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If you have sold or transferred all your shares in CITIC Telecom International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中信國際電訊集團有限公司

CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01883)

**DISCLOSEABLE TRANSACTIONS AND
CONTINUING CONNECTED TRANSACTIONS
IN RELATION TO
RENEWAL OF FINANCIAL SERVICES FRAMEWORK AGREEMENTS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



A letter from the Board is set out on pages 6 to 26 of this circular. A letter from the Independent Board Committee containing its recommendation is set out on pages 27 to 28 of this circular. A letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 29 to 52 of this circular.

A notice convening the EGM to be held at Conference Room, 6th Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong on Wednesday, 17 December 2025 at 11:00 a.m. is set out on pages 57 to 59 of this circular. Form of proxy for use in the EGM is enclosed.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	6
Letter from the Independent Board Committee	27
Letter from the Independent Financial Adviser	29
Appendix – General Information	53
Notice of Extraordinary General Meeting	57

DEFINITIONS

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

“2022 Financial Services Framework Agreements”	collectively, (i) the financial services framework agreement dated 14 November 2022 entered into between the Company and CITIC Bank, details of which are set out in the announcement of the Company dated 14 November 2022; and (ii) the financial services framework agreements dated 30 September 2021 entered into by the Company separately with each of (a) China CITIC Bank International; (b) CITIC Finance; and (c) CITIC Finance International, details of which are set out in the announcement of the Company dated 30 September 2021, each as amended by the supplemental agreements dated 14 November 2022 entered into by the Company separately with each of (a) China CITIC Bank International; (b) CITIC Finance; and (c) CITIC Finance International, details of which are set out in the announcement of the Company dated 14 November 2022
“2025 Financial Services Framework Agreements”	collectively, (i) the CITIC Bank Financial Services Framework Agreement; (ii) the China CITIC Bank International Financial Services Framework Agreement; (iii) the CITIC Finance Financial Services Framework Agreement; and (iv) the CITIC Finance International Financial Services Framework Agreement
“Annual Caps”	(i) the Proposed Deposit Services Annual Caps; and (ii) the Settlement Services Annual Caps
“Asian Capital” or “Independent Financial Adviser”	Asian Capital Limited (卓亞融資有限公司), a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps

DEFINITIONS

“associates”; “connected person”; “continuing connected transactions”; “controlling shareholder”; “percentage ratio”; and “subsidiary(ies)”	each has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“China CITIC Bank International”	China CITIC Bank International Limited (中信銀行(國際)有限公司), a licensed bank incorporated in Hong Kong and an indirect non wholly-owned subsidiary of CITIC Limited
“China CITIC Bank International Financial Services Framework Agreement”	the financial services framework agreement dated 17 October 2025 entered into between the Company and China CITIC Bank International in relation to the financial services to be provided by China CITIC Bank International to the Group
“CITIC Bank”	China CITIC Bank Corporation Limited (中信銀行股份有限公司), a joint stock limited company incorporated in the PRC, whose H shares and A shares are listed on the Main Board of the Stock Exchange (stock code: 00998) and the Shanghai Stock Exchange (stock code: 601998), respectively, and an indirect non wholly-owned subsidiary of CITIC Limited
“CITIC Bank Financial Services Framework Agreement”	the financial services framework agreement dated 17 October 2025 entered into between the Company and CITIC Bank in relation to the financial services to be provided by CITIC Bank and its subsidiaries in the PRC to the Group
“CITIC Finance”	中信財務有限公司 (CITIC Finance Company Limited), a limited liability company established in the PRC and an indirect non wholly-owned subsidiary of CITIC Limited
“CITIC Finance Financial Services Framework Agreement”	the financial services framework agreement dated 17 October 2025 entered into between the Company and CITIC Finance in relation to the financial services to be provided by CITIC Finance to the Group

DEFINITIONS

“CITIC Finance International”	CITIC Finance International Limited (中信財務(國際)有限公司), a limited liability company incorporated in Hong Kong and a direct wholly-owned subsidiary of CITIC Limited
“CITIC Finance International Financial Services Framework Agreement”	the financial services framework agreement dated 17 October 2025 entered into between the Company and CITIC Finance International in relation to the financial services to be provided by CITIC Finance International to the Group
“CITIC Group”	CITIC Group Corporation, its subsidiaries and associates (excluding the Group) from time to time
“CITIC Group Corporation”	中國中信集團有限公司 (CITIC Group Corporation), a Chinese state-owned enterprise established under the laws of the PRC, and the ultimate controlling shareholder of each of the Company, CITIC Limited, CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International
“CITIC Limited”	CITIC Limited (中國中信股份有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 00267) and the indirect holding company of the Company interested in approximately 57.54% of the total number of Shares in issue
“Company”	CITIC Telecom International Holdings Limited (中信國際電訊集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 01883)
“Director(s)”	the director(s) of the Company
“Effective Date”	in respect of each of the 2025 Financial Services Framework Agreements, the later of (i) such date on which the parties thereto have obtained their respective necessary authorisations or approvals in relation to the transactions contemplated thereunder, including approval from the Independent Shareholders at the EGM; or (ii) 30 December 2025

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve, among others, the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps
“Group”	the Company and its subsidiaries
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICT”	Information and Communications Technology (ICT), an umbrella term that includes any communication device or application, encompassing: radio, television, cellular phones, computer and network hardware and software, satellite systems etc., as well as the various services and applications associated with them
“Independent Board Committee”	the independent board committee of the Company comprising all the independent non-executive Directors, and each of them does not have any material interest in the transactions contemplated under the 2025 Financial Services Framework Agreements
“Independent Shareholders”	Shareholders other than CITIC Limited and its associates
“Latest Practicable Date”	24 November 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“PRC” or “China” or “Chinese mainland”	the People’s Republic of China (for the purposes of this circular, excludes Hong Kong, Macau and Taiwan)

DEFINITIONS

“Proposed Deposit Services Annual Caps”	the proposed aggregate amounts of the maximum daily outstanding balance of deposits (including accrued interests) that may be placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements for the period from the Effective Date to 31 December 2025 and each of the financial years ending 31 December 2026, 2027 and 2028 (up to and including the date immediately preceding the third anniversary of the Effective Date in 2028)
“Remaining 2025 Financial Services Framework Agreement(s)”	collectively, (i) the China CITIC Bank International Financial Services Framework Agreement; (ii) the CITIC Finance Financial Services Framework Agreement; and (iii) the CITIC Finance International Financial Services Framework Agreement
“Settlement Services Annual Caps”	the aggregate amounts of the maximum service fees payable by the Group to CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for the settlement services provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements for the period from the Effective Date to 31 December 2025 and each of the financial years ending 31 December 2026, 2027 and 2028 (up to and including the date immediately preceding the third anniversary of the Effective Date in 2028)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	shares in the capital of the Company
“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

The English names of the PRC entities referred to in this circular are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.



中信國際電訊集團有限公司

CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01883)

Directors:

Luo Xicheng[#] (*Chairman*)

Wu Jun[#] (*Chief Executive Officer*)

Luan Zhenjun[#] (*Chief Financial Officer*)

Zhao Lei^{**}

Wang Hua^{**}

Yang Feng^{**} (Liu Kaiyuan as his alternate)

Zuo Xunsheng^{***}

Lam Yiu Kin^{***}

Wen Ku^{***}

Registered Office:

25th Floor

CITIC Telecom Tower

93 Kwai Fuk Road

Kwai Chung

New Territories

Hong Kong

[#] *Executive Director*

^{**} *Non-executive Director*

^{***} *Independent non-executive Director*

27 November 2025

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTIONS AND
CONTINUING CONNECTED TRANSACTIONS
IN RELATION TO
RENEWAL OF FINANCIAL SERVICES FRAMEWORK AGREEMENTS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

With reference to the announcement of the Company dated 17 October 2025 in relation to, among other things, the 2025 Financial Services Framework Agreements, the purpose of this circular is to provide the Shareholders with, among other matters, (i) further details of the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps; (ii) a letter from the Independent Board Committee to the Independent Shareholders in respect of the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of EGM and a form of proxy.

LETTER FROM THE BOARD

2. 2025 FINANCIAL SERVICES FRAMEWORK AGREEMENTS

On 17 October 2025, the Company entered into the 2025 Financial Services Framework Agreements separately with each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International, pursuant to which it is agreed that members of the Group will engage each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for the provision of deposit services, settlement services and credit services for a term not exceeding three (3) years as set out below.

The principal terms of the 2025 Financial Services Framework Agreements are set out below:

Date : 17 October 2025

Parties : *CITIC Bank Financial Services Framework Agreement*

- (1) the Company; and
- (2) CITIC Bank.

China CITIC Bank International Financial Services Framework Agreement

- (1) the Company; and
- (2) China CITIC Bank International.

CITIC Finance Financial Services Framework Agreement

- (1) the Company; and
- (2) CITIC Finance.

CITIC Finance International Financial Services Framework Agreement

- (1) the Company; and
- (2) CITIC Finance International.

LETTER FROM THE BOARD

Term : *CITIC Bank Financial Services Framework Agreement*

The term shall not exceed three (3) years from the Effective Date, as follows: CITIC Bank will obtain the necessary approval from its shareholders on or before 31 December 2026 for continuing connected transactions with CITIC Limited and its subsidiaries (including the Company) beyond 31 December 2026. The term of the CITIC Bank Financial Services Framework Agreement therefore commences from the Effective Date until 31 December 2026 (both days inclusive), provided that if the aforementioned CITIC Bank's necessary approval is obtained on or before 31 December 2026, the term is automatically extended up to and including the date immediately preceding the third anniversary of the Effective Date (both days inclusive). The Effective Date of the CITIC Bank Financial Services Framework Agreement shall be the later of: (i) the date on which both parties obtain the necessary authorisation or approval in accordance with its respective memorandum and articles of association and the applicable requirements under the Listing Rules; or (ii) 30 December 2025.

If either party wishes to renew the CITIC Bank Financial Services Framework Agreement, it shall provide the other party with one (1) month's prior written notice before the expiry of the agreement and obtain the consent from the other party. Both parties shall enter into a new framework agreement for the renewal and obtain all necessary approvals and authorisations in accordance with the Listing Rules.

The Remaining 2025 Financial Services Framework Agreements

The term for each of the Remaining 2025 Financial Services Framework Agreements shall not exceed three (3) years from the Effective Date. The Effective Date of each of the Remaining 2025 Financial Services Framework Agreements shall be the later of: (i) the date on which each party to the relevant Remaining 2025 Financial Services Framework Agreement obtains the necessary authorisation or approval in accordance with its respective memorandum and articles of association and the applicable requirements under the Listing Rules; or (ii) 30 December 2025. The term of the Remaining 2025 Financial Services Framework Agreements therefore commences from its respective Effective Date until the date immediately preceding the third anniversary of the Effective Date (both dates inclusive).

LETTER FROM THE BOARD

If any party to the Remaining 2025 Financial Services Framework Agreements wishes to renew any of the Remaining 2025 Financial Services Framework Agreements, it shall provide the other party with one (1) month's prior written notice before the expiry of the relevant agreement and obtain the consent from the other party. The relevant parties shall enter into a new framework agreement for the renewal and obtain all necessary approvals and authorisations in accordance with the Listing Rules.

Financial services to be provided to the Group : Pursuant to the 2025 Financial Services Framework Agreements, the Group shall engage each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for the provision of the following financial services on normal commercial terms, at fair transaction price or on terms no less favourable to the Group than those that could be obtained from independent third parties:

(1) Deposit services

Pursuant to the 2025 Financial Services Framework Agreements, the Group shall engage CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, respectively, for the provision of deposit services. The interest rates for the deposits to be placed with each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International by the Group shall (i) be subject to compliance with the Listing Rules, be determined at arm's length between the relevant parties with reference to the prevailing interest rates offered by independent third parties for comparable category of deposits, or (ii) not be lower than the highest interest rates for comparable category of deposits offered by other major commercial banks or financial institutions with which the relevant member of the Group has an established business relationship.

LETTER FROM THE BOARD

(2) Settlement services

Pursuant to the 2025 Financial Services Framework Agreements, the Group shall engage CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, respectively, for the provision of settlement services. The service fees to be charged by each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for the provision of settlement services to the Group shall (i) subject to compliance with the Listing Rules, be determined at arm's length between the relevant parties with reference to the prevailing service fees charged by independent third parties for comparable category of settlement services, or (ii) not be higher than the lowest service fees for comparable category of settlement services charged by other major commercial banks or financial institutions with which the relevant member of the Group has an established business relationship.

(3) Credit services

Pursuant to the 2025 Financial Services Framework Agreements, the Group shall engage CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, respectively, for the provision of credit services. The interest rates for the credit services to be provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to the Group shall (i) subject to compliance with the Listing Rules, be determined at arm's length between the relevant parties with reference to the prevailing interest rates of similar credit lines offered by independent third parties, or (ii) not be higher than the lowest interest rates for comparable grade of credit services charged by other major commercial banks or financial institutions with which the relevant member of the Group has an established business relationship.

LETTER FROM THE BOARD

- Payment** : The consideration of the transactions contemplated under the 2025 Financial Services Framework Agreements shall be paid in accordance with the specific terms as agreed in the separate agreements to be entered into from time to time between the relevant member of the Group and CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International.
- Undertakings by CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International** : Under the 2025 Financial Services Framework Agreements, each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International undertakes to:
- (1) co-ordinate with the internal audit function and/or external auditors engaged by the Company to review/assess the transactions under the 2025 Financial Services Framework Agreements; and
 - (2) assist the Company to comply with the relevant regulations (including but not limited to the Listing Rules).

3. HISTORICAL TRANSACTION AMOUNTS

(1) Deposit services

Set out below are the aggregate amounts of the maximum daily outstanding balance of deposits (including accrued interests) placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for each of the financial years ended 31 December 2022, 2023 and 2024, and the period from 1 January 2025 to 31 August 2025:

	For the financial years ended 31 December			For the period from
	2022	2023	2024	1 January to 31 August 2025
Aggregate amount of maximum daily outstanding balance of deposits (including accrued interests) HK\$ (<i>billion</i>)	0.7 (<i>Note 1</i>)	1.5 (<i>Note 1</i>)	1.4 (<i>Note 1</i>)	1.1 (<i>Note 1</i>)

Note 1: The deposits of the Group were denominated in multiple currencies and the equivalent amount in HKD is calculated based on the prevailing exchange rate at the relevant time for illustrative purpose only.

LETTER FROM THE BOARD

The existing annual cap for the deposit services is HK\$1.6 billion for (1) the period from 30 December 2022 (being the effective date of each of the 2022 Financial Services Framework Agreements) to 31 December 2022, (2) each of the financial years ended 31 December 2023 and 2024, and (3) the period from 1 January 2025 to 29 December 2025 (being the expiry date of each of the 2022 Financial Services Framework Agreements). The Board is of the view that the aforementioned existing annual cap for the period from 1 January 2025 to 29 December 2025 will not be exceeded.

(2) Settlement services

Set out below are the aggregate amounts of the service fees paid/payable by the Group to CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for the settlement services provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for each of the financial years ended 31 December 2022, 2023 and 2024, and the period from 1 January 2025 to 31 August 2025:

	For the financial years ended 31 December			For the period from
	2022	2023	2024	1 January to
				31 August
				2025
Aggregate amount of	1	1	1	1
service fees for settlement	(Note 2)	(Note 2)	(Note 2)	(Note 2)
services				
HK\$ (million)				

Note 2: The service fees paid/payable by the Group were denominated in multiple currencies and the equivalent amount in HKD is calculated based on the prevailing exchange rate at the relevant time for illustrative purpose only.

The existing annual cap for the settlement services is HK\$3 million for (1) the period from 30 December 2022 (being the effective date of each of the 2022 Financial Services Framework Agreements) to 31 December 2022, (2) each of the financial years ended 31 December 2023 and 2024, and (3) the period from 1 January 2025 to 29 December 2025 (being the expiry date of each of the 2022 Financial Services Framework Agreements). The Board is of the view that the aforementioned existing annual cap for the period from 1 January 2025 to 29 December 2025 will not be exceeded.

LETTER FROM THE BOARD

(3) Credit services

Set out below are the aggregate maximum outstanding loan amounts (including interest accrued thereon) provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International and CITIC Finance International to the Group for each of the financial years ended 31 December 2022, 2023 and 2024, and the period from 1 January 2025 to 31 August 2025:

	For the financial years ended 31 December			For the period from 1 January to 31 August 2025
	2022	2023	2024	2025
Aggregate maximum outstanding loan amount (including interest accrued thereon) HK\$ (billion)	1.6 (Note 3)	1.0 (Note 3)	0.4 (Note 3)	1.5 (Note 3)

Note 3: The outstanding loan amounts of the Group were denominated in multiple currencies and the equivalent amount in HKD is calculated based on the prevailing exchange rate at the relevant time for illustrative purpose only.

The Group did not have any outstanding loan amount from CITIC Finance for each of the financial years ended 31 December 2022, 2023 and 2024, and the period from 1 January 2025 to 31 August 2025.

As the aforementioned loan transactions entered into with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International and CITIC Finance International were on normal commercial terms or better, and without granting any security over the Group's assets in respect of the loans, the loan transactions are fully-exempt from reporting, annual review, announcement and Independent Shareholders' approval requirements under 14A.90 of the Listing Rules.

LETTER FROM THE BOARD

4. ANNUAL CAPS

(1) Deposit services

The aggregate amounts of the maximum daily outstanding balance of deposits (including accrued interests) to be placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements for the period from the Effective Date to 31 December 2025 and each of the financial years ending 31 December 2026, 2027 and 2028 shall not exceed the maximum amounts set out below (i.e. the Proposed Deposit Services Annual Caps):

	For the period from the Effective Date to 31 December 2025	For the financial years ending 31 December		
		2026	2027	2028 <i>(Note 5)</i>
Aggregate amount of maximum daily outstanding balance of deposits (including accrued interests) HK\$ <i>(billion)</i>	1.6 <i>(Note 4)</i>	1.6 <i>(Note 4)</i>	1.6 <i>(Note 4)</i>	1.6 <i>(Note 4)</i>

Note 4: The deposits of the Group to be placed with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International may be denominated in multiple currencies.

Note 5: Up to and including the date immediately preceding the third anniversary of the Effective Date in 2028.

LETTER FROM THE BOARD

(2) Settlement services

The aggregate amounts of the maximum service fees payable by the Group to CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for the settlement services to be provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements for the period from the Effective Date to 31 December 2025 and each of the financial years ending 31 December 2026, 2027 and 2028 shall not exceed the maximum amounts set out below:

	For the period from the Effective Date to 31 December 2025	For the financial years ending 31 December		
		2026	2027	2028
				<i>(Note 7)</i>
Aggregate amount of maximum service fees payable HK\$ (<i>million</i>)	3 <i>(Note 6)</i>	3 <i>(Note 6)</i>	3 <i>(Note 6)</i>	3 <i>(Note 6)</i>

Note 6: The service fees payable by the Group to CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International may be denominated in multiple currencies.

Note 7: Up to and including the date immediately preceding the third anniversary of the Effective Date in 2028.

The above Annual Caps (i.e. the Proposed Deposit Services Annual Caps and the Settlement Services Annual Caps) are determined with reference to: (1) the historical transaction amounts as stated above; (2) the historical amount of the maximum daily balance of deposits placed by the Group with external service providers (and not only with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International); (3) the strategies of the treasury management of the Company taking into account the cash flow requirements and financial needs of the Group for its business development plans; and (4) the expected increase in revenue, as well as the expected amount of cash of the Group, for the three (3) financial years ending 31 December 2026, 2027 and 2028, all of which reflect assumptions based on the Group's normal course of business operations and anticipated continuity in its existing activities, taking into account, in particular, the prevailing market conditions and the Group's established business operating model. The Board, based on prevailing available information and assessment, does not anticipate that there will be material changes in the Group's treasury policy (in particular in managing/assessing cash flow requirements, financial needs, revenue, or cash position during the financial years to be covered by the 2025 Financial Services Framework Agreements) which will trigger any adjustment to the estimated maximum annual transaction amount of the relevant services required; and accordingly propose to adopt the Annual Caps at the same level as the existing annual caps.

