CCT TELECOM HOLDINGS LIMITED

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

(Stock Code: 138)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting 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, 23 May 2007 at 10:30 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2006.

2. To declare a final dividend.

3. To re-elect the retiring directors, Mr. Tam Ngai Hung, Terry and Dr. William Donald Putt, as executive directors of the Company, and to authorise the board of directors to fix the remuneration of the directors.

4. To re-appoint auditors and to authorise the board of directors to fix the remuneration of the auditors.

As Special Business

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

   "**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK$0.10 each (the "Shares") in the share capital of the Company to be issued pursuant to the exercise of the share options which may be granted under the New Scheme Limit (as hereinafter defined), the refreshment of the scheme limit of the Company's share option scheme adopted on 28 February 2002 and all other share option scheme(s) of the Company, up to 10 per cent. of the total number of Shares in issue as at the date of passing of this resolution (the "New Scheme Limit") be and is hereby approved and any director of the Company, or any two directors of the Company if affixation of the common seal of the Company is necessary, be and is/are hereby authorised to do such act and execute all such documents to effect the New Scheme Limit and to exercise all powers of the Company to allot, issue and deal with the Shares to be issued pursuant to the exercise of such share options."

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

   "**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK$0.01 each in the share capital of CCT Tech International Limited ("CCT Tech"), a non wholly-owned subsidiary of the Company, to be issued pursuant to the exercise of the share options which may be granted under the CCT Tech New Scheme Limit (as hereinafter defined), the refreshment of the scheme limit of CCT Tech's share option scheme conditionally adopted on 17 September 2002 which became effective on 7 November 2002 and all other share option scheme(s) of CCT Tech, up to 10 per cent. of the total number of shares of CCT Tech in issue as at the date of passing of the resolution in the annual general meeting of CCT Tech (the "CCT Tech New Scheme Limit") be and is hereby generally and unconditionally approved."

7. 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 repurchase 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 repurchase its shares at a price determined by the directors of the Company;

   (c) the aggregate nominal amount of the shares of the Company be repurchased 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 aggregate nominal amount of the share capital 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."

8. 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 aggregate nominal amount of share capital 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 share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; 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 aggregate nominal amount of the issued share capital of the Company 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. 7 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)."

9. 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. 7 and 8 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. 8 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 aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 7 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."

10. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

    "**THAT** the bye-laws of the Company (the "Bye-law(s)") be and are hereby amended by deleting the word "special" in the second line of Bye-law 86.(4) and substituting therefor with the word "ordinary";

    and **THAT** any director of the Company, or any two directors of the Company if affixation of the common seal of the Company is necessary, be and is/are hereby authorised to take such further action as he/she may, at his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendment to the existing Bye-laws."

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

Hong Kong, 27 April 2007

Notes:

(1) The register of members of the Company will be closed from Monday, 21 May 2007 to Wednesday, 23 May 2007 (both days inclusive) during which period no transfer of share(s) will be effected. In order to qualify for the proposed final dividend and to determine the entitlement to attend and vote at the annual general meeting of the Company, 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, Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 18 May 2007.

(2) Any shareholder entitled to attend and vote at the annual general meeting 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 annual general meeting 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 fixed for holding the annual general meeting. Such prescribed form of proxy for use at the annual general meeting 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 annual general meeting 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 annual general meeting, 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 annual general meeting, 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. 3 of this notice, Mr. Tam Ngai Hung, Terry and Dr. William Donald Putt will retire by rotation and, being eligible, offer themselves for re-election at the annual general meeting. Biographical details of the above directors are set out in the 2006 annual report of the Company.

(7) With respect to the resolution set out in resolution no. 5 of this notice, approval is being sought from the shareholders for the refreshment of the 10% general limit on grant of the share options under the Company's share option scheme adopted on 28 February 2002 and all other share option scheme(s) of the Company.

(8) With respect to the resolution set out in resolution no. 6 of this notice, approval is being sought from the shareholders for the refreshment of the 10% general limit on grant of the share options under the share option scheme of CCT Tech International Limited adopted on 17 September 2002 which became effective on 7 November 2002 and all other share option scheme(s) of CCT Tech International Limited.

(9) With respect to the resolution set out in resolution no. 7 of this notice, approval is being sought from the shareholders for the general mandate to be given to the directors to repurchase the shares of the Company. An explanatory statement containing further information with respect to such resolution will be sent to the shareholders together with the 2006 annual report of the Company.

(10) With respect to the resolutions set out in resolutions nos. 8 and 9 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.

(11) With respect to the resolution set out in resolution no. 10 of this notice, approval is being sought from the shareholders for the amendment to the bye-laws of the Company.

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.