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CCTTECH INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the shareholders of CCT Tech International Limited (the “**Company**”) will be held at 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Monday, 26 March 2012 at 10:00 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 agreement dated 1 February 2012 (the “**Agreement**”) entered into between the Company and CCT Telecom Holdings Limited (“**CCT Telecom**”), 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, pursuant to which CCT Telecom has agreed to sell and the Company has agreed to purchase (i) the one share in Wiltec Industries Investment Limited (“**WIIL**”), a wholly-owned subsidiary of CCT Telecom, representing the entire issued share capital of WIIL; and (ii) the outstanding interest-free loan due from WIIL to CCT Telecom as at completion of the transactions contemplated under the Agreement (the “**Transactions**”) (details of which have been set out in the circular of the Company dated 21 February 2012, a copy of which is tabled at the meeting and marked “B” and initialled by the Chairman for identification purpose (the “**Circular**”), at the aggregate consideration of HK\$67,471,000 (the “**Consideration**”) subject to the terms and conditions of the Agreement, be and is hereby approved, ratified and confirmed;
- (b) the Transactions and the issue of the Promissory Note (as defined and detailed in the Circular) by the Company in favour of CCT Telecom as deferred payment of the Consideration 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 Transactions.”

By Order of the Board of
CCT TECH INTERNATIONAL LIMITED
Mak Shiu Tong, Clement
Chairman

Hong Kong, 21 February 2012

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 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-tech.com.hk/eng/investor/statutory.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, Ms. Cheng Yuk Ching, Flora, Mr. Tam Ngai Hung, Terry and Dr. William Donald Putt and the independent non-executive directors of the Company are Mr. Chow Siu Ngor, Mr. Lau Ho Kit, Ivan and Mr. Chen Li.

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