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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, 9 September 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**:

(a) the disposal of the retail shop units (the "**Shopping Units**") to be sub-divided from the property situated at Units No. 1–33, 34A, 34B, 36A, 36B and 38–45 on the Portion of the Basement at the Podium of Blocks 1, 2 and 3, City Garden, No. 233 Electric Road, Hong Kong (the "**Property**") which has a total gross floor area of approximately 31,570 square feet, of which Shopping Units with an aggregate gross floor area of approximately 20,200 square feet have been sold for an aggregate selling price of approximately HK$500,000,000, under the provisional sale and purchase agreements (the "**Provisional SPAs**") entered into between (i) Goldbay Property (China) Limited, an indirect wholly-owned subsidiary of the Company as vendor (the "**Vendor**"); and (ii) third party independent purchasers (the "**Purchasers**"), during the period from 17 July 2013 to 24 July 2013 (both days inclusive) (the "**VSD Disposal**") (details of which have been set out in the circular of the Company dated 21 August 2013, a copy of which is tabled at the meeting marked "A" and initialled by the Chairman for identification purpose (the "**Circular**")), and the relevant formal agreements (the "**Formal Agreements**") executed between the Vendor and the Purchasers in relation to the VSD Disposal, which constitutes a very substantial disposal for the Company under the Listing Rules (as defined in the Circular) be and is hereby approved;

(b) the additional Disposal of the Shopping Units with an aggregated gross floor area of approximately 7,350 square feet having been sold for an aggregate selling price of HK$182,000,000 (the "**Additional Disposal**", further details of which have been set out in the Circular), under the Provisional SPAs entered into between the Vendor and the Purchasers during the period from 25 July 2013 to the Latest Practicable Date (as defined in the Circular) and any other transactions contemplated under the Provisional SPAs entered into by the Vendor and the Purchasers during the period from 17 July 2013 to the Latest Practicable Date and the related Formal Agreements in relation to the Accumulated Disposal (as defined in the Circular, which is composed of the VSD Disposal and the Additional Disposal), 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 Accumulated Disposal.''

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

Hong Kong, 21 August 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 http://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.