

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 32/F China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 24 May 2002 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2001.
2. To re-elect the retiring directors of the Company for the ensuing year and to authorise the board of directors of the Company to fix their remuneration.
3. To re-appoint Messrs Ernst & Young as auditors of the Company for the ensuing year and to authorise the board of directors of the Company to fix their remuneration.
4. To consider as special business and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

A.

“THAT

- (a) subject to paragraph A(b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase the securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph A(a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the authority pursuant to paragraph A(a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the law or the articles of association of the Company 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.”

B.

“THAT

- (a) subject to paragraph B(c) of this resolution, 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 shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph B(a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period (as hereinafter defined) 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 agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph B(a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) the exercise of options granted under any option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the share capital of the Company to officers and/or employees of the Company and/or any of its subsidiaries; and
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in the share capital of the Company implemented in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the authority pursuant to paragraphs B(a) and B(b) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the law or the articles of association of the Company 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.

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the directors of the Company to the holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to 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).”

C.

“**THAT** the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to and in accordance with resolution 4B above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the aggregate nominal amount of the issued share capital of the Company repurchased by the Company since the granting of such general mandate pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10%

of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”

5. To consider as special business and, if thought fit, passing the following resolution, with or without amendments, as a special resolution of the Company:

“THAT the balance of the accumulated losses of the Company of HK\$1,749,000,000 as appeared in the audited accounts of the Company for the year ended 31 December 2001 remaining after completion of the Company’s reduction in capital (the “Capital Reduction”) as approved by a special resolution of the shareholders of the Company on 8 April 2002 or, if the Capital Reduction is not confirmed by the Grand Court of the Cayman Islands (the “Court”) or does not become effective for any reason, the entire amount of such accumulated losses, be set off against an equivalent amount standing to the credit of the share premium account of the Company as at the date of the passing of this resolution, such reduction of the share premium account to take effect on the date of the passing of this resolution or the effective date of the Capital Reduction, whichever is the later, or if the Capital Reduction is not confirmed by the Court or does not become effective for any reason, the date on which the Company declares that the Capital Reduction does not become effective.”

By Order of the Board
Mak Shiu Tong, Clement
Chairman

Hong Kong, 22 April 2002

Notes:

- (a) *The register of members of the Company will be closed from Tuesday, 21 May 2002 to Friday, 24 May 2002 (both days inclusive) during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the annual general meeting, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tengis Limited, at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong for registration not later than 4:00 p.m. on Friday, 17 May 2002.*
- (b) *A member entitled to attend and vote at the above meeting is entitled to appoint proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.*
- (c) *The instrument appointing a proxy and 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 of the Company in Hong Kong, Tengis Limited, at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time fixed for holding such meeting.*
- (d) *A form of proxy for use at the meeting and an explanatory statement setting out further information regarding resolution 4 of this Notice will be despatched to the shareholders of the Company with the 2001 Annual Report of the Company.*