LETTER FROM THE BOARD

In particular, the Proposed Deposit Services Annual Caps was determined after taking into consideration the following factors:

- (i) ***Nature of deposits:*** the Company intends to make use of the deposit services provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to support its operational and liquidity needs, which may require a high amount of daily balance for a short period of time (e.g. monthly payroll processing or loan repayment) and is not intended for placement of termed deposit. As such, the determination of the Proposed Deposit Services Annual Caps took into account circumstances requiring the Company to deposit a larger sum for a short period of time due to such operational and liquidity needs;
- (ii) ***Growth of historical transaction amounts with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International:*** the growth in the historical aggregate amounts of the maximum daily outstanding balance of the deposits placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International during the financial years ended 31 December 2022, 2023 and 2024 and the period from 1 January 2025 to 31 August 2025;
- (iii) ***Historical transaction amounts with all external service providers (and not only with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International):*** the historical amount of the maximum month-end balance of deposits placed by the Group with all external service providers (and not only with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International) in the most recent period (i.e. the period from 1 January 2022 to 31 August 2025) was approximately HK\$2.5 billion. The amount of the Proposed Deposit Services Annual Caps, being HK\$1.6 billion, represents approximately 64% of the aforesaid actual amount; and
- (iv) ***Flexibility in use of deposit services provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International:*** since each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International are subsidiaries of CITIC Limited, having considered their familiarity with the Group's operation and financial needs, the Group may allocate more of its cash to be deposited with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International if and when the terms offered by them are more favourable than the commercial terms offered by other commercial banks or financial institutions.

LETTER FROM THE BOARD

(3) Credit services

The credit services under the 2025 Financial Services Framework Agreements involve the provision of financial assistance by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to the Group. As the credit services to be provided under the 2025 Financial Services Framework Agreements shall be on normal commercial terms or better, and the Group only expects to engage such credit services if and when no security will be granted by the Group over its assets in respect of such credit services, the credit services as contemplated under the 2025 Financial Services Framework Agreements, if and when they occur, are fully exempt from the reporting, annual review, announcement and Independent Shareholders' approval requirements under Rule 14A.90 of the Listing Rules. No annual caps are therefore set for such credit services.

5. INTERNAL CONTROL AND RISK MANAGEMENT MEASURES

The Company will adopt the following measures in monitoring the transactions of the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International under the 2025 Financial Services Framework Agreements:

- (1) before placing a deposit with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International, the Group will compare the interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International with the interest rates offered by two to three major commercial banks or financial institutions with which the relevant member of the Group has established business relationship and which are independent third parties;
- (2) before engaging CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International for the provision of settlement services, the Group will compare the service fees charged by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International with the service fees charged by two to three major commercial banks or financial institutions with which the relevant member of the Group has established business relationship and which are independent third parties;
- (3) before obtaining credit facilities from CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International, the Group will compare the interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International with the interest rates offered by two to three major commercial banks or financial institutions with which the

LETTER FROM THE BOARD

relevant member of the Group has established business relationship and which are independent third parties; and

- (4) the finance department of the Company shall be responsible for the operations and monitoring of the transactions under the 2025 Financial Services Framework Agreements to ensure such transactions are conducted in accordance with the terms of the 2025 Financial Services Framework Agreements.

The Company will also adopt the following measures to monitor and mitigate the credit risks arising from the transactions under the 2025 Financial Services Framework Agreements:

- (1) the finance department of the Company will monitor the amount of daily outstanding balance of deposits placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, respectively, on a daily basis;
- (2) given that CITIC Bank and China CITIC Bank International are both licensed banks while CITIC Finance is regulated by the National Financial Regulatory Administration, the finance department of the Company will closely monitor any enforcement news published by the relevant authorities and report to the management if necessary;
- (3) in the event that the Company discovers that any of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International fail to comply with any regulatory requirement which may have a material adverse impact on the Group's financial or operational positions, the Group will take proper and appropriate measures to protect its deposits, including early withdrawal of deposits or discontinuation of further deposits placed with the relevant entity;
- (4) in respect of deposits placed by the Group with CITIC Finance, the articles of association of CITIC Finance states that the holding company of CITIC Finance has undertaken to increase the capital of CITIC Finance in the event that CITIC Finance has difficulty in fulfilling its payment obligation, which provides assurance to the Group on the safety of funds deposited with CITIC Finance;
- (5) in respect of CITIC Bank (a company whose H shares and A shares are listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange), China CITIC Bank International and CITIC Finance International (both of which are companies incorporated in Hong Kong), the Company will review the financial statements to the extent published or available so as to monitor the performance of these companies and review the safety of funds deposited with each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International and CITIC Finance International;

LETTER FROM THE BOARD

- (6) the Company will appoint an external auditor pursuant to the Listing Rules to conduct annual reviews of the transactions under the 2025 Financial Services Framework Agreements and to ensure compliance with the Annual Caps; and
- (7) the Board will continue to review on a regular basis the Group's internal control system and its effectiveness.

In addition, the Company has in place the following measures to reduce and mitigate risks of concentration of the Group's deposits with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International:

- (1) in practice, the Group usually diversifies its cash deposits with a number of banks and financial institutions, taking into account the competitiveness of the deposit interest rates and whether favourable terms are offered compared with other banks or financial institutions; and
- (2) given that the Proposed Deposit Services Annual Caps will be shared amongst CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, there is minimal concentration risk of placing a significant amount of deposits with a single bank or financial institution.

As CITIC Finance is a non-bank financial institution and CITIC Finance International is a non-bank entity, the Company confirms that, to mitigate the risks arising from the transactions under the 2025 Financial Services Framework Agreements:

- (1) both entities have established robust internal controls, financial accounting systems and other relevant mechanisms, and conduct all business activities in compliance with applicable laws and regulations to safeguard the deposits to be placed by the Group with CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements;
- (2) both entities will use their best efforts and adopt all reasonable measures to ensure that (i) the deposits to be placed by the Group with CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements are secure; and (ii) such deposits remain available for withdrawal by the Group on demand or in accordance with the terms of the relevant agreement; and
- (3) both entities will maintain the secure operation of their respective fund settlement and management networks and protect the integrity and safety of the deposits to be placed by the Group with CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements.

LETTER FROM THE BOARD

6. REASONS FOR AND BENEFITS OF THE TRANSACTIONS UNDER THE 2025 FINANCIAL SERVICES FRAMEWORK AGREEMENTS

The Board is of the view that it is beneficial to utilise the financial services from CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International under the 2025 Financial Services Framework Agreements due to the following reasons:

- (1) the Group can obtain financial services on terms (including interest rates) which are no less favourable than those available from other independent major commercial banks or financial institutions;
- (2) the return on surplus of the Group can be enhanced due to favourable interest rates for deposits;
- (3) the service fees and charges levied by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International are competitive and cost-effective, and the finance costs of the Group can be reduced due to such favourable service fees for the settlement services;
- (4) the interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International on credit services are competitive, and the finance costs of the Group can also be reduced as a result of such favourable interest rates for the credit services;
- (5) the Group's portfolio of principal bankers and/or financial institutions will be diversified during the term of the 2025 Financial Services Framework Agreements; and
- (6) the Group is expected to further derive synergy from utilising the financial services provided by, gain a better understanding of and establish a deeper connection with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, which will allow more expedient and efficient services than those rendered by other commercial banks or financial institutions.

The Directors (save for the views of the independent non-executive Directors on the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps, which will be reserved and provided in their letter to be included in the circular, and except for Mr. Luan Zhenjun and Mr. Yang Feng, who abstained from voting on the relevant board resolutions) consider that the terms of the 2025 Financial Services Framework Agreements (including the Annual Caps) and the transactions contemplated thereunder are on normal commercial terms after arm's length negotiations and in the ordinary and usual course of business of the Group, which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

7. LISTING RULES IMPLICATIONS

CITIC Limited is the controlling shareholder of the Company which, through its subsidiaries, namely Ease Action Investments Corp., Silver Log Holdings Ltd., Perfect New Holdings Limited and Richtone Enterprises Inc., is interested in 2,129,345,175 Shares, being approximately 57.54% of the total number of Shares in issue, and controls the voting rights in respect of such Shares. Each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International is a subsidiary of CITIC Limited. Accordingly, each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International is a connected person of the Company. Therefore, the entering into of the 2025 Financial Services Framework Agreements, and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Deposit services

As the highest applicable percentage ratio for the aggregate amounts of the maximum daily outstanding balance of deposits (including accrued interests) to be placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International under the 2025 Financial Services Framework Agreements is more than 5% but less than 25%, such deposit services constitute (i) non-exempt continuing connected transactions subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) discloseable transactions subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Settlement services

The aggregate amounts of the maximum service fees to be paid by the Group for the settlement services to be provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to the Group under the 2025 Financial Services Framework Agreements are expected to fall below the de minimis threshold as specified in Rule 14A.76(1) of the Listing Rules. Therefore, such settlement services are exempt from reporting, announcement, annual review and Independent Shareholders' approval requirements under Rule 14A.76(1) of the Listing Rules.

LETTER FROM THE BOARD

Credit services

As the credit services to be provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to the Group under the 2025 Financial Services Framework Agreements shall be on normal commercial terms or better, and the Group only expects to engage such credit services if and when no security will be granted by the Group over its assets in respect of such credit services, the credit services as contemplated under the 2025 Financial Services Framework Agreements, if and when they occur, are fully exempt from the reporting, announcement, annual review and Independent Shareholders' approval requirements under Rule 14A.90 of the Listing Rules.

8. INFORMATION OF THE PARTIES TO THE TRANSACTIONS

The Group

The Company was established in 1997 in Hong Kong and was listed on the Stock Exchange on 3 April 2007.

As one of the largest international telecommunications hubs in Asia Pacific, the Group provides full-scale international telecommunications services to carrier clients around the globe, and ICT services in Southeast Asia through its wholly-owned subsidiary Acclivis Technologies and Solutions Pte. Ltd..

CITIC Telecom International CPC Limited ("CPC") is a wholly-owned subsidiary of the Company. CPC provides one-stop ICT solutions to multinational and business enterprises. CPC is one of the most trusted partners of leading multinational and business enterprises in the Asia-Pacific region and provides comprehensive ICT services for sizeable multinational and business enterprises in Chinese mainland through its subsidiary China Enterprise ICT Solutions Limited.

The Group holds 99% equity interest in Companhia de Telecomunicações de Macau, S.A. ("CTM"). CTM is one of the leading integrated telecommunications services providers in Macau, and is the only full telecommunications services provider in Macau. It has long provided quality telecommunications and ICT services to the residents, government and enterprises of Macau, and plays an important role in the ongoing development of Macau.

