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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, 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).

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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  
GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS,  
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 Conference Room 2, 33/F, 9 Queen’s Road Central, Central, Hong Kong on Thursday, 23 May 2013 at 3:00 p.m. is set out on pages 14 to 18 of this circular.

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

9 April 2013

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## CONTENTS

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	<i>Page</i>
<b>Responsibility statement</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b> .....	4
Introduction .....	4
1. Proposed Issue Mandate and Repurchase Mandate .....	5
2. Proposed Re-election of Retiring Directors .....	5
3. AGM .....	6
4. Actions to be taken .....	6
5. Recommendation .....	6
<b>Appendix I – Explanatory Statement for the Proposed Repurchase Mandate</b> .....	7
<b>Appendix II – Details of Retiring Directors to be Re-elected at the AGM.</b>	12
<b>Notice of AGM</b> .....	14

*Accompanying: Form of proxy for AGM*

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Conference Room 2, 33/F, 9 Queen’s Road Central, Central, Hong Kong on Thursday, 23 May 2013 at 3:00 p.m., the notice of which is set out on pages 14 to 18 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	China Wireless Technologies Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the 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 an ordinary resolution granting such mandate
“Latest Practicable Date”	2 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“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 the 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)
“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  
Mr. Li Bin  
Mr. Li Wang

*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:*

No. 2 Flat  
Coolpad Cyber Park  
Mengxi Boulevard  
Northern Part of Science  
& Technology Park  
Nanshan District  
Shenzhen

*Principal place of business  
in Hong Kong:*

Room 1902, MassMutual Tower  
38 Gloucester Road  
Wanchai  
Hong Kong

9 April 2013

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS  
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 grant of the proposed Issue Mandate; (ii) the grant of the proposed Repurchase Mandate and the extension of the Issue Mandate; and (iii) the re-election of retiring Directors.

### **1. PROPOSED ISSUE MANDATE AND REPURCHASE 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.

As at the Latest Practicable Date, the number of Shares in issue was 2,096,089,000 Shares. Accordingly, the exercise of the Issue Mandate in full would enable the Company to issue a maximum of 419,217,800 new Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution). 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.

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

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

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## LETTER FROM THE BOARD

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Pursuant to Article 87(1) of the Articles, Mr. Jiang Chao, Mr. Chan King Chung and Mr. Yang Xianzu 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.

### 3. AGM

A notice convening the AGM to be held at Conference Room 2, 33/F, 9 Queen's Road Central, Central, Hong Kong on Thursday, 23 May 2013 at 3:00 p.m., is set out on pages 14 to 18 of this circular.

According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and an announcement on the results of the poll will be made after the AGM pursuant to Rule 13.39(5) of the Listing Rules.

### 4. 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.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.

### 5. RECOMMENDATION

The Directors consider that (i) the proposed grant of the Issue Mandate and the extension of the Issue Mandate; (ii) the proposed grant of the Repurchase Mandate; and (iii) the proposed re-election of retiring Directors are in the best interest 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.

Yours faithfully,

For and on behalf of

**CHINA WIRELESS TECHNOLOGIES LIMITED**

**Guo Deying**

*Chairman*



*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 2,096,089,000 Shares in issue or an issued share capital of HK\$20,960,890. As at the Latest Practicable Date, there were outstanding share options entitling the holders thereof to subscribe for an aggregate of 159,300,000 Shares.

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 209,608,900 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$2,096,089, 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 2012).

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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2012</b>		
April	1.33	1.14
May	1.26	1.00
June	1.33	1.11
July	1.48	1.11
August	1.44	1.13
September	1.94	1.31
October	2.52	1.74
November	2.57	2.19
December	2.47	2.22
<b>2013</b>		
January	2.70	2.12
February	2.26	1.91
March	2.62	2.02
April (up to the Latest Practicable Date)	2.62	2.55

#### 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:

<b>Name</b>	<i>Notes</i>	<b>Number of shares in which interested</b>	<b>Nature of interest</b>	<b>Percentage of the Company's issued share capital</b>
Data Dreamland Holding Limited ("Data Dreamland")	<i>1</i>	831,171,248	Beneficial owner	39.65%
Barrie Bay Limited ("Barrie Bay")	<i>2</i>	831,171,248	Interest of controlled corporation	39.65%
HSBC International Trustee Limited ("HSBC Trustee")	<i>2</i>	831,171,248	Trustee	39.65%
Ms. YANG Xiao	<i>1</i>	831,171,248	Founder of a trust	39.65%

*Notes:*

1. The entire issued share capital of Data Dreamland is held by Barrie Bay. Barrie Bay is acting as the trustee of the Barrie Bay Unit Trust. The Barrie Bay Unit Trust is a unit trust held by HSBC Trustee. The Barrie Bay 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.
2. The 831,171,248 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 831,171,248 Shares. Each of Mr. Guo and Ms. Yang is taken to be interested in the 831,171,248 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 11,628,000 Shares held by Wintech Consultants Limited as he is one out of the three directors of Wintech Consultants Limited and the other two directors were accustomed to act in accordance with Mr. Guo’s direction. Accordingly, Data Dreamland, Barrie Bay, HSBC Trustee and Mr. Guo are interested in an aggregate of 842,799,248 Shares, representing approximately 40.21% 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 44.68% of the issued share capital of the Company which may give rise to an obligation on them to make mandatory offers under Rule 26 of 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 under the Takeovers Code.

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

During the year ended 31 December 2012, the Company repurchased a total of 71,792,000 of its own ordinary shares on the Stock Exchange at a net aggregate consideration of approximately HK\$96,429,000. All the repurchased shares were cancelled by the Company upon such repurchase and accordingly the issued share capital of the Company was reduced by the nominal value of these shares. The premium paid on the repurchase was charged to the share premium account. An amount equivalent to the par value of the ordinary shares cancelled was transferred to the capital redemption reserve as set out in the consolidated statement of changes in equity. The Company considered that it is the best way of enhancing shareholder value and that it is in the best interest of the shareholders to return a substantial part of the surplus funds to them.

Details of the repurchases by the Company on the Stock Exchange during the year ended 31 December 2012 were as follows:

	Number of Shares repurchased	Price per share		Total price paid HK\$'000
		Highest HK\$	Lowest HK\$	
June 2012	30,028,000	1.32	1.13	37,372
July 2012	35,376,000	1.47	1.28	48,962
September 2012	6,388,000	1.63	1.41	10,095
	<u>71,792,000</u>	<u>1.63</u>	<u>1.13</u>	<u>96,429</u>

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

**Mr. JIANG Chao**

Mr. JIANG Chao, aged 42, is an executive Director, the chief financial officer, vice president of the Group, and the company secretary of the Company. Mr. JIANG is responsible primarily for the finance and administrative functions of the Group. He is an associate member of the Association of Chartered Certified Accountants and a certified public accountant in the PRC. Mr. JIANG joined the Group in June 2002. Mr. JIANG has about 20 years of experience in accounting and finance. Prior to joining the Group, he had worked for the State Audit Bureau. Mr. JIANG had also worked for Qiaoxing Electronic Company Limited (the shares of which are listed on the NASDAQ Stock Exchange, stock symbol: XING) and ZTE Corporation Limited (the shares of which are listed on the Main Board of the Stock Exchange, Stock Code: 763), where he was responsible for financial and accounting functions. Mr. JIANG currently is the independent non-executive director of Ming Fung Jewellery Group Limited (the shares of which are listed on the Stock Exchange, Stock Code: 860), Mr. JIANG is a member of Futian Committee of Chinese People's Political Consultative Conference. Mr. JIANG obtained a bachelor's degree in economics from Sun Yat-Sen University in 1991.

Pursuant to the existing service agreement between Mr. Jiang and the Company, the appointment of Mr. Jiang was for a fixed term of 3 years commencing on 21 November 2011. Under the existing service agreement, the current emolument payable to Mr. Jiang is RMB2,400,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration is determined with reference to the experience of Mr. Jiang and the market rate of executive directorship in companies of comparable scale in the same sector. Mr. Jiang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Jiang is interested in 11,628,000 Shares under the SFO. Save as disclosed above, Mr. Jiang has no information to be disclosed pursuant to (a) to (w) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

**Mr. CHAN King Chung**

Mr. CHAN King Chung, aged 50, 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 degree in accountancy and business administration. 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 more than 20 years of experience in corporate governance, management and financial controlling.

Pursuant to the existing appointment letter between Mr. Chan and the Company, the appointment of Mr. Chan was for a fixed term of 1 year commencing from 21 November 2012. Under the existing appointment letter, the current director's fee is HK\$120,000 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 hold any other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Chan is deemed to be interested in 192,000 Share under Part XV of the SFO. Mr. Chan has no information to be disclosed pursuant to paragraphs (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 Xianzu, aged 73, an independent non-executive Director and joined the Group in May 2007. 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, Stock code: 762) from 2000 to 2003. He is currently an independent non-executive director of Dongfeng Motor Group Company Limited (the shares of which are listed on the Main Board of the Stock Exchange, Stock Code: 489), CITIC Telecom International Holdings Limited (the shares of which are listed on the main Board of the Stock Exchange, Stock code: 1883) and Net 263 Limited (the shares of which are listed on the Shenzhen Stock Exchange, Stock code: 002467). Mr. YANG has over 40 years of experience in the telecommunications industry in China. Mr. YANG has extensive knowledge on telecommunications operations and control.

Pursuant to the existing appointment letter between Mr. Yang and the Company, the appointment of Mr. Yang was for a fixed term of 1 year commencing from 26 May 2012. 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 hold any other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Yang is deemed to be interested in 144,000 Shares under Part XV of the SFO. Mr. Yang has no information to be disclosed pursuant to paragraphs (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 Conference Room 2, 33/F, 9 Queen’s Road Central, Central, Hong Kong on Thursday, 23 May 2013 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 2012.
2. To declare the final dividend for the year ended 31 December 2012.
3. (A) (i) To re-elect Mr. Jiang Chao as an executive Director.  
  
(ii) To re-elect Mr. Chan King Chung as an independent non-executive Director.  
  
(iii) To re-elect Mr. Yang Xianzu as an independent non-executive Director.  
  
(B) To authorise the board of directors (“Board”) to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as Auditors and to authorise the Board to fix their remuneration.



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## NOTICE OF AGM

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### 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:**

- (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 of HK\$0.01 each in the capital of the Company (the “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;
  - (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;

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## NOTICE OF AGM

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- (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).”
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 (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 of Hong Kong Limited (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 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;

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## NOTICE OF AGM

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- (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.”

7. 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 5 and 6 set out in this notice of annual general meeting dated 9 April 2013 (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 5 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 6 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 7.”

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

Hong Kong, 9 April 2013

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## NOTICE OF AGM

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*Notes:*

1. The register of members of the Company will be closed from 20 May 2013 to 23 May 2013 (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 23 May 2013 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 17M 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 9 April 2013 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, Mr. Jiang Chao, Mr. Li Bin and Mr. Li Wang, and the independent non-executive Directors are Dr. Huang Dazhan, Mr. Xie Weixin, Mr. Chan King Chung and Mr. Yang Xianzu.*