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 Monday, 5 June 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendment, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**:

(a) the sale and purchase agreement (the "**Agreement**") dated 27 April 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 Rich Full International Industries Limited ("**Rich Full**"), an indirect wholly-owned subsidiary of the Company, and Fine Bonus Enterprises Limited ("**Fine Bonus**"), a company controlled by Mr. Mak Shiu Tong, Clement, the chairman of the board of directors of the Company, and his associates, pursuant to which Rich Full agreed to acquire, and Fine Bonus agreed to sell, the property situated at House No. 7, Rosecliff, No. 20 Tai Tam Road, Tai Tam, Hong Kong (the "**Property**") at the price of HK$80 million subject to the terms and conditions of the Agreement and the transactions contemplated thereunder be and are hereby approved;

(b) the issue of the convertible bonds in the amount of HK$30 million by the Company to Capital Winner Investments Limited or any other person or company nominated by Fine Bonus upon completion and the allotment and issue of the shares according to the conversion thereof pursuant to the terms of the Agreement (details of which are set out in the circular of the Company dated 19 May 2006 (a copy of which is tabled at the meeting and marked "B" and initialled by the chairman of the meeting for identification purposes)) be and are hereby approved; and

(c) 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, the completion thereof and to effect the transactions contemplated in the Agreement as he/she may consider necessary, desirable or expedient."

By Order of the Board of
CCT TELECOM HOLDINGS LIMITED
Tam Ngai Hung, Terry
Director

Hong Kong, 19 May 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 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, 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 website of The Stock Exchange of Hong Kong Limited at www.hkex.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. Samuel Olenick, Mr. Tam King Ching, Kenny and Mr. Lau Ho Man, Edward.