If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Centron Telecom International Holding Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

CENTRON TELECOM INTERNATIONAL HOLDING LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1155)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
RENEWAL OF THE GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Centron Telecom International Holding Limited to be held at Falcon Room, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 23 June 2011 at 10:30 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are attending the meeting, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting (or any adjourned meeting). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

23 May 2011
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In this circular and the appendices the following expressions have the following meanings unless the context otherwise requires:

“Annual General Meeting” the annual general meeting of the Company to be held at Falcon Room, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 23 June 2011 at 10:30 a.m., notice of which is set out on pages 13 to 16 of this circular

“Articles” the articles of association of the Company as amended from time to time

“Board” the board of Directors

“Company” Centron Telecom International Holding Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange

“connected person” has the meaning ascribed thereto in the Listing Rules

“Director(s)” the director(s) of the Company

“Final Dividend” a final dividend proposed by the Board for the year ended 31 December 2010 of HK5 cents per Share, payable to the Shareholders whose names were recorded on the register of members of the Company on the Record Date

“Group” the Company and its subsidiaries

“Hong Kong” The Hong Kong Special Administrative Region of the PRC

“Issue Mandate” the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate

“Latest Practicable Date” 18 May 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

“Listing Rules” the Rules Governing the Listing of Securities on the Stock Exchange

“Memorandum” the Memorandum of Association of the Company as amended from time to time
DEFINITIONS

“PRC” — the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

“Record Date” — Thursday, 23 June 2011, being the date for determination of entitlement to the Final Dividend

“Repurchase Mandate” — the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to repurchase Shares of the Company on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate

“SFO” — Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

“Share(s)” — share(s) of HK$0.10 each in the share capital of the Company

“Shareholder(s)” — holder(s) of Share(s) in issue

“Stock Exchange” — The Stock Exchange of Hong Kong Limited

“subsidiary(ies)” — has the meaning ascribed thereto in the Listing Rules

“Takeovers Code” — The Hong Kong Code on Takeovers and Mergers

“HK$” — Hong Kong dollars, the lawful currency of Hong Kong

“RMB” — Renminbi, the lawful currency of the PRC

“%” — per cent.
To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
RENEWAL OF THE GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

At the forthcoming Annual General Meeting, resolutions will be proposed to seek the Shareholders’ approval for, among other things, the re-election of retiring Directors; the Final Dividend and the granting of the Repurchase Mandate and the Issue Mandate.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the Annual General Meeting for the granting of the Repurchase Mandate and the Issue Mandate, the re-election of retiring Directors and the notice of the Annual General Meeting.
2. PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS

According to the Articles, one-third of the Directors are subject to retirement by rotation at an annual general meeting at least once every three years. Pursuant to Article 87(1) of the Articles, Mr. Guo Zeli, an executive Director, Mr. Paul Steven Wolansky, a non-executive Director, and Mr. Lin Yuanfang and Mr. Li Hongbin, independent non-executive Directors, are due to retire from office by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election by the Shareholders at the Annual General Meeting.

Details and brief biography of each of Mr. Guo Zeli, Mr. Paul Steven Wolansky, Mr. Lin Yuanfang and Mr. Li Hongbin are set out in Appendix I to this circular.

3. THE REPURCHASE MANDATE

An ordinary resolution will be proposed at the Annual General Meeting in respect of the granting of the Repurchase Mandate to the Directors, in the terms set out in the notice of the Annual General Meeting, to exercise the powers of the Company to repurchase the Shares on the Stock Exchange at any time during the period ended on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (c) the date upon which such authority is revoked or varied by an ordinary resolution at a general meeting of Shareholders. The aggregate nominal amount of Shares to be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution.

An explanatory statement providing relevant information in respect of the Repurchase Mandate is set out in Appendix II to this circular.

4. THE ISSUE MANDATE

Ordinary resolutions will also be proposed at the Annual General Meeting in respect of the granting of the Issue Mandate to the Directors, in the terms set out in the notice of the Annual General Meeting, to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution, and adding to the Issue Mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the Repurchase Mandate, at any time during the period ended on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (c) the date upon which such authority is revoked or varied by an ordinary resolution at a general meeting of Shareholders.
5. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Falcon Room, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 23 June 2011 at 10:30 a.m. is set out on pages 13 to 16 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to re-elect the retiring Directors, to approve the Final Dividend and the grant of the Repurchase Mandate and the Issue Mandate.

