

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China Cyber Port (International) Company Limited

神州奧美網絡(國際)有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8206)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of China Cyber Port (International) Company Limited (the “**Company**”) will be held at the Meeting Room, Units 2115-2116, 21/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 11 March 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Acquisition Agreement, the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) (all as defined in the circular of the Company dated 5 February 2010, a copy of each of the Acquisition Agreement, the CCT Agreements and the final drafts of the Supplemental Agreements have been produced to this meeting marked “A”, “B” and “C” respectively and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated respectively thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps in relation to the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) as stated in the circular of the Company dated 5 February 2010, for each of the years ending respectively 31 March 2011, 2012 and 2013, be and are hereby approved;
- (c) the allotment and issue of up to 328,307,692 shares (the “**Consideration Shares**” and each a “**Consideration Share**”) of HK\$0.01 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.78 per Consideration Share to China Communication Group Co. Ltd, being the vendor in the Acquisition Agreement, or its nominee(s) in accordance with the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and is hereby approved; and

* For identification purposes only

(d) any one director of the Company be and is hereby authorised to do all other acts and things and execute all documents which he/she considers necessary or expedient for the implementation of and giving effect to the Acquisition Agreement, the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) and the transactions contemplated respectively thereunder, including but not limited to the allotment and issue of the Consideration Shares.”

2. “**THAT** the resignation of RSM Nelson Wheeler as auditors of the Company and its subsidiaries (the “**Group**”) be and is hereby approved and CCIF CPA Limited be and is hereby appointed as auditors of the Group to fill the casual vacancy created by the resignation of RSM Nelson Wheeler and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be authorised to fix their remuneration.”

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “China Cyber Port (International) Company Limited” to “China Communication Telecom Services Company Limited” and the new Chinese name “神通電信服務有限公司” be adopted as secondary name of the Company to replace “神州奧美網絡(國際)有限公司” which is currently adopted by the Company for identification purpose, with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

By order of the Board
China Cyber Port (International) Company Limited
He Chenguang
Chairman

Hong Kong, 5 February 2010

Registered office:
P.O. Box 309 GT
Ugland House
South Church Street
Grand Cayman
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Units 2115-2116
21/F, China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. Subject to the provisions of the articles of association of the Company, any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent and vote on his behalf at the EGM. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. On a poll, votes may be given either personally or by proxy.
2. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 5 February 2010. Such form of proxy is also published on the website of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited at www.hkgem.com. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has been certified by a notary) to the Hong Kong branch share registrar of the Company, 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 EGM or any adjourned meeting.
3. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
5. Pursuant to the Rules Governing the Listing of Securities on GEM, the voting on all the resolutions at the EGM will be conducted by way of poll.

As at the date of this announcement, the executive Directors are Mr. He Chenguang, Mr. Xiao Haiping, Mr. Zhang Peng and Ms. Weng Pinger and the independent non-executive Directors are Mr. Yip Tai Him, Ms. Cao Huifang and Ms. Liu Hong.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain at www.hkgem.com on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at www.ccpi.com.hk.