CCT TELECOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00138)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of the shareholders of CCT Telecom Holdings Limited (the "**Company**") will be held at 2208, 22/F., St. George's Building, 2 Ice House Street, Central, Hong Kong on Wednesday, 18 June 2008 at 10:45 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) "**THAT** (a) the agreement dated 4 October 2007 (the "**Initial S&P Agreement**") entered into amongst Tradeeasy Holdings Limited ("**Tradeeasy**") (a non wholly-owned subsidiary of the Company), Merdeka Commodities Limited ("**MCL**") and Merdeka Timber Group Ltd. ("**MTG**") as amended and revised by (i) the supplemental agreement entered on 17 October 2007 (the "**Supplemental Agreement**"), (ii) the second supplemental agreement entered on 28 February 2008 (the "**Second Supplemental Agreement**"), and (iii) the third supplemental agreement entered on 20 March 2008 (the "**Third Supplemental Agreement**") (the Initial S&P Agreement, the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement hereinafter collectively referred to as the "**Entire S&P 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 purposes) in relation to the acquisition by Tradeeasy of the ordinary shares of US$1.00 each in the share capital of MTG (the "**MTG Shares**") from MCL (the "**Acquisition**") and the subscription of the new MTG Shares by Tradeeasy (the "**Subscription**"); (b) the issue of the convertible bonds by Tradeeasy to MCL and/its designated nominee(s) (the "**MCL Convertible Bonds**") under the Entire S&P Agreement and the issue and allotment by Tradeeasy of the new shares in Tradeeasy arising from the future conversion of the MCL Convertible Bonds; and (c) all transactions contemplated under the Entire S&P Agreement, including the Acquisition and the Subscription, which constitute a very substantial acquisition for the Company, information relating to which is set out in the circular of the Company dated 30 May 2008 (the "**Circular**"), a copy of which is tabled at the meeting and marked "**B**" and initialled by the Chairman for identification purposes, be and are hereby approved."

(2) "**THAT** subject to and conditional upon the shareholders of Tradeeasy granting the approval to (a) the issue of the MCL Convertible Bonds by Tradeeasy under the Entire S&P Agreement; and (b) the issue of the convertible bonds by Tradeeasy to Manistar Enterprises Limited ("**Manistar**"), a wholly-owned subsidiary of the Company (the "**Manistar Convertible Bonds**"), under the subscription agreement entered on 4 October 2007 (the "**Manistar Initial Subscription Agreement**") between Tradeeasy and Manistar as amended and revised by (i) the supplemental subscription agreement entered on 17 October 2007 (the "**Manistar Supplemental Agreement**"), (ii) the second supplemental subscription agreement entered

on 28 February 2008 (the "**Manistar Second Supplemental Agreement**"), and (iii) the third supplemental subscription agreement entered on 20 March 2008 (the "**Manistar Third Supplemental Agreement**") (the Manistar Initial Subscription Agreement, the Manistar Supplemental Agreement, the Manistar Second Supplemental Agreement and the Manistar Third Supplemental Agreement hereinafter collectively referred to as the "**Entire Manistar Agreement**") at the extraordinary general meeting of Tradeeasy, information relating to which is set out in the Circular, the possible very substantial disposal transaction of the Company arising from the possible decrease of the percentage of the shareholdings of Manistar in Tradeeasy as a result of the future conversion of the MCL Convertible Bonds and the Manistar Convertible Bonds, be and is hereby approved."

(3) "**THAT** any director, 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 all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Entire S&P Agreement, the Entire Manistar Agreement, the Acquisition, the Subscription, the very substantial acquisition transaction and the possible very substantial disposal transaction and completion thereof, as he/she/they may consider necessary, desirable or expedient."

By Order of the Board of
CCT TELECOM HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

Hong Kong, 30 May 2008

Notes:

1. 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 executed under its common seal or under the hand of any officer, attorney or other person duly authorised to sign the same.

2. Any shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint not more than two proxies (who must be an individual or individuals) to attend and vote instead of him/her on the same occasion. A proxy need not be a shareholder of the Company but must attend the SGM in person to represent him/her.

3. In order 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 notarially certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the SGM is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.cct.com.hk.

4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the SGM 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.

5. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the SGM or at any adjourned meeting thereof (as the case may be), either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM or at any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the executive directors of the Company are Mr. Mak Shiu Tong, Clement, Mr. Tam Ngai Hung, Terry, Ms. Cheng Yuk Ching, Flora and Dr. William Donald Putt and the independent non-executive directors of the Company are Mr. Tam King Ching, Kenny, Mr. Lau Ho Man, Edward and Mr. Chen Li.