A form of proxy for the Annual General Meeting is enclosed. Whether or not you are attending the meeting, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting (or any adjourned meeting). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

6. RESPONSIBILITY STATEMENT

This circular includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

7. RECOMMENDATION

The Board believes that the re-election of the retiring Directors, the Final Dividend and the grant of the Repurchase Mandate and the Issue Mandate are in the interests of the Company and the Shareholders as a whole and accordingly recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL

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

Yours faithfully,
By Order of the Board
Centron Telecom International Holding Limited
Dai Guoliang
Chairman
The following are the particulars of the retiring Directors proposed for re-election at the Annual General Meeting:

**MR. GUO ZELI, executive Director**

Aged 56, Mr. Guo is the vice chairman and an executive Director. Mr. Guo is involved from time to time with the strategic development and market planning of the Company and Centron Communications Technologies Fujian Co., Ltd. ("Fujian Centron"). Mr. Guo is also in charge of finance centre of the Company and general management of a wholly-owned subsidiary of the Company. Mr. Guo has over 20 years of management experience. Mr. Guo was appointed to the board of directors of Fujian Centron on 25 July 2004. Prior to 2006, Mr. Guo served as the vice general manager of Xiamen Economic Trading Company Limited (廈門經濟特區貿易有限公司) and as the chairman and the general manager of Xiamen Overseas Chinese Electronic Company Limited (廈門華僑電子股份有限公司). Mr. Guo obtained a Master’s degree in Business Administration from Xiamen University in January 1998. He has been a part-time professor at the business management department of Xiamen University since 2004.

Save as disclosed herein, Mr. Guo did not hold any other positions with other members of the Group as at the Latest Practicable Date and any other directorships in public companies in the three years immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Guo has 3,300,000 share options granted by the Company to subscribe for Shares at an exercise price of HK$3.55 per Share pursuant to the share option scheme adopted by the Company. Save as disclosed herein and as at the Latest Practicable Date, Mr. Guo (a) did not have any interests in the Shares within the meaning of Part XV of the SFO; and (b) was not connected with any Directors, senior management or substantial or controlling Shareholders.

Mr. Guo has signed a letter of appointment with the Company for a term of three years commencing on 20 March 2010 and continuing thereafter unless terminated by either party giving to the other not less than six months’ written notice. Mr. Guo is entitled to a director’s fee of RMB70,000 per annum. During the financial year ended 31 December 2010, Mr. Guo was entitled to director’s salary and benefits in kind of RMB577,000, and an equity-settled share option expense of RMB1,594,000. In deciding the remuneration of Mr. Guo, consideration has been given by the remuneration committee of the Company to the level of responsibility, experience and abilities required of Mr. Guo, individual performance, the Company’s operating results and the remuneration offered for similar positions in comparable companies.

Save as disclosed above, there is no information in relation to the re-election of Mr. Guo which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of holders of securities of the Company.
MR. PAUL STEVEN WOLANSKY, non-executive Director

Aged 55, Mr. Wolansky is a non-executive Director. He is the Chairman of New China Capital Management, L.P., the investment manager for Cathay Capital Holdings, L.P. and Cathay Capital Holdings II, L.P., and a director of The Cathay Investment Fund, Limited. Mr. Wolansky is also a non-executive director of China Aoyuan Property Group Limited (中國奧園地產集團股份有限公司) and Youyuan International Holdings Limited (優源國際控股有限公司), shares of which are listed on the Main Board of the Stock Exchange. Mr. Wolansky was previously a non-executive director of Longtop Financial Technologies Limited, a company whose shares are listed on the New York Stock Exchange, and a non-executive director of CNInsure, Inc., a NASDAQ listed company. Mr. Wolansky received a Bachelor of Arts degree from Amherst College and a JD degree from Harvard Law School.

Save as disclosed herein, Mr. Wolansky did not hold any other positions with other members of the Group as at the Latest Practicable Date and any other directorships in public companies in the three years immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Wolansky (a) did not have any interests in the Shares within the meaning of Part XV of the SFO; and (b) was not connected with any Directors, senior management or substantial or controlling Shareholders.

