



# ASIA TELEMEDIA LIMITED

## 亞洲電信媒體有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Asia TeleMedia Limited (the "Company") will be held at 2808, One Exchange Square, Central, Hong Kong on Thursday, 28 June 2007 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2006.
2. To re-elect directors and to fix the fees of the directors.
3. To re-appoint auditors and authorise the directors to fix their remuneration. A Special Notice has been given pursuant to Sections 116C and 132 of the Companies Ordinance of the intention to propose the following resolution as an ordinary resolution:—

"**THAT** Graham H.Y. Chan & Co., the retiring auditors, who were appointed by the board of directors of the Company to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu, be re-appointed auditors to hold office until the conclusion of the next annual general meeting at a remuneration to be agreed with the directors."

As special business, to consider and, if thought fit, pass with or without modification the following resolutions:

#### AS ORDINARY RESOLUTIONS

4. "**THAT**:
  - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.20 each in the capital of the Company (the "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 by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange and of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes 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 Companies Ordinance or the articles of association of the Company to be held; and
    - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."
5. "**THAT**:
  - (a) subject to paragraph (c) of this resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including any warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) 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 authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including any warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate number of Shares 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 hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares, or (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares, or (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, shall not exceed 20% of the aggregate number of Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
  - (d) for the purposes 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 Companies Ordinance or the articles of association of the Company to be held; and
    - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

"Rights Issue" means an offer of Shares or offer or issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) (subject in all cases 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."
6. "**THAT** subject to the passing of resolutions nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot Shares pursuant to resolution no. 5 be and is hereby extended by the addition thereto of the aggregate number of Shares repurchased by the Company pursuant to resolution no. 4."
7. "**THAT** subject to and conditional upon the Stock Exchange granting approval to the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of options granted under the Refreshed Mandate Limit (as defined below), provided that the total number of Shares which may be issued upon exercise of all options to be granted under the share option scheme of the Company adopted on 27 June 2002 (the "2002 Share Option Scheme") and other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised) shall not exceed 10% of the Shares in issue as at the date of passing of this resolution (the "Refreshed Mandate Limit"), the refreshment of the limit on the grant of options under the 2002 Share Option Scheme and other share option schemes of the Company be and is hereby approved and any Director be and is hereby authorised to do all such acts and execute all such documents to effect the Refreshed Mandate Limit."

As at the date of this notice, the board of directors comprises executive directors, Mr. LU Ruifeng and Mr. YIU Hoi Ying and independent non-executive directors, Mr. LU Ning, Mr. LI Chun and Mr. LAU Hak Lap.

By Order of the Board  
**WONG Nam, Marian**  
Company Secretary

Hong Kong, 4 June 2007

#### Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any 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 share registrar, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the meeting.
3. The register of members will be closed from 26 June 2007 to 28 June 2007, both days inclusive, during which no transfer of shares can be registered. In order to qualify for the attendance of the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Computershare Hong Kong Investor Services Limited at the address set out in item 2 above not later than 4:00 p.m. on 25 June 2007.
4. In relation to Resolution no. 2 in this notice, Mr. LU Ruifeng and Mr. LAU Hak Lap shall retire at the meeting and, being eligible, offer themselves for re-election. Details of the above Directors that are required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange are set out in Appendix II to the circular dated 5 June 2007.