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

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**If you have sold** all your shares in CASIL Telecommunications Holdings Limited, you should at once hand this document and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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

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**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)

**PROPOSAL FOR CHANGE OF NAME**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an EGM of the Company to be held at Hall 1B, G/F., No.1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 15 May 2008 at 11:30 a.m. to approve the proposed Change of Name is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Principal Place of Business in Hong Kong at Suite 4701, 47th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

\* *the Chinese name of the Company is for reference only*

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## DEFINITIONS

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

“Board”	the board of Directors;
“CALT”	中國運載火箭技術研究院 (China Academy of Launch Vehicle Technology), a legal entity established in the PRC and the controlling shareholder of the Company wholly-owned by CASC;
“CASC”	中國航天科技集團公司 (China Aerospace Science & Technology Corporation), a state-owned enterprise established in the PRC and the ultimate controlling shareholder of the Company;
“Change of Name”	the change of the English registered name of the Company to “China Energin International (Holdings) Limited” from “CASIL Telecommunications Holdings Limited” and adoption of “中國航天萬源國際(集團)有限公司” as its Chinese name for identification purposes only;
“Company”	CASIL Telecommunications Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“EGM”	EGM of the Company to be held on 15 May 2008 at 11:30 a.m., the proposed Change of Name is set out on pages 6 to 7 of this circular;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Registrar”	the Company’s share registrar in Hong Kong, Tricor Standard Limited, Share Registration Public Office, 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong;
“Shareholders”	holder(s) of the Share(s);
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company.

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LETTER FROM THE BOARD

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**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)

*Executive Directors*

Mr. Han Shuwang (*Chairman*)

Mr. Wang Xiaodong

Mr. Li Guang

*Non-executive Director*

Mr. Tang Guohong

*Independent Non-executive Directors*

Mr. Wang Dechen

Ms. Kan Lai Kuen, Alice

Mr. Gordon Ng

*Registered Office*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business in*

*Hong Kong*

Suite 4701, 47th Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

18 April 2008

*To the shareholders of the Company*

Dear Sir or Madam,

**PROPOSAL FOR CHANGE OF NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with the details in respect of the proposed Change of Name of the Company to “China Energine International (Holdings) Limited” as its English registered name from “CASIL Telecommunications Holdings Limited” and adoption of “中國航天萬源國際(集團)有限公司” as its Chinese name for identification purposes only. Reference is made to an announcement dated 9 April 2008 of the Company.

\* *the Chinese name of the Company is for reference only*

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## LETTER FROM THE BOARD

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At the EGM, notice of which is hereby given to the Shareholders, a special resolution regarding the proposed Change of Name will be proposed for the Shareholders' approval.

### PROPOSAL FOR CHANGE OF NAME

#### Reasons of the change of company name

The proposal of the change of Company names marks a new milestone in the Company's development. The new name with the word "Energine" therein signifying energy plus engine and energized engine with the close association with aerospace science and technology will effectively demonstrate not only the Group's future development strategies in industries of advanced energy with conservation of environment, automotive component parts, rare-earth permanent magnetic motor, and related property investment as well as hi-tech engineering but also the close relationship between the Company, CALT and CASC, the controlling shareholders of the Company. The proposed Chinese name is an equivalent of the Company's English name that reflects the new direction of the Group's business development and the close relationship between the Company, CALT and CASC as aforesaid.

#### Conditions

The proposed Change of Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at the EGM; and
- (b) the approval of the Registrar of Companies in the Cayman Islands for the change of its English registered name.

### EFFECT ON THE CHANGE OF COMPANY NAME

The proposed Change of Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company will, after the Change of Name, continue to be evidence of title to the Shares, and will be valid for trading, settlement, delivery and registration for the same number of Shares in the new name of the Company. As such, there will not be any arrangements for the exchange of the existing share certificates of the Company for share certificates bearing the new name of the Company.

The new names of the Company will take effect on the day on which the new Company name is entered in the register of companies maintained by the Registrar of Companies in the Cayman Islands. A certificate on the Change of Name effective on the date of entry will be issued by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

The company will make further announcements on the outcome of the EGM and the change of Company name being effective.

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## LETTER FROM THE BOARD

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### EGM

Notice of the EGM containing the resolution to approve the proposed Change of Name is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Principal Place of Business in Hong Kong at Suite 4701, 47th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. 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 herein misleading.

### PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 80 of the Articles of Association of the Company, at any general meeting a resolution put to the vote of the meeting 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 duly demanded. A poll may be demanded by:

- (i) the chairman of the meeting; or
- (ii) at least five members present in person or by proxy and entitled to vote; or
- (iii) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (iv) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

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## LETTER FROM THE BOARD

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Pursuant to Article 85 of the Articles of Association of the Company, at any general meeting on a show of hands every member who is present in person or by proxy (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlements of Shareholders to vote at the Annual General Meeting to be held immediately before the EGM, whose notice was of 28 March 2008, the register of members of the Company will be closed from Tuesday, 13 May 2008 to Thursday, 15 May 2008 (both days inclusive).

As such, in order to attend and vote at the EGM, Shareholders must lodge any transfers of Shares (with the relevant share certificates) with the Company's Registrar in Hong Kong, Share Registration Public Office of Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong for registration by no later than 4:00 p.m. on Friday, 9 May 2008.

### **RECOMMENDATION**

The Board is of the opinion that the proposed Change of Name is in the interests of the Group and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolution at the EGM.

By order of the Board of  
**CASIL Telecommunications Holdings Limited**  
**Han Shuwang**  
*Chairman*

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**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)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of CASIL Telecommunications Holdings Limited (the “Company”) will be held at Hall 1B, G/F., No.1 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 15 May 2008 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as special resolution:

**SPECIAL RESOLUTION**

“**THAT:**

- (i) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be changed to “China Engerine International (Holdings) Limited” as its English registered name from “CASIL Telecommunications Holdings Limited”
- (ii) the Company adopts “中國航天萬源國際(集團)有限公司” as its Chinese name for identification purposes only; and
- (iii) the directors of the Company be and are hereby authorized to take such action and execute such documents as they may consider necessary and expedient to effect the proposed Change of Name of the Company.”

By order of the board of directors of  
**CASIL Telecommunications Holdings Limited**  
**Au-Yeung Keung Steve**  
*Company Secretary*

Hong Kong, 18 April 2008

\* *the Chinese name of the Company is for reference only*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**Notes:**

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's Principal Place of Business in Hong Kong at Suite 4701, 47th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. The register of Members of the Company will be closed from Tuesday, 13 May 2008 to Thursday, 15 May 2008 (both days inclusive) during which no share transfer will be registered. In order to qualify for voting at the extraordinary general meeting to be held on Thursday, 15 May 2008, all share certificates with completed transfer forms must be lodged with the Company's Registrar in Hong Kong, Share Registration Public Office of Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 9 May 2008.