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 July 2006 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) "**THAT** subject to and conditional upon the shareholders of Tradeeasy Holdings Limited ("**Tradeeasy**") (a non wholly-owned subsidiary of the Company) granting the approval for the grant of options to certain persons (the "**Proposed Grantees**"), entitling them to subscribe for an aggregate of 117,850,000 ordinary shares of HK$0.01 each in the share capital of Tradeeasy (the "**Tradeeasy Shares**") under its share option scheme adopted on 20 February 2002 (the "**Tradeeasy Option Scheme**") and the listing sub-committee of the directors of The Stock Exchange of Hong Kong Limited with responsibility for the Growth Enterprise Market granting the approval for listing of, and permission to deal in, the Tradeeasy Shares which may be issued and allotted pursuant to the exercise of any options granted or to be granted pursuant to this resolution number (1), the grant of options to the Proposed Grantees whose particulars are set out in the circular of the Company dated 10 July 2006 (the "**Circular**"), a copy of which is tabled at the meeting and marked "**A**" and initialled by the chairman of the meeting for identification purposes and the number of options proposed to be granted to them and the terms of grant which are also set out in the Circular, be and is hereby approved and any director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of options to the Proposed Grantees."

(2) "**THAT** subject to and conditional upon the passing of resolution number (1) above and the shareholders of Tradeeasy granting approval for the grant of options beyond the maximum entitlement of an individual participant under the Tradeeasy Option Scheme to Mr. Mak Shiu Tong, Clement entitling him to subscribe for 45,000,000 Tradeeasy Shares, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of options beyond the maximum entitlement of individual participants."

(3) "**THAT** subject to and conditional upon the passing of resolution number (1) above, and the shareholders of Tradeeasy granting approval for the grant of options beyond the maximum entitlement of an individual participant under the Tradeeasy Option Scheme to Mr. Tam Ngai Hung, Terry entitling him to subscribe for 28,000,000 Tradeeasy Shares, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of options beyond the maximum entitlement of individual participants."

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

Hong Kong, 10 July 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.