THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CCT Fortis Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s), the transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

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CCT FORTIS HOLDINGS LIMITED

（中建富通集團有限公司）

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

(Stock Code: 00138)

GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 18/F., CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong on Wednesday, 12 June 2019 at 11:00 a.m. is set out in Appendix III to this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Monday, 10 June 2019, Hong Kong time) or any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.cct-fortis.com/eng/investor/announcements.php). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

30 April 2019

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

"acting in concert"	has the same meaning as ascribed to it under the Takeovers Code;
"AGM"	the annual general meeting of the Company to be held at 18/F., CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong on Wednesday, 12 June 2019 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors, or any adjournment thereof (as the case may be);
"Board"	the board of the Directors;
"Bye-law(s)"	the memorandum of continuance and bye-law(s) of the Company, as amended from time to time;
"close associate(s)"	has the same meaning as ascribed to it under the Listing Rules;
"Company"	CCT Fortis Holdings Limited (stock code: 00138), a company incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability, whose Shares are listed on the Main Board of the Stock Exchange;
"controlling shareholder"	has the same meaning as ascribed to it under the Listing Rules;
"core connected person(s)"	has the same meaning as ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"GBA Holdings"	Greater Bay Area Investments Group Holdings Limited (formerly known as "CCT Land Holdings Limited") (stock code: 00261), an exempted company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange;
"Group"	the Company and its subsidiaries, from time to time;
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"INED(s)"	the independent non-executive Director(s);

"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof;
"Latest Practicable Date"	23 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Nomination Committee"	the nomination committee of the Board;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
"Share Buy-back Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable the Company to buy back the fully paid up Shares up to 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof;
"Share(s)"	the ordinary share(s) of HK$0.10 each in the share capital of the Company;
"Shareholder(s)"	the holder(s) of the issued Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"substantial shareholder(s)"	has the same meaning as ascribed to it under the Listing Rules;
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs; and
"%"	per cent.



CCT FORTIS HOLDINGS LIMITED
（中建富通集團有限公司）

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

(Stock Code: 00138)

Executive Directors:
Mak Shiu Tong, Clement
Tam Ngai Hung, Terry
Cheng Yuk Ching, Flora

Independent non-executive Directors:
Tam King Ching, Kenny
Chen Li
Chow Siu Ngor

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head office and principal place of business in Hong Kong:
18/F., CCT Telecom Building
11 Wo Shing Street, Fotan
Shatin, New Territories
Hong Kong

30 April 2019

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, ordinary resolutions will be proposed for the Shareholders to approve, among other things, the proposed grant of the Share Buy-back Mandate and the Issue Mandate; and the re-election of the Directors.

2. GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES

General mandate to buy back Shares

At the AGM, an ordinary resolution will be proposed that the Directors be given the Share Buy-back Mandate. Under the Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares as at the date of passing of the ordinary resolution in relation thereof. The Company's authority is restricted to buy back the Shares on the market in accordance with the Listing Rules. The mandate allows the Company to buy back Shares only during the period ending on the earliest of the date of the next annual general meeting of the Company following the passing of the ordinary resolution referred to herein, the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws and the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

An explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolution for the grant of the Share Buy-back Mandate at the AGM in accordance with the Listing Rules is set out in "*Appendix I*" to this circular.

General mandate to issue new Shares

At the AGM, an ordinary resolution will also be proposed that the Directors be given the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue up to 174,622,290 new Shares, being the Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution and on the basis that no further Share is issued, allotted or bought back by the Company prior to the AGM. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares to be bought back under the Share Buy-back Mandate.

3. RE-ELECTION OF EXECUTIVE DIRECTOR AND INED

In accordance with Bye-law 87 of the Bye-laws, Ms. Cheng Yuk Ching, Flora and Mr. Chow Siu Ngor will retire by rotation and, being eligible, will offer themselves for re-election at the AGM. Biographical details of the Directors who are proposed to be re-elected at the AGM are set out in "*Appendix II*" to this circular.

The Nomination Committee leads the process and makes recommendations to the Board for appointments or re-elections of the Directors (including the INEDs) to complement the Company's corporate strategy. In evaluating and selecting candidate(s) for nomination as INEDs, the Nomination Committee and the Board consider the criteria for being an INED.

Recommendation of the Nomination Committee

The Nomination Committee has assessed the independence of each of the INEDs including Mr. Chow Siu Ngor based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

The Nomination Committee has also considered Mr. Chow's extensive experience in legal and compliance field, his working profile and other experience as set out in "*Appendix II*" to this circular. The Nomination Committee and the Board are satisfied that Mr. Chow has the required character, integrity and experience to continuously fulfil his role as an INED effectively. The Board is of the view that Mr. Chow has professional qualifications of and considerable experience in various domains, such as legal and compliance, and he has built influence in the industry and fulfilled his duties in an enthusiastic manner. Therefore, he is able to complement the professional background of the composition of the Board in terms of legal and regulatory requirements and offer valuable insights to the Board, and diversity of Board members can be achieved through consideration of a number of factors, such as age, gender, cultural and educational background, or professional experience, skills and expertise upon his election as an INED. The Board believed that his re-election as the INED would be in the best interests of the Company and its Shareholders as a whole.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the retiring Directors, namely Ms. Cheng Yuk Ching, Flora and Mr. Chow Siu Ngor stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

4. THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out in "*Appendix III*" to this circular. At the AGM, ordinary resolutions will be proposed to approve the grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors.

In accordance with the requirement under Rule 13.39(4) of the Listing Rules, the votes for all resolutions by the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll on each of the resolutions put forward at the AGM pursuant to Bye-law 66 of the Bye-laws. The poll results of the AGM will be published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.cct-fortis.com/eng/investor/announcements.php) after the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Monday, 10 June 2019, Hong Kong time) or at any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.cct-fortis.com/eng/investor/announcements.php). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

5. RECOMMENDATIONS

The Directors consider that the proposed grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors, are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM in respect thereof.

Yours faithfully,
For and on behalf of the Board of
CCT FORTIS HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate to be approved at the AGM.

1. SHARE IN ISSUE

As at the Latest Practicable Date, there were 873,111,452 Shares in issue representing an issued share capital of HK$87,311,145.20. As at the Latest Practicable Date, the Company has no share option outstanding under the share option scheme of the Company.

Subject to the passing of the proposed ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Share is issued, allotted or bought back by the Company prior to the AGM, the exercise of the Share Buy-back Mandate in full would result in up to a maximum of 87,311,145 Shares, representing the share capital of HK$8,731,114.50, being bought back by the Company. The Share Buy-back Mandate may be exercised by the Company during the period from the passing of the relevant resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws or the Bye-laws to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR THE SHARE BUY BACK

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider it appropriate to buy back Shares, the Directors believe that an ability to do so will give the Company additional flexibility that is beneficial to the Company. An exercise of the Share Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Such buy back may only be effected out of the capital paid up on the purchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose.

In the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy back period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2018. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels 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 have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2018		
April	0.990	0.940
May	1.000	0.940
June	0.950	0.900
July	0.930	0.870
August	0.890	0.800
September	0.840	0.770
October	0.790	0.690
November	0.740	0.690
December	0.730	0.710
2019		
January	0.770	0.690
February	0.820	0.740
March	0.830	0.780
April (up to the Latest Practicable Date)	0.780	0.690

5. SHARES BUY BACK MADE BY THE COMPANY

During the previous six months from the Latest Practicable Date, which is the period from 24 October 2018 to 23 April 2019, the Company bought back a total of 2,270,000 Shares during the period from 1 April 2019 to 3 April 2019 at an aggregate consideration of HK$1,701,080.00 on the Stock Exchange. The Shares repurchased were subsequently cancelled on 11 April 2019. Details of the buy-back of such Shares are as follows:

Date	No. of Shares repurchased	Highest price paid per Share *HK$*	Lowest price paid per Share *HK$*	Aggregate consideration *HK$*
1 April 2019	1,820,000	0.78	0.73	1,363,280.00
2 April 2019	380,000	0.77	0.74	285,700.00
3 April 2019	70,000	0.75	0.73	52,100.00
	2,270,000			1,701,080.00

Save as disclosed herein, the Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise) during the last six months from the Latest Practicable Date.

6. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda, being the jurisdiction in which the Company is continued as an exempted company with limited liability.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM, to sell any of the Shares to the Company.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she has a present intention to sell any Share to the Company, nor has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM.

7. TAKEOVERS CODE

If, as a result of the share buy back by a company, a shareholder's proportionate interest in the voting rights of the company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Mak Shiu Tong, Clement, the chairman and the chief executive officer of the Company and an executive Director, together with parties acting in concert with him, being the substantial shareholders of the Company, were interested in an aggregate of 468,944,731 issued Shares, representing approximately 53.70% of the existing total number of issued Shares.

As at the Latest Practicable Date, Mr. Mak and parties acting in concert with him were interested in the Company's convertible bonds with the principal amount of HK$250,200,000.00, convertible into 347,500,000 Shares at the current conversion price of HK$0.72 per Share (subject to adjustments pursuant to the terms and conditions of the convertible bonds), which represented approximately 39.80% of the existing total number of issued Shares.

In the event that the Directors exercise the Share Buy-back Mandate in full to buy back the Shares in accordance with the terms of the ordinary resolution to be proposed at the AGM and assuming no further Share is issued, allotted or to be bought back by the Company prior to the AGM and assuming no change in the interests of Mr. Mak Shiu Tong, Clement and parties acting in concert with him in the Company prior to the AGM, the interests of Mr. Mak Shiu Tong, Clement, together with parties acting in concert with him, in the total number of issued Shares will be increased from approximately 53.70% to approximately 59.67%. Such increase of interests will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date in which Shares being bought back, the exercise of the Share Buy-back Mandate whether in whole or in part will not result in less than 25% of the total number of issued Shares being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Share Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

The following are the biographical details of the Directors proposed to be re-elected at the AGM:

Ms. CHENG Yuk Ching, Flora, aged 65, has been the executive Director since February 1998. Ms. Cheng is also a director of certain subsidiaries of the Company. She assists the chief executive officer of the Company in overseeing the day-to-day management of the principal businesses of the Group. Ms. Cheng has over 39 years of experience in the electronics industry and substantial experience in diversified businesses. She held senior positions in various well-known electronics companies before she joined the Company. Ms. Cheng is also an executive director and the deputy chairman of GBA Holdings. Ms. Cheng holds a Diploma in Business Administration.

