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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, 29 March 2016 at 9:00 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 27 January 2016, as amended by the supplemental agreement dated 17 February 2016 (the "**Agreement**") entered into between Mr. Mak Shiu Tong ("**Mr. Mak**"), a director and the controlling shareholder of the Company, as the vendor and the Company as the purchaser, in relation to the proposed acquisition (the "**Acquisition**") by the Company or designated nominee(s) from Mr. Mak of the following assets:

(i) the 9,997 shares in the capital of Capital Top Industrial Limited (the "**First Target Company**"), a company incorporated in the British Virgin Islands with limited liability, representing 100% of the existing issued share capital of the First Target Company (the "**First Sale Shares**");

(ii) the 9,997 shares in the capital of Next Capital Investments Limited (the "**Second Target Company**"), a company incorporated in the British Virgin Islands with limited liability, representing 100% of the existing issued share capital of the Second Target Company (the "**Second Sale Shares**");

(iii) the outstanding interest-free loan due to Mr. Mak (the "**First Shareholder's Loan**") by Billion Industries Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the First Target Company, which holds 100% ownership of the property at House 38 and car park space P14 and P15, No. 56 Repulse Bay Road, Repulse Bay, Hong Kong; and

(iv) the outstanding interest-free loan due to Mr. Mak (the "**Second Shareholder's Loan**") by Grand Capital Development Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Second Target Company, which holds 100% ownership of the property at House 39 and car park space P5 and P6, No. 56 Repulse Bay Road, Repulse Bay, Hong Kong,

pursuant to which the Company will issue convertible bonds (the "**Convertible Bonds**") with the principal amount of HK$250,200,000, entitling the holders thereof to convert the principal amount thereof into ordinary shares of the Company at an initial conversion price of HK$0.90 (subject to adjustments pursuant to the terms and conditions of the Convertible Bonds), to satisfy the total consideration of HK$250,200,000 (the "**Share Consideration**") for the acquisition of the First Sale Shares and the Second Sale Shares; and the Company will settle the consideration for assignment of the First Shareholder's Loan and the Second Shareholder's Loan at completion of the Acquisition in cash, the amount of which as at 31 December 2015 was HK$25,661,721, in aggregate, (a copy of the Agreement is tabled at the meeting and marked "A" and initialled by the chairman of the meeting (the "**Chairman**") for identification purpose, and details of the Agreement, the Acquisition, the terms and conditions of the Convertible Bonds have been set out in the circular of the Company dated 9 March 2016, 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 and execution of the Agreement by the Company be and is hereby approved, ratified and confirmed;

(b) the Acquisition and any other transactions contemplated under the Agreement be and are hereby approved;

(c) the creation and issue (the "**CB Issue**") by the Company of the Convertible Bonds with the total principal amount of HK$250,200,000 to Capital Force International Limited and New Capital Industrial Limited and any other nominee(s) designated by Mr. Mak, with the terms and conditions as set out in the Agreement, and the instrument constituting the Convertible Bonds be and are hereby approved;

(d) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Conversion Shares to be allotted and issued upon conversion of the Convertible Bonds, the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue new shares of the Company, credited as fully paid, upon conversion of the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds; and

(e) 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, the Acquisition, the CB Issue, the allotment and issue of the new shares of the Company upon conversion of the Convertible Bonds and any other transactions contemplated under the Agreement."

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

Hong Kong, 9 March 2016

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 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.

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. Chow Siu Ngor and Mr. Chen Li.