

AMENDMENT AGREEMENT TO POI ESTABLISHMENT AGREEMENT

This Amendment Agreement ("Amendment Agreement") is made on
11th April 2005.

BETWEEN

AND

(Each, a Party, collectively the "Parties")

RECITALS

- A. The Parties entered into the POI Establishment Agreement on 29 June 1995 and have since entered into several amendment agreements on 1 August 1997, 17 April 2000, 30 March 2001, 14 June 2001, 6 November 2001, and 20 January 2005 (collectively, "POI Agreement").
- B. This Amendment Agreement sets out the terms and conditions upon which and have agreed to supplement the POI Agreement.

THE PARTIES AGREED AS FOLLOWS:

1. INTERPRETATION

- 1.1 The terms and conditions of this Amendment Agreement are an integral part of the POI Agreement.
- 1.2 A term which is defined in the POI Agreement and used in this Amendment Agreement but not defined herein has the same meaning as used in the POI Agreement unless the context requires otherwise.

Commercial Confidence

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2. TERM AND SUPPLEMENT

- 2.1 Unless earlier terminated pursuant to the POI Agreement, this Amendment Agreement shall be deemed to have commenced on 1 January 2005 (“**Commencement Date**”) and shall continue in force until expiry of ten (10) years from the Commencement Date (“**Term**”).
- 2.2 The Parties agree to replace clause 3.7 of the Amendment Agreement to POI Establishment Agreement dated 20 January 2005 with the following clause 2.3.
- 2.3 The parties agree to replace the Monthly Recurrent Charge on Interconnect Equipment and Network Charges set out in Schedule 1A, 1C and 1E of the POI Agreement with the following charges for the Term.

(a) Interconnect Equipment Charges (for up to 84T1)

	From 1 January 2005 To 31 December 2005	From 1 January 2006 To 31 December 2006	From 1 January 2007 To 31 December 2007	From 1 January 2008 To 31 December 2014
Schedule 1C	\$8,477.00	\$6,781.60	\$5,086.20	\$0.00

(b) Network Charges

	From 1 January 2005 To 31 December 2005	From 1 January 2006 To 31 December 2006	From 1 January 2007 To 31 December 2007	From 1 January 2008 To 31 December 2014
Schedule 1A	\$819.50	\$655.60	\$491.70	\$0.00
Schedule 1C	\$373.30	\$298.60	\$224.00	\$0.00
Schedule 1E	\$819.50	\$655.60	\$491.70	\$0.00

For the avoidance of doubt, the above charges are not subject to any annual adjustment and Payment Reduction.

3. GENERAL

- 3.1 Unless otherwise expressly amended by this Amendment Agreement, the terms and conditions of the POI Agreement shall continue to be in full force and effect.
- 3.2 This Amendment Agreement is governed by and construed in accordance with the laws of the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**"). Each Party shall irrevocably and unconditionally submit to the non-exclusive jurisdiction of the courts of Hong Kong.

EXECUTED as an Agreement:

SIGNED
for and on behalf of

SIGNED
for and on behalf of