CCT TELECOM HOLDINGS LIMITED

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

(Stock Code: 138)

NOTICE OF THE 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 Thursday, 27 April 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**:

(a) the sale and purchase agreement (the "**Agreement**") dated 17 March 2006 (a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting for identification purposes) entered into between the Company and Deutsche Bank AG ("**Deutsche Bank**"), Hong Kong Branch pursuant to which the Company agreed to procure Jade Assets Company Limited to sell, and Deutsche Bank agreed to purchase 6,430,262,699 shares of CCT Tech International Limited (the "**CCT Tech Share(s)**") and procure not less than two other independent investors (the "**Third Party Investors**") to purchase 7,369,737,301 CCT Tech Shares, at the price of HK$0.022 per CCT Tech Share subject to the terms and conditions of the Agreement, the execution of the Agreement and the sale of 13,800,000,000 CCT Tech Shares in total pursuant to the terms of the Agreement be and are hereby approved;

(b) the put agreement which comprises the ISDA Master Agreement (and the schedule thereto) and the confirmation to the ISDA Master Agreement confirming the terms and conditions of the put options (together the "**Put Agreement**") dated 17 March 2006 (a copy of which is tabled at the meeting and marked "B" and initialled by the chairman of the meeting for identification purposes) entered into between the Company and Deutsche Bank pursuant to which the Company agreed to grant the put options (the "**Options**") to Deutsche Bank in relation to 13,800,000,000 CCT Tech Shares subject to the terms and conditions of the Put Agreement and the execution of the Put Agreement be and are hereby approved;

(c) the possible acquisition of part or whole of the 13,800,000,000 CCT Tech Shares by the Company from Deutsche Bank upon the exercise or multiple exercise of the Options in whole or in part pursuant to the terms of the Put Agreement be and is hereby approved; and

(d) 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 to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement and the Put Agreement, the completion thereof and to effect the transactions contemplated in the Agreement and the Put Agreement as he/she may consider necessary, desirable or expedient."

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

Hong Kong, 11 April 2006

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 member entitled to attend and vote at the SGM is entitled to appoint not more than two proxies (who must be an individual(s)) to attend and vote instead of him/her on the same occasion. A proxy need not be a member of the Company but must attend the SGM in person to represent him/her.*

3. *In order to be valid, the form of proxy, 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 at the branch share registrar and transfer office of the Company in Hong Kong, Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be).*

4. *Completion and return of the form of proxy will not preclude members 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, 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 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. Samuel Olenick, Mr. Tam King Ching, Kenny and Mr. Lau Ho Man, Edward.