CITIC Bank

CITIC Bank is a comprehensively competitive national commercial bank and a joint stock limited company incorporated in the PRC, whose H shares and A shares are listed on the Main Board of the Stock Exchange (stock code: 00998) and the Shanghai Stock Exchange (stock code: 601998), respectively, which is an indirect non wholly-owned subsidiary of CITIC Limited.

LETTER FROM THE BOARD

China CITIC Bank International

China CITIC Bank International is a licensed bank incorporated and domiciled in Hong Kong with branches operating in Macau, Singapore, Los Angeles and New York.

China CITIC Bank International is an indirect non wholly-owned subsidiary of CITIC Limited.

CITIC Finance

CITIC Finance is a non-bank financial institution with the approval of the Beijing Regulatory Bureau of National Financial Regulatory Administration (國家金融監督管理總局北京監管局). CITIC Finance's principal businesses include accepting deposits, providing loans and loan agency services, internal transfer and settlement and corresponding planning, finance services and financing consulting for members of the CITIC Group and other businesses.

CITIC Finance is an indirect non wholly-owned subsidiary of CITIC Limited.

CITIC Finance International

CITIC Finance International is a company incorporated in Hong Kong, which acts as the intra-group treasury centre of the CITIC Group and is principally engaged in the provision of treasury management services to other member companies of the CITIC Group.

CITIC Finance International is a direct wholly-owned subsidiary of CITIC Limited.

CITIC Limited

CITIC Limited is one of China's largest conglomerates with businesses in comprehensive financial services, advanced intelligent manufacturing, advanced materials, new consumption and new-type urbanisation. CITIC Limited enjoys leading market positions in sectors well matched to China's economy. With its rich history, diverse platform and pioneering spirit, CITIC Limited is uniquely positioned to capture opportunities in China and overseas.

CITIC Limited is listed on the Stock Exchange and it is a constituent of the Hang Seng Index. CITIC Group Corporation, a Chinese state-owned enterprise, owns 53.12% of CITIC Limited.

LETTER FROM THE BOARD

CITIC Group Corporation

CITIC Group Corporation is the ultimate controlling shareholder of each of the Company, CITIC Limited, CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International and is a Chinese state-owned enterprise under the Ministry of Finance of the PRC. Since its establishment in 1979, CITIC Group Corporation has been a pioneer of PRC's economic reform. It makes investments in areas with long-term potential as well as those aligned with national priorities.

9. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising all the independent non-executive Directors (namely, Mr. Zuo Xunsheng, Mr. Lam Yiu Kin and Mr. Wen Ku) has been established to advise the Independent Shareholders in connection with the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps.

Asian Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps.

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps. CITIC Limited through its subsidiaries, namely Ease Action Investments Corp., Silver Log Holdings Ltd., Perfect New Holdings Limited and Richtone Enterprises Inc., which together hold 2,129,345,175 Shares, being approximately 57.54% of the total number of Shares in issue as at the date of this circular, and controls the voting rights in respect of such Shares, are required to abstain from voting at the EGM on the resolutions approving the same. Save for the aforementioned and to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder has a material interest in the transactions contemplated under the 2025 Financial Services Framework Agreements and is required to abstain from voting on the resolutions approving the same at the EGM.

10. GENERAL

Mr. Luan Zhenjun, an executive Director, is a director of CITIC Finance and CITIC Finance International. Mr. Yang Feng, a non-executive Director, is a director of CITIC Finance. In order to avoid the perception of a conflict of interest, Mr. Luan Zhenjun and Mr. Yang Feng have abstained from voting on the board resolutions of the Company for considering and approving the transactions contemplated under the 2025 Financial Services Framework Agreements. Save as disclosed above, no other Director has a material interest in the transactions contemplated under the 2025 Financial Services Framework Agreements or is required to abstain from voting on the board resolutions of the Company for considering and approving such transactions.

LETTER FROM THE BOARD

11. EXTRAORDINARY GENERAL MEETING

The EGM will be convened and held at Conference Room, 6th Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong on Wednesday, 17 December 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps. A notice of EGM and a form of proxy for use at the EGM is enclosed with this circular.

The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote at the EGM, from Friday, 12 December 2025 to Wednesday, 17 December 2025, both days inclusive, during which period no transfers of shares will be effected. In order to be eligible to attend and vote at the EGM, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 11 December 2025.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, voting at the EGM will be conducted by poll. The chairman of the EGM will demand a poll for the ordinary resolutions to be proposed at the EGM in accordance with the Company's articles of association. CITIC Limited and its associates, which together hold approximately 57.54% of the total number of Shares in issue (i.e. 2,129,345,175 Shares) as at the Latest Practicable Date, are required to abstain from voting at the EGM on the resolutions approving the same. Save for the aforementioned and to the best knowledge, information and belief of the Directors, no other Shareholder has a material interest in the transactions contemplated under the 2025 Financial Services Framework Agreements and is required to abstain from voting on the resolutions approving the same at the EGM.

LETTER FROM THE BOARD

12. RECOMMENDATION

The Board (save for Mr. Luan Zhenjun and Mr. Yang Feng and the views of the independent non-executive Directors, which are provided in the “Letter from the Independent Board Committee” in this circular), having considered the terms of the provision of the deposit services to the Group by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps, and taking into account the advice of the Independent Financial Adviser, considers that the deposit services contemplated under the 2025 Financial Services Framework Agreements are on normal commercial terms or better and in the ordinary and usual course of business of the Group and that the terms thereof, together with the Proposed Deposit Services Annual Caps, are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve, among others, the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps.

Your attention is drawn to the letter from the Independent Board Committee set out on pages 27 to 28 of this circular containing its recommendation to the Independent Shareholders and the letter from the Independent Financial Adviser set out on pages 29 to 52 of this circular containing its advice and recommendation to the Independent Board Committee and to the Independent Shareholders on the provision of the deposit services to the Group by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps.

Your attention is also drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
For and on behalf of the Board
CITIC Telecom International Holdings Limited
Luo Xicheng
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the full text of the letter from the Independent Board Committee to the Independent Shareholders which was prepared for inclusion in this circular.



中信國際電訊集團有限公司

CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01883)

27 November 2025

To the Independent Shareholders

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTIONS AND
CONTINUING CONNECTED TRANSACTIONS
IN RELATION TO
RENEWAL OF FINANCIAL SERVICES FRAMEWORK AGREEMENTS**

We refer to the circular of the Company dated 27 November 2025 (the “**Circular**”) of which this letter forms part. Terms defined in the Circular shall have the same meanings herein unless the context otherwise requires.

We have been appointed by the Board to form the Independent Board Committee to advise the Independent Shareholders as to whether, in our opinion, the deposit services contemplated under the 2025 Financial Services Framework Agreements are on normal commercial terms or better and in the ordinary and usual course of business of the Group and that the terms thereof, together with the Proposed Deposit Services Annual Caps, are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Asian Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in the same respect.

We wish to draw your attention to the letter from the Board set out on pages 6 to 26 of the Circular which contains information in connection with the deposit services contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps, and the letter from the Independent Financial Adviser set out on pages 29 to 52 of the Circular which contains its advice and recommendation in the same respect.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the terms of the provision of the deposit services to the Group by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps, and taking into account the advice of the Independent Financial Adviser, we consider that the deposit services contemplated under the 2025 Financial Services Framework Agreements are on normal commercial terms or better and in the ordinary and usual course of business of the Group and that the terms thereof, together with the Proposed Deposit Services Annual Caps, are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favor of the resolutions to be proposed at the EGM, which are set out in the notice convening the EGM, to approve the provision of the deposit services to the Group by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International contemplated under the 2025 Financial Services Framework Agreements and the Proposed Deposit Services Annual Caps.

Yours faithfully,

For and on behalf of

**Independent Board Committee of
CITIC Telecom International Holdings Limited**

Zuo Xunsheng

*Independent non-executive
Director*

Lam Yiu Kin

*Independent non-executive
Director*

Wen Ku

*Independent non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the letter of advice from the Independent Financial Adviser, Asian Capital Limited, to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.



ASIAN CAPITAL LIMITED

Suite 1405-09
Bank of America Tower
12 Harcourt Road
Central
Hong Kong

*To: The Independent Board Committee and the Independent Shareholders of
CITIC Telecom International Holdings Limited*

27 November 2025

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO RENEWAL OF FINANCIAL SERVICES FRAMEWORK AGREEMENTS

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the deposit services contemplated under the 2025 Financial Services Framework Agreements (the “**Transactions**”) and the Proposed Deposit Services Annual Caps, particulars of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company issued to the Shareholders dated 27 November 2025 (the “**Circular**”), of which this letter forms part. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

On 17 October 2025, the Company entered into the 2025 Financial Services Framework Agreements separately with each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International, pursuant to which members of the Group will engage each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for the provision of deposit services, settlement services and credit services for a term not exceeding three (3) years.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As disclosed in the Circular, CITIC Limited is the controlling shareholder of the Company which, through its subsidiaries, namely Ease Action Investments Corp., Silver Log Holdings Ltd., Perfect New Holdings Limited and Richtone Enterprises Inc., is interested in 2,129,345,175 Shares, being approximately 57.54% of the total number of Shares in issue, and controls the voting rights in respect of such Shares. Each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International is a subsidiary of CITIC Limited. Accordingly, each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International is a connected person of the Company and therefore the Transactions would constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) for the aggregate amounts of the maximum daily outstanding balance of deposits (including accrued interests) to be placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International under the 2025 Financial Services Framework Agreements is more than 5% but less than 25%, such deposit services constitute (i) non-exempt continuing connected transactions of the Company which are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) discloseable transactions subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

The aggregate amounts of the maximum service fees to be paid by the Group for the settlement services to be provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to the Group under the 2025 Financial Services Framework Agreements are expected to fall below the de minimis threshold as specified in Rule 14A.76(1) of the Listing Rules. Accordingly, such settlement services are exempt from the reporting, announcement, annual review and Independent Shareholders' approval requirements pursuant to Rule 14A.76(1) of the Listing Rules.

As the credit services to be provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to the Group under the 2025 Financial Services Framework Agreements shall be on normal commercial terms or better, and the Group only expects to engage such credit services if and when no security will be granted by the Group over its assets in respect of such credit services, the credit services as contemplated under the 2025 Financial Services Framework Agreements, if and when they occur, are fully exempt from reporting, announcement, annual review and Independent Shareholders' approval requirements under Rule 14A.90 of the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Zuo Xunsheng, Mr. Lam Yiu Kin and Mr. Wen Ku, has been established for the purpose of advising the Independent Shareholders as to (i) whether the terms of the Transactions (including the Proposed Deposit Services Annual Caps) are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the Transactions (including the Proposed Deposit Services Annual Caps) are on normal commercial terms or better and in the ordinary and usual course of business of the Group; (iii) whether the Transactions (including the Proposed Deposit Services Annual Caps) are in the interests of the Company and the Shareholders as a whole; and (iv) how the Independent Shareholders should vote in respect of the relevant resolutions to be proposed at the EGM to approve the Transactions. We, Asian Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

In the last two years, there were no engagements between us and the Company. As at the Latest Practicable Date, there were no relationships or interests between us and the Company, CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International, their respective subsidiaries and close associates that could reasonably be regarded as a hindrance to our independence as defined under Rule 13.84 of the Listing Rules to act as the Independent Financial Adviser in respect of the Transactions.

BASIS OF OUR OPINION

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders, we have reviewed, *inter alia*, (i) the 2025 Financial Services Framework Agreements; (ii) the announcement of the Company dated 17 October 2025 in relation to the Transactions; (iii) the annual report of the Company for the year ended 31 December 2023 (the “**2023 Annual Report**”) and the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”); (iv) the interim report of the Company for the six months ended 30 June 2024 (the “**2024 Interim Report**”) and the interim report of the Company for the six months ended 30 June 2025 (the “**2025 Interim Report**”); (v) supporting documents relating to the internal control measures implemented by the Company; (vi) other information as set out in the Circular; and (vii) relevant market data and information available from public sources.

We have also relied on (i) our discussions with the Directors and the senior management of the Company (collectively, the “**Management**”); (ii) our research on market data; and (iii) statements, information, opinions and representations contained or referred to in the Circular and/or provided to us by the Company and the Management. We have assumed that all statements, information, opinions and representations contained or referred to in the Circular and/or provided to us are true and accurate at the time they were made and continue to be accurate as at the Latest Practicable Date.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion. We have no reason to suspect that any relevant information has been withheld. We consider that we have performed all the necessary steps to enable us to reach an informed view and to justify our reliance on the information provided so as to provide a reasonable basis for our opinion. We have also assumed that all statements of opinion made by the Management in the Circular were reasonably made after due enquiries and careful consideration.

The Directors jointly and severally accept full responsibility for the accuracy of the information disclosed and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, opinions expressed by them in the Circular have been arrived at after due and careful consideration and there are no other material facts not contained in the Circular, the omission of which would make any such statement made by them that contained in the Circular misleading in all material respects.

While we have taken reasonable steps to satisfy the requirements under the Listing Rules, we have not carried out any independent verification of the information, opinions or representations given or made by or on behalf of the Company as set out in the Circular, nor have we conducted an independent investigation into the business affairs, internal control or assets and liabilities of the Group or any of the other parties involved in the Transactions. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

Our opinion is based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments or changes (including any material change in market, economic conditions and counterparty risks) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion.

This letter is issued for the information of the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Transactions, and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders, we have taken the following principal factors and reasons into consideration:

1. Background information of the parties to the Transactions

Information of the Group

The Company was established in 1997 in Hong Kong and was listed on the Stock Exchange on 3 April 2007. As one of the largest international telecommunications hubs in Asia Pacific, the Group provides full-scale international telecommunications services to carrier clients around the globe, and ICT services in Southeast Asia through its wholly-owned subsidiary Acclivis Technologies and Solutions Pte. Ltd. CITIC Telecom International CPC Limited (“CPC”) is a wholly-owned subsidiary of the Company. CPC provides one-stop ICT solutions to multinational and business enterprises. CPC is one of the most trusted partners of leading multinational and business enterprises in the Asia-Pacific region and provides comprehensive ICT services for sizeable multinational and business enterprises in Chinese mainland through its subsidiary China Enterprise ICT Solutions Limited. The Group holds 99% equity interest in Companhia de Telecomunicações de Macau, S.A. (“CTM”). CTM is one of the leading integrated telecommunications services providers in Macau, and is the only full telecommunications services provider in Macau. It has long provided quality telecommunications and ICT services to the residents, government and enterprises of Macau, and plays an important role in the ongoing development of Macau.

Financial performance of the Group

Set out below is the summary of the financial information of the Group for the two years ended 31 December 2023 and 2024 and for the six months ended 30 June 2024 and 2025, as extracted from the 2023 Annual Report, the 2024 Annual Report, the 2024 Interim Report and the 2025 Interim Report:

	For the year ended		For the six months ended	
	31 December		30 June	
	2023	2024	2024	2025
	HK\$ million	HK\$ million	HK\$ million	HK\$ million
	(audited)	(audited)	(unaudited)	(unaudited)
Revenue	9,987	9,573	4,889	4,807
Telecommunications services	8,569	8,045	4,160	4,072
Sales of mobile handsets and equipment	1,418	1,528	729	735
Profit before taxation	1,505	1,082	568	558
Profit for the year/period	1,252	928	471	469

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	As at 31 December		As at 30 June
	2023	2024	2025
	HK\$ million (audited)	HK\$ million (audited)	HK\$ million (unaudited)
Total assets	17,363	17,455	16,935
<i>Cash and deposits</i>	1,726	1,611	1,714
<i>Trade and other receivables</i>	1,489	1,588	1,445
Total liabilities	6,499	6,628	6,076
<i>Trade and other payables</i>	1,626	1,606	1,695
<i>Bank and other borrowings</i>	3,934	3,907	3,452
Net assets	10,864	10,827	10,859

With reference to the 2024 Annual Report, the revenue of the Group decreased from approximately HK\$9,987 million for the year ended 31 December 2023 (“FY2023”) to approximately HK\$9,573 million for the year ended 31 December 2024 (“FY2024”), representing a slight decrease of approximately 4.1%. Such decrease was mainly due to the combined effect of (i) the decrease in revenue from enterprise solutions and messaging services under telecommunications services as partially offset by the increase in revenue from mobile services and internet services under telecommunications services and (ii) the surge in mobile handsets and equipment sales. The profit for the year of the Group decreased from approximately HK\$1,252 million for FY2023 to approximately HK\$928 million for FY2024. Such decrease was mainly attributable to the combined effect of (i) the decrease in revenue of approximately HK\$414 million as mentioned above; (ii) a valuation loss of approximately HK\$7 million on investment property held by the Group for FY2024 as compared to a valuation gain of approximately HK\$14 million for FY2023; (iii) an increase in cost of sales and services of approximately HK\$237 million contributed by the increase in sales of mobile handsets and equipment with a comparatively lower margin together with the impact from the decrease in messaging services revenue with a comparatively higher margin; and (iv) a decrease in depreciation and amortisation expenses due to certain aged networks and equipment being fully depreciated during the year. The Group’s cash and deposits decrease from approximately HK\$1,726 million as at 31 December 2023 to approximately HK\$1,611 million as at 31 December 2024, representing a decrease of approximately 6.7%.

As disclosed in the 2025 Interim Report, the Group recorded a profit of approximately HK\$469 million for the six months ended 30 June 2025 (“1H 2025”), which is similar to the profit of approximately HK\$471 million for the six months ended 30 June 2024 (“1H 2024”). While the Group has repaid certain of its bank and other borrowings with a net amount of approximately HK\$390 million, the Group maintained strong liquidity with undrawn committed bank and other loan facilities of HK\$6,349 million and had cash and deposits of HK\$1,714 million as at 30 June 2025, which were more than sufficient to cover its debt repayments and capital expenditure requirement in the coming twelve months.

Information of CITIC Bank

CITIC Bank is a comprehensively competitive national commercial bank and a joint stock limited company incorporated in the PRC regulated by National Financial Regulatory Administration (國家金融監督管理總局) (“NFRA”), whose H shares and A shares are listed on the Main Board of the Stock Exchange (stock code: 00998) and the Shanghai Stock Exchange (stock code: 601998), respectively, which in turn is an indirect non-wholly owned subsidiary of CITIC Limited.

Information of China CITIC Bank International

China CITIC Bank International is a licensed bank incorporated and domiciled in Hong Kong regulated by the Hong Kong Monetary Authority, with branches operating in Macau, Singapore, Los Angeles and New York. China CITIC Bank International is an indirect non-wholly owned subsidiary of CITIC Limited.

Information of CITIC Finance

CITIC Finance is a non-bank financial institution with the approval of the Beijing Regulatory Bureau of National Financial Regulatory Administration (國家金融監督管理總局北京監管局). CITIC Finance’s principal businesses include accepting deposits, providing loans and loan agency services, internal transfer and settlement and corresponding planning, finance services and financing consulting for members of the CITIC Group and other businesses. CITIC Finance is an indirect non wholly-owned subsidiary of CITIC Limited.

CITIC Finance, as a non-banking financial institution providing financial services to the Group, shall comply with the regulations of applicable laws, provisions and requirements of NFRA, which include the Administrative Measures for Enterprise Group Finance Companies (企業集團財務公司管理辦法) (the “**Administrative Measures**”). Based on our review on the Administrative Measures, CITIC Finance shall meet the following requirements:

- (a) the capital adequacy ratio (資本充足率) not less than 10%;
- (b) liquidity ratio not less than 25%;
- (c) total loan balance not higher than 80% of the sum of total deposit balance and paid-in capital;
- (d) total liabilities to non-group entities shall not exceed net capital;
- (e) outstanding acceptance bill balance shall not exceed 15% of total assets;

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (f) outstanding acceptance bill balance shall not exceed 3 times the balance of placements with interbanks;
- (g) total amount of acceptance bills and rediscounted bills shall not exceed net capital;
- (h) balance of acceptance bill margins shall not exceed 10% of total deposits;
- (i) total investment amount shall not exceed 70% of net capital; and
- (j) net fixed assets shall not exceed 20% of net capital.

To the best knowledge of the Company, CITIC Finance is in compliance with the applicable requirements as set out in the Administrative Measures.

Information of CITIC Finance International

CITIC Finance International is a company incorporated in Hong Kong, which acts as the intra-group treasury centre of the CITIC Group and is principally engaged in the provision of treasury management services to other member companies of the CITIC Group. CITIC Finance International is a direct wholly owned subsidiary of CITIC Limited.

