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CCT TELECOM HOLDINGS LIMITED

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

(Stock Code: 00138)

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 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Monday, 8 July 2013 at 10:45 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as a special resolution and an ordinary resolution of the Company:

ORDINARY RESOLUTION

(I) "**THAT**:

(a) the conditional agreement dated 19 April 2013 (the "**Agreement**") entered into amongst the Company, CCT Land (China) Holdings Limited, an indirect wholly-owned subsidiary of the Company (the "**Land Company**") and CCT Tech International Limited ("**CCT Tech**") (a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting (the "**Chairman**") for identification purpose), which sets out the terms and conditions for (1) the subscription of the 19,999 new ordinary shares of US$1.00 each in the capital of the Land Company (the "**Subscription Shares**") to be subscribed by CCT Tech or its designated nominee(s) and to be allotted and issued by the Land Company at the subscription price of US$19,999.00 (equivalent to HK$155,992.00); (2) the assignment (the "**Assignment**") of the outstanding interest-free loan due from the Land Company to the Company (the "**Shareholder's Loan**") to CCT Tech or its designated nominee(s) at face value of the loan as at the date of completion of the assignment of the Shareholder's Loan; and (3) the issue of the promissory note (the "**Promissory Note**") to be issued by CCT Tech in favour of the Company or its designated nominee(s) to satisfy the consideration and compensation of HK$900,000,000.00 (the "**Consideration**") for: (i) the Company agreeing to the subscription of the Subscription Shares (the "**Subscription**") and the consequential dilution of its shareholdings in the Land Company; and (ii) the assignment of the Shareholder's Loan, all pursuant to the terms and subject to the conditions set out in the Agreement (the Subscription, the Assignment, the issue of the Promissory Note by CCT Tech to satisfy the Consideration together referred to hereinafter as (the "**Restructuring Transactions**"), details of which have been set out in the

circular of the Company dated 14 June 2013, a copy of which is tabled at the meeting and marked "B" and initialled by the Chairman for identification purpose (the "**Circular**")), and the execution of the Agreement by the Company and the Land Company be and is hereby approved, ratified and confirmed;

(b) the Subscription and the Assignment which constitute a deemed very substantial disposal for the Company under the Listing Rules (as defined in the Circular), and any other transactions contemplated under the Agreement, be and are hereby approved ; and

(c) any one director of the Company, 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/them to be incidental to, ancillary to or in connection with the matters contemplated in and completion of the Agreement and/or the Restructuring Transactions."

SPECIAL RESOLUTION

(II) "**THAT, SUBJECT TO THE APPROVAL OF THE CHANGE OF COMPANY NAME BY THE REGISTRAR OF COMPANIES IN BERMUDA BEING OBTAINED**

(a) the change of the name of the Company from "CCT Telecom Holdings Limited" to "CCT Fortis Holdings Limited 中建富通集團有限公司" be and is hereby approved; and

(b) any one director of the Company, 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/them to be incidental to, ancillary to or in connection with the matters contemplated in and completion of the change of name of the Company."

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

Hong Kong, 14 June 2013

Head office and principal place of business in Hong Kong:
31/F., Fortis Tower
77–79 Gloucester Road
Hong Kong

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 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 (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, Tricor 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 websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.cct.com.hk/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 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. Tam King Ching, Kenny, Mr. Chen Li and Mr. Chow Siu Ngor.

This notice will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remains on the website of the Company at www.cct.com.hk/eng/investor/announcements.php.