Mr. Wolansky has signed a letter of appointment with the Company under which he agreed to act as the non-executive Director for a term of three years commencing on 20 March 2010. Mr. Wolansky is entitled to a director’s fee of RMB70,000 per annum. In deciding the remuneration of Mr. Wolansky, consideration has been given by the remuneration committee of the Company to the level of responsibility, experience and abilities required of Mr. Wolansky, individual performance, the Company’s operating results and the remuneration offered for similar positions in comparable companies.

Save as disclosed above, there is no information in relation to the re-election of Mr. Wolansky which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of holders of securities of the Company.

MR. LIN YUANFANG, independent non-executive Director

Mr. Lin, aged 70, is an independent non-executive Director. Mr. Lin was appointed to the Board on 1 April 2007. Mr. Lin was previously an independent non-executive director of Xiamen Overseas Chinese Electronic Co., Limited (廈門華僑電子股份有限公司). Mr. Lin has been the vice chairman of China Electronic Imaging Industry Association (中國電子視像行業協會) since November 2001. Mr. Lin was the vice department head of the Economic System Reform and Operation Department of the PRC Ministry of Information Industry (“MII”) from 1998 to 2000. Prior to that and from 1980, Mr. Lin held various official positions in the MII, and the Ministry of Electronic Industry (電子工業部). Mr. Lin graduated from Fudan University in 1964 majoring in physics.
Save as disclosed herein, Mr. Lin did not hold any other positions with other members of the Group as at the Latest Practicable Date and any other directorships in public companies in the three years immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Lin (a) did not have any interests in the Shares within the meaning of Part XV of the SFO; and (b) was not connected with any Directors, senior management or substantial or controlling Shareholders.

Mr. Lin has signed a letter of appointment with the Company under which he agreed to act as the independent non-executive Director for a term of three years commencing on 1 April 2010. Mr. Lin is entitled to an emolument which will be reviewed by the remuneration committee of the Company in each financial year. During the financial year ended 31 December 2010, Mr. Lin was entitled to a director’s fee of RMB105,000. In deciding the remuneration of Mr. Lin, consideration will be given by the remuneration committee of the Company to the level of responsibility, experience and abilities required of the Mr. Lin, individual performance, the Company’s operating results and the remuneration offered for similar positions in comparable companies.

Save as disclosed above, there is no information in relation to the re-election of Mr. Lin which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of holders of securities of the Company.

MR. LI HONGBIN, independent non-executive Director

Mr. Li, aged 45, is an independent non-executive Director. Mr. Li was appointed to the Board on 1 April 2007. Mr. Li has been a professor in information technologies at Peking University since 2004. Prior to that, Mr. Li was employed by Xi’an Electronic Technology University (西安電子科技大學) from 1989 to 2002. From 2002 to 2005, Mr. Li was a member of the expert panel for a national advanced technologies research and development project (Project 863). Mr. Li obtained a Master’s degree in January 1989 from Xi’an Electronic Technology University (西安電子科技大學).

Save as disclosed herein, Mr. Li did not hold any other positions with other members of the Group as at the Latest Practicable Date and any other directorships in public companies in the three years immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Li (a) did not have any interests in the Shares within the meaning of Part XV of the SFO; and (b) was not connected with any Directors, senior management or substantial or controlling Shareholders.

Mr. Li has signed a letter of appointment with the Company under which he agreed to act as the independent non-executive Director for a term of three years commencing on 1 April 2010. Mr. Li is entitled to an emolument which will be reviewed by the remuneration committee of the Company in each financial year. During the financial year ended 31 December 2010, Mr. Li was entitled to a
director’s fee of RMB 105,000. In deciding the remuneration of Mr. Li, consideration will be given by the remuneration committee of the Company to the level of responsibility, experience and abilities required of the Mr. Li, individual performance, the Company’s operating results and the remuneration offered for similar positions in comparable companies.

Save as disclosed above, there is no information in relation to the re-election of Mr. Li which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of holders of securities of the Company.
This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate to be proposed at the Annual General Meeting.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 768,215,800 Shares. Subject to the passing of the Repurchase Mandate and the Issue Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased prior to the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 76,821,580 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. The Directors believe that an ability to repurchase the Shares subject to the Repurchase Mandate would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

Any repurchase would be made out of funds which are legally available for such purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Companies Law (2009 Revision) of the Cayman Islands provides that Shares may only be purchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of the purchases or in the manner provided for therein out of capital.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2010) in the event that repurchases of Shares under the Repurchase Mandate were to be carried out in full during the period of the Repurchase Mandate.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.
4. **SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the last twelve months before the Latest Practicable Date were as follows:

