



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING ("EGM")

NOTICE IS HEREBY GIVEN that an EGM 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 18 June 2007 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the ordinary resolutions set out as follows:—

ORDINARY RESOLUTION

1. "THAT:

- (a) the conditional sale and purchase agreement (the "Sale and Purchase Agreement") dated 15 February 2007 and the supplemental agreement dated 27 March 2007 (the "Supplemental Agreement") entered into between the Company, Astrotech Group Limited ("Astrotech") and China Academy of Launch Vehicle Technology (a copy of each of the Sale and Purchase Agreement and the Supplemental Agreement is tabled at the meeting and marked "A" and "B" respectively and initialed by the chairman of the meeting for identification purposes) pursuant to which the Company will acquire from Astrotech the entire issued share capital of Advanced Grade Holdings Limited for a total consideration of HK\$900,000,000 (the "Acquisition"), be and is hereby approved, confirmed and ratified; and
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares (as defined in the announcement of the Company dated 2 April 2007), the issue of the Consideration Shares to Astrotech to satisfy part of the consideration for the Acquisition be and is hereby confirmed and approved; and
- (c) the execution of the Sale and Purchase Agreement and the Supplemental Agreement be and is hereby confirmed and ratified and any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorised to do all such things and take all other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for completion of the Acquisition."

2. "THAT subject and pursuant to Note 1 to the "Notes on dispensations from Rule 26" of the Hong Kong Code on Takeovers and Mergers, the Whitewash Waiver (as defined and more particularly described in the circular of the Company dated 1 June 2007) be and is hereby approved."

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

Hong Kong, 1 June 2007

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company by the above notice shall be entitled to appoint another person as his/her proxy to attend and vote instead of such member. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notary certified copy of such power or authority must be delivered to the office of Standard Registrars Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. The votes to be taken at the meeting of the Company by the above notice will be taken by poll.

As at the date of this announcement, the Board comprises Mr. Han Shuwang, Mr. Wang Xiaodong and Mr. Li Guang as executive Directors, Mr. Wu Yansheng, Mr. Liang Xiaohong and Mr. Tang Guohong as non-executive Directors and Mr. Yiu Ying Wai, Mr. Wong Fai, Philip, Mr. Zhu Shixiong and Mr. Moh Kwen Yung as independent non-executive Directors.

*For identification only