Information of CITIC Limited

CITIC Limited is one of China's largest conglomerates with businesses in comprehensive financial services, advanced intelligent manufacturing, advanced materials, new consumption and new-type urbanisation. CITIC Limited enjoys leading market positions in sectors well matched to China's economy. With its rich history, diverse platform and pioneering spirit, CITIC Limited is uniquely positioned to capture opportunities in China and overseas. CITIC Limited is listed on the Stock Exchange and it is a constituent of the Hang Seng Index. CITIC Group Corporation, a Chinese state-owned enterprise, owns 53.12% of CITIC Limited.

Information of CITIC Group Corporation

CITIC Group Corporation is the ultimate controlling shareholder of each of the Company, CITIC Limited, CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International and is a Chinese state-owned enterprise under the Ministry of Finance of the PRC. Since its establishment in 1979, CITIC Group Corporation has been a pioneer of PRC's economic reform. It makes investments in areas with long-term potential as well as those aligned with national priorities.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Principal terms of the deposit services under the 2025 Financial Services Framework Agreements

The principal terms of the deposit services under the 2025 Financial Services Framework Agreements are set out below:

The 2025 Financial Services Framework Agreements

Date : 17 October 2025

Parties : **I) CITIC Bank Financial Services Framework Agreement**

(1) the Company; and

(2) CITIC Bank.

II) China CITIC Bank International Financial Services Framework Agreement

(1) the Company; and

(2) China CITIC Bank International.

III) CITIC Finance Financial Services Framework Agreement

(1) the Company; and

(2) CITIC Finance.

IV) CITIC Finance International Financial Services Framework Agreement

(1) the Company; and

(2) CITIC Finance International.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Principal terms

CITIC Bank Financial Services Framework Agreement

The term shall not exceed three (3) years from the Effective Date, as follows: CITIC Bank will obtain the necessary approval from its shareholders on or before 31 December 2026 for continuing connected transactions with CITIC Limited and its subsidiaries (including the Company) beyond 31 December 2026. The term of the CITIC Bank Financial Services Framework Agreement therefore commences from the Effective Date until 31 December 2026 (both days inclusive), provided that if the aforementioned CITIC Bank's necessary approval is obtained on or before 31 December 2026, the term is automatically extended up to and including the date immediately preceding the third anniversary of the Effective Date (both days inclusive). The Effective Date of the CITIC Bank Financial Services Framework Agreement shall be the later of: (i) the date on which both parties obtain the necessary authorisation or approval in accordance with its respective memorandum and articles of association and the applicable requirements under the Listing Rules; or (ii) 30 December 2025.

If either party wishes to renew the CITIC Bank Financial Services Framework Agreement, it shall provide the other party with one (1) month's prior written notice before the expiry of the agreement and obtain the consent from the other party. Both parties shall enter into a new framework agreement for the renewal and obtain all necessary approvals and authorisations in accordance with the Listing Rules.

The Remaining 2025 Financial Services Framework Agreements

The term for each of the Remaining 2025 Financial Services Framework Agreements shall not exceed three (3) years from the Effective Date. The Effective Date of each of the Remaining 2025 Financial Services Framework Agreements shall be the later of: (i) the date on which each party to the relevant Remaining 2025 Financial Services Framework Agreement obtains the necessary authorisation or approval in accordance with its respective memorandum and articles of association and the applicable requirements under the Listing Rules; or (ii) 30 December 2025. The term of the Remaining 2025 Financial Services Framework Agreements therefore commences from its respective Effective Date until the date immediately preceding the third anniversary of the Effective Date (both dates inclusive).

If any party to the Remaining 2025 Financial Services Framework Agreements wishes to renew any of the Remaining 2025 Financial Services Framework Agreements, it shall provide the other party with one (1) month's prior written notice before the expiry of the relevant agreement and obtain the consent from the other party. The relevant parties shall enter into a new framework agreement for the renewal and obtain all necessary approvals and authorisations in accordance with the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Financial services to be provided to the Group

Pursuant to the 2025 Financial Services Framework Agreements, the Group shall engage each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for the provision of financial services on normal commercial terms, at fair transaction price or on terms no less favourable to the Group than those that could be obtained from independent third parties.

In particular, the Group shall engage CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, respectively, for the provision of deposit services. The interest rates for the deposits to be placed with each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International by the Group shall (i) be subject to compliance with the Listing Rules, be determined at arm's length between the relevant parties with reference to the prevailing interest rates offered by independent third parties for comparable category of deposits, or (ii) not be lower than the highest interest rates for comparable category of deposits offered by other major commercial banks or financial institutions with which the relevant member of the Group has an established business relationship.

Payment

The consideration of the transactions contemplated under the 2025 Financial Services Framework Agreements shall be paid in accordance with the specific terms as agreed in the separate agreements to be entered into from time to time between the relevant member of the Group and CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International.

Undertakings by CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International

Under the 2025 Financial Services Framework Agreements, each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International undertakes to:

- (1) co-ordinate with the internal audit function and/or external auditors engaged by the Company to review/assess the transactions under the 2025 Financial Services Framework Agreements; and
- (2) assist the Company to comply with the relevant regulations (including but not limited to the Listing Rules).

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

3. Proposed Annual Caps

The Transactions are subject to the Proposed Deposit Services Annual Caps representing the maximum daily outstanding balance of deposits (including accrued interests) that may be placed and maintained by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International as stated in the “Letter from the Board” contained in the Circular.

As the nature of deposit services to be provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International under the 2022 Financial Services Framework Agreements are similar, the proposed annual caps for the deposit services are aggregated and the Proposed Deposit Services Annual Caps as follows:

	For the period from the Effective Date to 31 December 2025		For the financial years ending 31 December	
		2026	2027	2028 <i>(Note 2)</i>
Aggregate amount of maximum daily outstanding balance of deposits (including interests accrued thereon)	HK\$1.6 billion <i>(Note 1)</i>	HK\$1.6 billion <i>(Note 1)</i>	HK\$1.6 billion <i>(Note 1)</i>	HK\$1.6 billion <i>(Note 1)</i>

Notes:

- 1 The deposits of the Group to be placed with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International may be denominated in multiple currencies.
- 2 Up to and including the date immediately preceding the third anniversary of the Effective Date in 2028.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Historical Transaction Amounts

The table below sets forth the historical aggregate amount of maximum daily outstanding balance of deposits (including the interests accrued thereon) placed and maintained by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International for each of the financial years ended 31 December 2022, 2023 and 2024, and the period from 1 January 2025 to 31 August 2025:

	Historical amounts for the financial years ended 31 December			Historical amount for the period from 1 January 2025 to 31 August 2025
	2022	2023	2024	
Aggregate amount of maximum daily outstanding balance of deposits (including interests accrued thereon)	HK\$0.7 billion <i>(Note)</i>	HK\$1.5 billion <i>(Note)</i>	HK\$1.4 billion <i>(Note)</i>	HK\$1.1 billion <i>(Note)</i>
Existing annual caps	HK\$1.6 billion	HK\$1.6 billion	HK\$1.6 billion	HK\$1.6 billion
Utilisation rate	43.8%	93.8%	87.5%	68.8%

Note: The deposits of the Group were denominated in multiple currencies and the equivalent amount in HK\$ is calculated based on the prevailing exchange rate at the relevant time for illustrative purposes only.

In determining the Proposed Deposit Services Annual Caps, the Company has made reference to (i) the historical transaction amounts as stated above; (ii) the historical amount of the maximum daily balance of deposits placed by the Group with external service providers (and not only with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International); (iii) the strategies of the treasury management of the Company taking into account the cash flow requirements and financial needs of the Group for its business development plans; and (iv) the expected increase in revenue, as well as the expected amount of cash of the Group, for the three (3) financial years ending 31 December 2026, 2027 and 2028, all of which reflect assumptions based on the Group's normal course of business operations and anticipated continuity in its existing activities, taking into account, in particular, the prevailing market conditions and the Group's established business operating model. The Board, based on prevailing available information and assessment, does not anticipate that there will be material changes in the Group's treasury policy (in particular in managing/assessing cash flow requirements, financial needs, revenue, or cash position during the financial years to be covered by the 2025

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Financial Services Framework Agreements) which will trigger any adjustment to the estimated maximum annual transaction amount of the relevant services required; and accordingly propose to adopt the Proposed Deposit Services Annual Caps at the same level as the existing annual caps.

In particular, the Proposed Deposit Services Annual Caps was determined after taking into consideration the following factors:

- (i) *Nature of deposits*: the Company intends to make use of the deposit services provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to support its operational and liquidity needs, which may require a high amount of daily balance for a short period of time (e.g. monthly payroll processing or loan repayment) and is not intended for placement of termed deposit. As such, the determination of the Proposed Deposit Services Annual Caps took into account circumstances requiring the Company to deposit a larger sum for a short period of time due to such operational and liquidity needs;
- (ii) *Growth of historical transaction amounts with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International*: the growth in the historical aggregate amounts of the maximum daily outstanding balance of the deposits placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International during the financial years ended 31 December 2022, 2023 and 2024 and the period from 1 January 2025 to 31 August 2025;
- (iii) *Historical transaction amounts with all external service providers (and not only with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International)*: the historical amount of the maximum month-end balance of deposits placed by the Group with all external service providers (and not only with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International) in the most recent period (i.e. the period from 1 January 2022 to 31 August 2025) was approximately HK\$2.5 billion. The amount of the Proposed Deposit Services Annual Caps, being HK\$1.6 billion, represents approximately 64% of the aforesaid actual amount; and

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (iv) *Flexibility in use of deposit services provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International:* since each of CITIC Bank, China CITIC Bank International, CITIC Finance and CITIC Finance International are subsidiaries of CITIC Limited, having considered their familiarity with the Group's operation and financial needs, the Group may allocate more of its cash to be deposited with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International if and when the terms offered by them are more favourable than the commercial terms offered by other commercial banks or financial institutions.