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<th>Highest</th>
<th>Lowest</th>
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<td>$HK$</td>
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<td>2010</td>
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<tr>
<td>April</td>
<td>3.20</td>
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<tr>
<td>May</td>
<td>2.94</td>
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<td>June</td>
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<td>July</td>
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<td>August</td>
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<td>October</td>
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<tr>
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<tr>
<td>March</td>
<td>1.96</td>
<td>1.63</td>
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<tr>
<td>April</td>
<td>1.93</td>
<td>1.82</td>
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<tr>
<td>May (up to the Latest Practicable Date)</td>
<td>1.89</td>
<td>1.76</td>
</tr>
</tbody>
</table>

5. **DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchase of the Shares.

6. **UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution set out in the notice of the Annual General Meeting in accordance with the Listing Rules and the applicable laws of the Cayman Islands.
7. TAKEOVERS CODE

If as a result of repurchase(s) of Shares by the Company, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of his or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Oriental City Profits Ltd. ("Oriental City") held 264,987,000 Shares, representing approximately 34.49% of the issued share capital of the Company. Mr. Dai Guoliang, the Chairman and an executive Director, who held approximately 61.64% of the issued share capital of Oriental City, is deemed under the SFO to be interested in 264,987,000 Shares held by Oriental City.

Based on such shareholdings, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate and assuming that there is no change in the shareholdings since the Latest Practicable Date, the interest of each of Oriental City and Mr. Dai Guoliang would be increased to approximately 38% of the issued share capital of the Company. The Directors are aware that such increase would give rise to an obligation on the part of Oriental City and Mr. Dai Guoliang to make a mandatory offer for all Shares not already held by Oriental City and Mr. Dai Guoliang and the parties acting in concert with any of them under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase Shares pursuant to the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares, whether on the Stock Exchange or otherwise, in the six months prior to the Latest Practicable Date.
NOTICE OF ANNUAL GENERAL MEETING

CENTRON TELECOM INTERNATIONAL HOLDING LIMITED
星辰通信国际控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1155)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Centron Telecom International Holding Limited (the "Company") will be held at Falcon Room, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 23 June 2011 at 10:30a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the financial year ended 31 December 2010.

2. To declare a final dividend of HK5 cents per Share (together with a scrip alternative) for the year ended 31 December 2010.

3. To re-elect the retiring directors and authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company (the "Directors").

4. To re-appoint auditors and to authorise the Board to fix their remuneration.

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

(A) "THAT

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (as amended from time to time), be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as defined below), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company at general meeting of shareholders of the Company.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong)."

(B) "THAT

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and
recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Hong Kong Code on Share Repurchases and the Listing Rules be is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of shares of the Company which are authorised to be purchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution at a general meeting of shareholders of the Company.”

(C) “THAT conditional upon the passing of the resolutions set out in paragraphs 5(A) and 5(B) above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 5(A) above be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 5(B) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

Yours faithfully,
By Order of the Board
Centron Telecom International Holding Limited
Dai Guoliang
Chairman

Hong Kong, 23 May 2011
NOTICE OF ANNUAL GENERAL MEETING

Notes:

(a) Any shareholder of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a shareholder of the Company.

(b) To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting (or any adjourned meeting).

(c) With regard to paragraph 5 of the above notice, attention is drawn to the circular regarding the general mandate to repurchase shares and to issue shares which will be sent to shareholders of the Company together with this notice.

(d) The Directors wish to state that they have no immediate plans to repurchase any existing shares in the Company or to issue any new shares or warrants in the Company (other than the issue of Bonus Shares).

(e) At the Annual General Meeting, the Chairman of the meeting will exercise his power under Article 66 of the Articles of Association of the Company to put each of the resolutions set out in the Notice of Annual General Meeting to the vote by way of poll.

(f) If approved, the dividend will be payable on Friday, 26 August 2011.

As at the date of this notice, the Board comprises Mr. Dai Guoliang, Mr. Guo Zeli, Mr. Dai Guoyu and Mr. Yi Zhangtao as executive Directors, Mr. Paul Steven Wolansky as non-executive Director, and Mr. Lin Yuanfang, Mr. Li Hongbin and Mr. Hung Ee Tek as independent non-executive Directors.