Save as disclosed above, Ms. Cheng has not held any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

Ms. Cheng has been appointed as an executive Director for a term of not more than 3 years and her directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Her emoluments from the Company is approximately HK$2 million which comprise of annual salary and allowances. Her emoluments are determined with reference to her duties and responsibilities with the Group, the Group's performance as well as the market benchmark. Details of Ms. Cheng's emoluments for the year ended 31 December 2018 are set out in note 8 to the financial statements in the Company's 2018 annual report.

Ms. Cheng does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Cheng had no interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There is no information in respect of Ms. Cheng which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Ms. Cheng involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. CHOW Siu Ngor, aged 63, has been an INED since March 2013. Mr. Chow is the chairman and a member of the remuneration committee of the Board, and a member of each of the audit committee of the Board and the Nomination Committee. Mr. Chow is also an independent non-executive director of GBA Holdings and REXLot Holdings Limited (stock code: 00555), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Chow is a practising solicitor in Hong Kong. He is currently a Partner with Messrs. King & Wood Mallesons. Mr. Chow graduated from The Chinese University of Hong Kong in 1981 with an Honours Degree in Social Science. He then obtained an Honours Degree in Laws from the University of Birmingham in 1987. Mr. Chow was admitted as a solicitor of the Supreme Court of Hong Kong in 1990 and has been in private practice since then.

Save as disclosed above, Mr. Chow has not held any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

Mr. Chow has been appointed as an INED for a term of not more than 3 years and his directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Chow does not receive any fee or salary from the Company in respect of his position as an INED.

Mr. Chow does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Chow had no interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There is no information in respect of Mr. Chow which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Chow involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

CCT FORTIS HOLDINGS LIMITED
（中建富通集團有限公司）
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 00138)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of CCT FORTIS HOLDINGS LIMITED (the "**Company**") will be held at 18/F., CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong on Wednesday, 12 June 2019 at 11:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited consolidated Financial Statements, the Report of the Directors and the Independent Auditors' Report for the year ended 31 December 2018.

2. To re-elect the retiring directors, Ms. Cheng Yuk Ching, Flora as an executive director of the Company and Mr. Chow Siu Ngor as an independent non-executive director of the Company, and to authorise the board of directors to fix the remuneration of the directors.

3. To re-appoint Messrs. Ernst & Young as auditors and to authorise the board of directors to fix the remuneration of the auditors.

As Special Business

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

   "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares in the share capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its shares at a price determined by the directors of the Company;

(c) the total number of shares of the Company to be bought back by the directors of the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws or the Company's bye-laws to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting."

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional new shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the total number of shares of the Company allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" shall have the same meaning as that ascribed to it under resolution no. 4 as set out in the notice convening the annual general meeting of which this resolution forms part; and

"**Rights Issue**" means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to the fractional entitlements or having regard to any restrictions or obligations 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)."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the annual general meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to the resolution no. 5 as set out in the notice convening the annual general meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company to be bought back by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the annual general meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution."

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

Hong Kong, 30 April 2019

Notes:

(1) The register of members of the Company will be closed from Thursday, 6 June 2019 to Wednesday, 12 June 2019 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the AGM, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2019.

(2) Any shareholder entitled to attend and vote at the AGM or at any adjourned meeting thereof (as the case may be) 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, or more than two proxies provided that the shareholder is a clearing house (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 AGM or at any adjourned meeting thereof (as the case may be) 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Monday, 10 June 2019, Hong Kong time) or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the AGM is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.cct-fortis.com/eng/investor/announcements.php.

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

(6) With respect to the resolution set out in resolution no. 2 of this notice, Ms. Cheng Yuk Ching, Flora and Mr. Chow Siu Ngor will retire by rotation and, being eligible, offer themselves for re-election at the AGM. Biographical details of the above directors are set out in the circular of the Company which will be sent to the shareholders of the Company in due course.

(7) With respect to the resolution set out in resolution no. 4 of this notice, approval is being sought from the shareholders for the general mandate to be given to the directors to buy back the shares of the Company. A circular containing an explanatory statement with further information with respect to such resolution will be sent to the shareholders of the Company in due course.

(8) With respect to the resolutions set out in resolutions nos. 5 and 6 of this notice, approval is being sought from the shareholders for the general mandates to be given to the directors to allot, issue and deal with new shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.