In assessing the fairness and reasonableness of the Proposed Deposit Services Annual Caps, we have considered the following major factors:

- (1) According to the above table in relation to the historical transaction amounts, we noted that the utilisation rates of the existing annual caps were approximately 93.8%, 87.5% and 68.8% for the year ended 31 December 2023, for the year ended 31 December 2024 and for the eight months ended 31 August 2025 respectively. As advised by the Management, we are given to understand that the recent drop in utilisation rate of the existing annual caps for the eight months ended 31 August 2025 was due to cash outflow for certain debt repayment during the period. Save for the aforementioned, the existing annual caps for the deposit services under the 2022 Financial Services Framework Agreements were substantially utilised.
- (2) We have obtained and reviewed the cashflow forecast of the Group prepared by the Management. We have reviewed and discussed with the Management the relevant assumptions used in the cashflow forecast. As advised by the Management, the cashflow forecast was prepared on the major assumptions that throughout the forecast period, (i) there will be a positive operating cash inflow from the Group's operating activities from the Effective Date, which is in line with the business cycle of the Group (provided that there is no material change to the operations of the Group); (ii) the cycle of net cash outflow from the Group's financing activities will be stable; and (iii) save for the outstanding capital commitments of approximately HK\$187 million as of 30 June 2025 in relation to 5G development, data centre development, system upgrades, construction costs of networks and other telecommunications equipment as disclosed in the 2025 Interim Report, there will be no material capital expenditure. We further note that it is anticipated that the cash and deposits at each month end throughout the forecast period

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

will remain at a level above the Proposed Deposit Services Annual Caps, therefore we consider that the Proposed Deposit Services Annual Caps were set at a prudent level.

- (3) Having considered that (i) the interest rates offered to the Group are potentially more favourable than those offered by other major domestic commercial banks and/or financial institutions; (ii) the deposit services provided will enable the Group to enhance its cash management efficiency and better facilitate its treasury activities; and (iii) the historical utilisation rate exceeded 90% during the financial year ended 31 December 2023, it is expected that the Group's demand for deposit services from CITIC Bank and its subsidiaries in the PRC and/or China CITIC Bank International and/or CITIC Finance and/or CITIC Finance International may continue to be high, which in turn justify the Proposed Deposit Services Annual Caps remain at a similar level.
- (4) The actual aggregate cash and deposits balances that were maintained by the Group with other independent commercial banks as at 30 September 2025 of approximately HK\$1.2 billion, representing 67% of the cash and deposits balances of the Group as at the same date. We understand that the Management will review and compare the terms and interest rates offered by independent third parties to the Group and determine whether to place the deposits with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International or other domestic commercial banks or financial institutions and may choose to place such amount with CITIC Bank and its subsidiaries in the PRC and/or China CITIC Bank International and/or CITIC Finance and/or CITIC Finance International instead when the interest rates being offered to the Group are more favourable than or equal to those offered by other independent commercial banks.
- (5) The treasury management strategies of the Group, taking into account the business development plans and the financial needs of the Group. In particular, we understand that the Group may require a high amount of daily balance for a short period of time to meet obligations such as monthly payroll or loan repayments, funds which are not intended for term deposit. Such operational and liquidity needs have been factored into when determining the Proposed Deposit Services Annual Caps. This provides flexibility for the Group to take advantage of favourable terms which may be offered by CITIC Bank and its subsidiaries in the PRC and/or China CITIC Bank International and/or CITIC Finance and/or CITIC Finance International, whilst not otherwise being available in other commercial banks/financial institutions. We are also given to understand that the Board, based on

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

prevailing available information and assessment, does not expect material changes in the Group's treasury policy (in particular in managing/assessing cash flow requirements, financial needs, revenue, or cash position during the financial years to be covered by the 2025 Financial Services Framework Agreements) which will trigger an adjustment to the estimated maximum annual transaction amount of the deposits services required.

- (6) The diversification of the Group's portfolio of its principal bankers and/or financial institutions after its assessment of the counterparty risk and credit risk to conduct transactions with CITIC Bank and its subsidiaries in the PRC and/or China CITIC Bank International and/or CITIC Finance and/or CITIC Finance International and/or other commercial banks/financial institutions. As advised by the Management, the Group may from time to time opt not to deposit all its available cash with CITIC Bank and its subsidiaries in the PRC and/or China CITIC Bank International and/or CITIC Finance and/or CITIC Finance International for the purpose of better risk management and to maintain business relationships with other banks and financial institutions. As such, the Proposed Deposit Services Annual Caps has been determined at a level below the overall cash and deposits level of the Group.

Based on the above, we concur with the Directors' view that the Proposed Deposit Services Annual Caps for the deposit services under the 2025 Financial Services Framework Agreements will provide the Group with greater flexibility in managing its treasury activities and the Group will be able to improve the return on its funds through higher interest income when the interest rates offered by CITIC Bank and its subsidiaries in the PRC and/or China CITIC Bank International and/or CITIC Finance and/or CITIC Finance International are more favourable than those offered by other commercial banks/financial institutions, and therefore are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

4. Reasons for and benefits of entering into the 2025 Financial Services Framework Agreements

The Board is of the view that it is beneficial to utilise the financial services from CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International under the 2025 Financial Services Framework Agreements due to the following reasons:

- (1) the Group can obtain financial services on terms (including interest rates) which are no less favourable than those available from other independent major commercial banks or financial institutions;

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (2) the return on surplus of the Group can be enhanced due to favourable interest rates for deposits;
- (3) the service fees and charges levied by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International are competitive and cost-effective, and the finance costs of the Group can be reduced due to such favourable service fees for the settlement services;
- (4) the interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International on credit services are competitive, and the finance costs of the Group can also be reduced as a result of such favourable interest rates for the credit services;
- (5) the Group's portfolio of principal bankers and/or financial institutions will be diversified during the term of the 2025 Financial Services Framework Agreements; and
- (6) the Group is expected to further derive synergy from utilising the financial services provided by, gain a better understanding of and establish a deeper connection with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, which will allow more expedient and efficient services than those rendered by other commercial banks or financial institutions.

Deposit Services

As discussed with the Management, pursuant to the 2025 Financial Services Framework Agreements, the deposit interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to the Group will be equally or more favourable than those offered by other commercial banks in Hong Kong. As the 2025 Financial Services Framework Agreements do not preclude the Group from depositing with other major commercial banks and/or financial institutions, the Group may at its own discretion select its financial service providers as it deems appropriate to improve the return on its funds for the benefit of the Shareholders and the Group. The Group may at its own discretion decide the amount to be deposited with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We have reviewed the 2022 Financial Services Framework Agreements previously entered into and noted that the interest rate applicable to deposit made by the Group shall not be less than the interest rate applicable to deposit service provided by other major commercial banks or financial institutions with which the relevant member of the Group has an established business relationship. We have also reviewed and noted that the terms under the 2025 Financial Services Framework Agreements in relation to the deposit services are the same in all material aspects to that of the 2022 Financial Services Framework Agreements.

Having considered that (i) the deposit interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to the Group will be equally or more favourable to the Group than those offered by major commercial banks or financial institutions with which the relevant member of the Group has an established business relationship; (ii) CITIC Bank is a reputable and licensed commercial bank in the PRC regulated by the China Banking and Insurance Regulatory Commission with an investment grade credit rating; (iii) CITIC Bank International is a reputable and licensed commercial bank in Hong Kong regulated by the Hong Kong Monetary Authority with an investment grade credit rating; (iv) CITIC Finance is a non-bank financial institution in the PRC regulated by the China Banking and Insurance Regulatory Commission and is in compliance with the applicable requirements as set out in the Administrative Measures; (v) CITIC Finance International is a wholly-owned subsidiary of CITIC Limited (a company listed on the Stock Exchange with an investment grade credit rating and robust financial position) and the Group has been satisfied with its quality of services; (vi) the deposit services under the 2025 Financial Services Framework Agreements are on a non-exclusive basis and the Group may use deposit services provided by any other commercial banks and/or financial institutions based on the interest rates and/or other criteria which are in the best interest of the Shareholders and the Group; (vii) the deposit services under the 2025 Financial Services Framework Agreements offer greater flexibility for the Group to manage its treasury activities with terms no less favourable than those offered by other major domestic commercial banks and/or financial institution with which the relevant member of the Group has an established business relationship; and (viii) the Directors consider the counterparty risk of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International to be relatively low comparing to other third parties banks and financial institutions, which is in line with our understanding as they are all under common control of CITIC Limited, meaning more transparency, aligned interests and lower probability of default as compared to unrelated third parties, we concur with the Directors' view that the terms for the deposit services pursuant to the 2025 Financial Services Framework Agreements are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned, and the transactions contemplated thereunder are conducted in the ordinary and usual course of business of the Group and in the interests of the Company and Shareholders as a whole.

5. Internal control measures for the Financial Services Agreements

We have reviewed the documents relating to the internal control measures/policies implemented by the Company and as advised by the Management, the Company will adopt the following measures in monitoring the transactions of the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International under the 2025 Financial Services Framework Agreements:

- (1) before placing a deposit with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International, the Group will compare the interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International with the interest rates offered by two to three major commercial banks or financial institutions with which the relevant member of the Group has established business relationship and which are independent third parties;
- (2) before engaging CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International for the provision of settlement services, the Group will compare the service fees charged by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International with the service fees charged by two to three major commercial banks or financial institutions with which the relevant member of the Group has established business relationship and which are independent third parties;
- (3) before obtaining credit facilities from CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International, the Group will compare the interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International with the interest rates offered by two to three major commercial banks or financial institutions with which the relevant member of the Group has established business relationship and which are independent third parties; and
- (4) the finance department of the Company shall be responsible for the operations and monitoring of the transactions under the 2025 Financial Services Framework Agreements to ensure such transactions are conducted in accordance with the terms of the 2025 Financial Services Framework Agreements.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Company will also adopt the following measures to monitor and mitigate the credit risks arising from the transactions under the 2025 Financial Services Framework Agreements:

- (1) the finance department of the Company will monitor the amount of daily outstanding balance of deposits placed by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, respectively, on a daily basis;
- (2) given that CITIC Bank and China CITIC Bank International are both licensed banks while CITIC Finance is regulated by the National Financial Regulatory Administration, the finance department of the Company will closely monitor any enforcement news published by the relevant authorities and report to the management if necessary;
- (3) in the event that the Company discovers that any of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International fail to comply with any regulatory requirement which may have a material adverse impact on the Group's financial or operational positions, the Group will take proper and appropriate measures to protect its deposits, including early withdrawal of deposits or discontinuation of further deposits placed with the relevant entity;
- (4) in respect of deposits placed by the Group with CITIC Finance, the articles of association of CITIC Finance states that the holding company of CITIC Finance has undertaken to increase the capital of CITIC Finance in the event that CITIC Finance has difficulty in fulfilling its payment obligation, which provides assurance to the Group on the safety of funds deposited with CITIC Finance;
- (5) in respect of CITIC Bank (a company whose H shares and A shares are listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange), China CITIC Bank International and CITIC Finance International (both of which are companies incorporated in Hong Kong), the Company will review the financial statements to the extent published or available so as to monitor the performance of these companies and review the safety of funds deposited with each of CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International and CITIC Finance International;
- (6) the Company will appoint an external auditor pursuant to the Listing Rules to conduct annual reviews of the transactions under the 2025 Financial Services Framework Agreements and to ensure compliance with the Annual Caps; and
- (7) the Board will continue to review on a regular basis the Group's internal control system and its effectiveness.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In addition, the Company has in place the following measures to reduce and mitigate risks of concentration of the Group's deposits with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International:

- (1) in practice, the Group usually diversifies its cash deposits with a number of banks and financial institutions, taking into account the competitiveness of the deposit interest rates and whether favourable terms are offered compared with other banks or financial institutions; and
- (2) given that the Proposed Deposit Services Annual Caps will be shared amongst CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance and CITIC Finance International, there is minimal concentration risk of placing a significant amount of deposits with a single bank or financial institution.

As CITIC Finance is a non-bank financial institution and CITIC Finance International is a non-bank entity, the Company confirms that, to mitigate the risks arising from the transactions under the 2025 Financial Services Framework Agreements:

- (1) both entities have established robust internal controls, financial accounting systems and other relevant mechanisms, and conduct all business activities in compliance with applicable laws and regulations to safeguard the deposits to be placed by the Group with CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements;
- (2) both entities will use their best efforts and adopt all reasonable measures to ensure that (i) the deposits to be placed by the Group with CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements are secure; and (ii) such deposits remain available for withdrawal by the Group on demand or in accordance with the terms of the relevant agreement; and
- (3) both entities will maintain the secure operation of their respective fund settlement and management networks and protect the integrity and safety of the deposits to be placed by the Group with CITIC Finance and CITIC Finance International pursuant to the 2025 Financial Services Framework Agreements.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We have been given to understand that the Management considers the interest rate a crucial factor when determining whether to place deposits with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International or other domestic commercial banks or financial institutions. Based on the internal control measures put in place for the purpose of the 2025 Financial Services Framework Agreements, comparable quotations for deposits of similar nature would be obtained by the finance department of the Company from two to three major commercial banks or financial institutions with which the relevant member of the Group has established business relationship. These quotations will then be compared against the rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International prior to making any deposits under the 2025 Financial Services Framework Agreements. Deposit services provided by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International will only be utilised when the interest rates offered are more favourable than those offered by other domestic commercial banks and/or financial institutions. Such reference interest rate(s) will then be reviewed and approved by the management of the Company prior to entering into each individual specific agreement for deposit services.

We have reviewed the transaction summary of all the deposits made by the Group with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International under the 2022 Financial Services Framework Agreements provided by the Management. As advised by the Management, the Company will usually obtain benchmark interest rates quotations in accordance with the aforementioned internal control measures which will then be taken as reference when deciding whether to use the relevant deposit services with CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International. It was noted that the interest rates offered by CITIC Bank and its subsidiaries in the PRC, China CITIC Bank International, CITIC Finance or CITIC Finance International to the Group in relation to the deposits made by the Group under the 2022 Financial Services Framework Agreements were comparable or more favourable to the interest rates offered by comparable commercial banks and financial institutions for similar type of deposits at all material times.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Having considered the principal factors and reasons as discussed above, we are of the view that (i) the 2025 Financial Services Framework Agreements have been entered in the ordinary and usual course of business of the Company; (ii) the deposit services under the 2025 Financial Services Framework Agreements are on normal commercial terms; and (iii) the Proposed Deposit Services Annual Caps are fair and reasonable insofar as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend that the Independent Board Committee advise the Independent Shareholders to vote in favour of the resolution(s) to be proposed in the EGM to approve the Transactions and the Proposed Deposit Services Annual Caps.

Yours faithfully,
For and on behalf of
Asian Capital Limited
Joseph LAM
Executive Director

Mr. Joseph LAM is a licensed person registered with Securities and Futures Commission of Hong Kong and a responsible officer of Asian Capital Limited, which is licensed under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activity under the SFO. He has over fifteen years of experience in the corporate finance industry in Hong Kong.

1. RESPONSIBILITY STATEMENTS

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.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix C3 to the Listing Rules to be notified to the Company and the Stock Exchange were as follows:

Interest in shares of CITIC Limited

Name of Director	<u>Number of shares</u>		Approximate percentage to the number of shares in issue (%)
	Personal interests		
Luan Zhenjun	60,000		0.00021
Zhao Lei	13,000		0.00004
Wang Hua	40,000		0.00014

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

As at the Latest Practicable Date, save for (i) Mr. Zhao Lei, a non-executive Director, who is the general manager of the Technology and Digitalisation Department of CITIC Group Corporation; (ii) Ms. Wang Hua, a non-executive Director, who is the deputy general manager of the Human Resources Department of CITIC Group Corporation; (iii) Mr. Yang Feng, a non-executive Director, who is the director and chief financial officer of CITIC Pacific Limited, and the director of CITIC Polaris Limited, CITIC Glory Limited, CITIC Investment (HK) Limited and Silver Log Holdings Ltd.; and (iv) Mr. Liu Kaiyuan, an alternate director to Mr. Yang Feng, who is the general manager of the General Affairs Department of CITIC Pacific Limited, none of the Directors was a director or employee of a company which had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had since 31 December 2024 (being the date to which the latest published audited accounts of the Company were made up) been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

4. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENT

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any of the Directors was materially interested and which was significant in relation to the business of the Group.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any service contract or a proposed service contract with any member of the Group which is not expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2024, the date to which the latest published audited accounts of the Company were made up.

7. COMPETING INTERESTS OF DIRECTORS

As at the Latest Practicable Date, none of the Directors and their respective close associates had any interest in a business apart from the Group's business, which competed or was likely to compete directly or indirectly, with the Group's business and would require disclosure under Rule 8.10 of the Listing Rules.

8. EXPERT AND CONSENT

The qualifications of the expert who has given opinions and advice in this circular are as follows:

Name	Qualifications
Asian Capital	a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

Asian Capital has given, and has not withdrawn, its written consent to the issue of this circular with the inclusion herein of its letter and the references to its name in the form and context in which they respectively appear.

9. EXPERT'S INTEREST

Asian Capital has confirmed that, as at the Latest Practicable Date:

- (a) it did not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (b) it did not have any direct or indirect interest in any assets which had since 31 December 2024 (being the date to which the latest published audited accounts of the Company were made up) been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

10. GENERAL

The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in the event of inconsistency.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.citictel.com) from the date of this circular and up to and including the date which is 14 days from the date of this circular:

- (a) the CITIC Bank Financial Services Framework Agreement;
- (b) the China CITIC Bank International Financial Services Framework Agreement;
- (c) the CITIC Finance Financial Services Framework Agreement;

- (d) the CITIC Finance International Financial Services Framework Agreement;
- (e) the letter of recommendation from the Independent Board Committee dated 27 November 2025, the text of which is set out on pages 27 to 28 of this circular;
- (f) the letter of advice from Asian Capital dated 27 November 2025, the text of which is set out on pages 29 to 52 of this circular;
- (g) the written consent of Asian Capital, which was referred to in the section headed “8. Expert and Consent” in this appendix; and
- (h) this circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING



中信國際電訊集團有限公司

CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01883)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of the shareholders of CITIC Telecom International Holdings Limited (the “**Company**”) will be held at Conference Room, 6th Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong on Wednesday, 17 December 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company. Capitalised terms used herein shall have the same meanings as defined in the circular dated 27 November 2025 issued by the Company unless otherwise specified:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the provision of deposit services under the financial services framework agreement dated 17 October 2025 entered into between the Company and CITIC Bank in relation to the financial services to be provided by CITIC Bank and its subsidiaries in the PRC to the Group (the “**CITIC Bank Financial Services Framework Agreement**”) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting (the “**Chairman**”) for identification purpose), the provision of deposit services under the financial services framework agreement dated 17 October 2025 entered into between the Company and China CITIC Bank International in relation to the financial services to be provided by China CITIC Bank International to the Group (the “**China CITIC Bank International Financial Services Framework Agreement**”) (a copy of which is tabled at the meeting and marked “B” and initialled by the Chairman for identification purpose), the provision of deposit services under the financial services framework agreement dated 17 October 2025 entered into between the Company and CITIC Finance in relation to the financial services to be provided by CITIC Finance to the Group (the “**CITIC Finance Financial Services Framework Agreement**”) (a copy of which is tabled at the meeting and marked “C” and initialled by the Chairman for identification purpose) and the provision of deposit services under the financial services framework agreement dated 17 October 2025 entered into between the Company and CITIC Finance International in relation to the financial services to be provided by CITIC Finance International to the Group (the “**CITIC Finance International Financial Services Framework Agreement**”) (a copy of which is tabled at the meeting and marked “D” and initialled by the Chairman for identification purpose), subject to the Proposed Deposit Services Annual Caps, be and are hereby confirmed, ratified and approved; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the chairman or any one director of the Company, or any two directors of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company on) any such other documents, instruments and agreements and to do any such acts or things deemed by them to be incidental to, ancillary to or in connection with the implementation of and giving effect to the CITIC Bank Financial Services Framework Agreement, the China CITIC Bank International Financial Services Framework Agreement, the CITIC Finance Financial Services Framework Agreement and the CITIC Finance International Financial Services Framework Agreement and the provision of deposit services contemplated thereunder.”

By Order of the Board
CITIC Telecom International Holdings Limited
Luo Xicheng
Chairman

Hong Kong, 27 November 2025

Registered Office:
25th Floor, CITIC Telecom Tower
93 Kwai Fuk Road
Kwai Chung
New Territories
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority must be deposited at the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holders present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
6. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote at the meeting, from Friday, 12 December 2025 to Wednesday, 17 December 2025, both days inclusive, during which period no transfers of shares will be effected. In order to be eligible to attend and vote at the meeting, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 11 December 2025.
8. In the event that a black rainstorm warning signal or extreme conditions caused by super typhoons is in force or a tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong at or after 8:00 a.m. on the day of the meeting, the meeting may be postponed to a later date and/or time as determined by the Company. The Company will, as soon as practicable, post an announcement on its website (www.citicetel.com) and on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify shareholders whether the meeting will be held as scheduled or if postponed, the date, time and venue of the adjourned meeting. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions having regard to their own situations and, if they choose to do so, they are advised to exercise care and caution.