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NET2GATHER (CHINA) HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock code: 1049)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Net2Gather (China) Holdings Limited (“Company”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 16 December 2011, Friday, at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, the sale and purchase agreement dated 9 November 2011 (“S&P Agreement”, copy of which has been produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification) entered into between Mov2Gather Limited (a subsidiary of the Company) as vendor and 深圳飛斯信息技術有限公司 (translated as “Shenzhen Fei Si Information Technology Company Limited”) as purchaser in relation to the disposal of 51% equity interest in Yole Wireless Technology (Hongkong) Co., Limited at a consideration of HK\$50,000,000 to be payable by cash in full subject to the terms and conditions as set out in the S&P Agreement and described in the circular of the Company dated the same date of this notice, and the transactions contemplated thereunder, be and are hereby approved and the directors of the Company (“Directors”) be and are hereby authorised to do such things or make such arrangement as they may think fit to give effect to the completion of the S&P Agreement and the transactions contemplated thereunder.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 28 November 2011

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business in
Hong Kong:*
28/F Manhattan Place
23 Wang Tai Road
Kowloon Bay
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the principal place of business of the Company in Hong Kong at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or other authority, not less than 48 hours before the time for holding the special general meeting or any adjournment thereof.

As at the date hereof, the board of directors of the Company comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Mr Ng Kung Chit Raymond

Independent non-executive directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin