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CCT FORTIS HOLDINGS LIMITED
(中建富通集團有限公司)
(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 Fortis Holdings Limited (the "**Company**") will be held at 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Tuesday, 17 June 2014 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 conditional agreement dated 9 May 2014 (the "**Agreement**") entered into amongst (i) Madam Yiu Yu Ying and Mr. Mak Chun Kiu, being the registered holders (the "**Registered Holders**") holding the two shares (the "**Sale Shares**") (which represent the entire share capital) of Cyber Profit (HK) Limited (the "**Target Company**") in trust for Mr. Mak Shiu Tong; (ii) Mr. Mak Shiu Tong (the "**Beneficial Owner**") and the Company, (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 of (1) the proposed acquisition (the "**Acquisition**") of the Sale Shares by the Company or its designated nominee(s) from the Registered Holders acting on behalf of the Beneficial Owner; (2) the assignment (the "**Assignment**") of the outstanding interest-free loan due from the Target Company to the Beneficial Owner as at completion of the transactions pursuant to the Agreement, which amounted to HK$7,126,849.00 as at the date of the Agreement (the "**Loan**"); and (3) the issue (the "**New Issue**") of 151,250,000 new shares of the Company at HK$0.80 each to Capital Winner Investments Limited (or other nominee(s) designated by the Beneficial Owner) as consideration to satisfy the consideration of the acquisition of the Sale Shares (the Acquisition, the Assignment and the New Issue together referred to hereinafter as (the "**Transactions**"), details of which have been set out in the circular of the Company dated 30 May 2014, a copy of which is tabled at the meeting and marked "B" and

initialled by the Chairman for identification purpose (the "**Circular**")), and the entering into of the Agreement by the Company be and is hereby approved, confirmed and ratified;

(b) the Transactions, including the New Issue, 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 the Transactions (including the New Issue)."

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

Hong Kong, 30 May 2014

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

Notes:

1. A form of proxy for use at the SGM is enclosed herewith.

2. 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.

3. 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.

4. 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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-fortis.com/eng/investor/announcements.php.

5. 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.

6. 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 announcement, 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. Chow Siu Ngor and Mr. Chen Li.

This announcement will be published and 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 will remain on the website of the Company at www.cct-fortis.com/eng/investor/announcements.php.