

POI AMENDMENT AGREEMENT

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THIS AGREEMENT is dated 6 November, 2001

BETWEEN

and

(Each a "Party" and collectively the "Parties").

RECITALS

- A. The Parties entered into a POI Establishment Agreement on 29 June 1995 ("POI Agreement") and have since entered into further amendment agreements.
- B. The Parties have agreed to establish a new Interconnect Gateway Exchange at requiring an amendment to Schedule 1A of the POI Agreement.
- C. In order to effect the change described in paragraph B, the Parties have agreed to the amendments set out in this POI Amendment Agreement, amending Schedule 1A to the POI Agreement.

THE PARTIES AGREE AS FOLLOWS:

1. SCHEDULES

- 1.1 The Parties agree to make the following amendment to Schedule 1A of the POI Agreement:

To the list entitled "Interconnect Gateway Exchange" in Part I of Schedule 1A, the following Interconnect Gateway Exchange is added:

2. INTERPRETATION

- 2.1 The amendments set out in this POI Amendment Agreement take effect from the date first written above.
- 2.2 The terms and conditions of this POI Amendment Agreement are deemed to be an integral part of the POI Agreement and reference to "this POI Agreement" in the POI Agreement refers the POI Agreement and this POI Amendment Agreement.
- 2.3 A term which is defined in the POI Agreement and used in this POI Amendment Agreement but not defined herein has the same meaning as used in the POI Agreement unless the context requires otherwise.
- 2.4 Nothing in this POI Amendment Agreement shall in any way vary the POI Agreement unless expressly stated to do so in this POI Amendment Agreement. The Parties agree that the variation set out in this POI Amendment Agreement shall not affect and is without prejudice to the rights and remedies that a Party may have accrued prior to the variation.
- 2.5 This Amendment Agreement is governed by the laws of the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**").
- 2.6 Each Party irrevocably and unconditionally submits to the exclusive jurisdiction of the courts of Hong Kong.

EXECUTED as an Agreement.

SIGNED

For and on behalf of

By its duly authorized representative:

Name:

Title:

Date:

SIGNED

for and on behalf of

by its duly authorized representative:

Name:

Title:

Date: