Wai (*Chairman*)
Mr. Wong Fai, Philip
Mr. Zhu Shixiong
Mr. Moh Kwen Yung

Remuneration Committee

Mr. Wu Yansheng (*Chairman*)
Mr. Wong Fai, Philip
Mr. Yiu Ying Wai

Development and Investment Committee

Mr. Liang Xiaohong (*Chairman*)
Mr. Han Shuwang
Mr. Wang Xiaodong
Mr. Tang Guohong
Mr. Wong Fai, Philip

** For identification purpose only*

Please also refer to the published version of this announcement in The Standard.