



CHINA RESOURCES PEOPLES TELEPHONE COMPANY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 331)

NOTICE OF 2005 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2005 Annual General Meeting (the “Meeting”) of China Resources Peoples Telephone Company Limited (the “Company”) will be held at 50th Floor, China Resources Building, 16 Harbour Road, Wanchai, Hong Kong on Thursday, 28th April, 2005 at 10:00 a.m. for the following purposes:

1. To adopt the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st December, 2004.
2. To declare a Final Dividend for the year ended 31st December, 2004.
3. To re-elect the retiring directors (please refer to the circular to be despatched by the Company on 1st April, 2005 for the biographies of the directors proposed to be re-elected).
4. To authorize the Board of Directors to fix the remuneration of the directors.
5. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

As special business to consider and, if thought fit, pass, with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

6. **“THAT**
 - (a) subject to paragraph (c) of this resolution and pursuant to section 57B of the Companies Ordinance, 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 allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which 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 bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of the 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 hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; (iii) the exercise of rights of conversion under the

terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company, shall not exceed 20 per cent of the existing issued share capital of the Company as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members 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 applicable to the Company); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue of shares or rights to acquire shares of the Company.”.

7. “**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 purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“the Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital of the Company 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 shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution; and
- (c) 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”.

8. “**THAT** conditional upon the passing of Ordinary Resolutions 6 and 7 as set out in the notice convening this Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 6 set out in the notice convening this Meeting be and is hereby extended by the addition thereto the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 7 set out in the notice convening this Meeting provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”.

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as a Special Resolution:

SPECIAL RESOLUTION

9. “**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

(a) by adding the following definition immediately after the definition of “Register” in Article 1:

“remuneration committee” means the committee known by that name established under Article 162’;

(b) by moving the words ‘remuneration for their services’ to the first line immediately after the words “The Directors shall be paid” in Article 134.(a);

(c) by deleting the existing Article 134.(b) in its entirety and substituting therefor the following new Article 134.(b):

‘134. (b) The remuneration committee shall determine and review the remuneration policy and packages for all Directors. No Director shall be involved in deciding his own remuneration.’;

(d) by deleting the existing Article 153 in its entirety and substituting therefor the following new Article 153:

‘153. At each annual general meeting of the Company, one-third of the Directors at the start of business on the date of the notice which convenes the annual general meeting shall retire but shall be eligible for re-election. Where the number of Directors is not three (3) or a number divisible by three (3), the number of Directors to retire will be the number which is nearest to and not less than one-third. If there are less than three (3) Directors, they shall all retire. The Directors to retire by rotation will be those Directors who have been Directors longest in office since they were last elected, or appointed by the Members (as the case may be). If there are Directors who were last elected, or appointed by the Members (as the case may be), on the same date, they can agree on who is to retire. If they do not agree, they must draw lots to decide. Every retiring Director shall be eligible for re-election.’;

(e) by deleting the comma and the words “by word of mouth” and adding the sentence ‘For the avoidance of doubt, a written notice of a Directors’ meeting can be sent via facsimile or email.’ after the second sentence in Article 156;

- (f) by deleting the full stop in Article 162 and adding the words ‘and a remuneration committee comprised of independent Non-Executive Directors.’ to the end thereof;
- (g) by deleting the word “Board” in Article 169 and substituting therefor the words ‘remuneration committee’.

By Order of the Board
Kong Kin Sing, James
Company Secretary

Hong Kong, 31st March, 2005

Notes:

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the office of the Company’s Registrar, Tricor Investor Services Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- (c) The Register of Members will be closed from Tuesday, 26th April, 2005 to Thursday, 28th April, 2005, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Registrar, Tricor Investor Services Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 25th April, 2005.
- (d) The directors of the Company as at the date of this notice are:

Chairman & Non-Executive Director
Mr. Jiang Wei

Executive Vice Chairman & Executive Director
Mr. Leung Kai Hung, Michael

Executive Directors
Mr. Henshaw Charles Guy (Chief Executive Officer), Mr. Wong Man Kwan, Willie and Ms. Wong Leung Ka On, Charlotte

Non-Executive Directors
Dr. Huang Zhi Jian, Mr. Li Fu Zuo, Mr. Sinn Chung Ming, Anthony, Mr. Wu Jun and Mr. Yan Biao

Independent Non-Executive Directors
Professor Chen Kwan Yiu, Edward, Mr. Lam Kwong Yu, Mr. Ma Chiu Cheung, Andrew and Mr. Tan Henry

“Please also refer to the published version of this announcement in the South China Morning Post”