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CCT LAND HOLDINGS LIMITED
(中 建 置 地 集 團 有 限 公 司)
(Incorporated in Bermuda with limited liability)
(Stock Code: 00261)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the shareholders of CCT Land Holdings Limited (the “**Company**”) will be held at 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Friday, 4 December 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional agreement dated 27 October 2015 (the “**Agreement**”) and the supplemental agreement dated 10 November 2015 (the “**Supplemental Agreement**”) entered into by and among the Company, CCT Fortis Holdings Limited (“**CCT Fortis**”, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited), Jade Assets Company Limited (“**Jade Assets**”, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of CCT Fortis), CCT Telecom Securities Limited (“**CCT Securities**”, a company incorporated in Hong Kong with limited liability and an indirectly wholly-owned subsidiary of CCT Fortis) and Glory Merit International Investment Limited (“**Glory Merit**”, a company incorporated in the British Virgin Islands with limited liability and an independent third party to the Company), under which it was agreed that, subject to the terms and conditions of the Agreement as amended by the Supplemental Agreement, (i) the Company will issue and CCT Securities will subscribe (the “**First Subscription**”) for the convertible bonds (the “**Convertible Bonds**”) in the aggregate principal amount of HK\$795,671,000 (the “**First Convertible Bonds**”) at the total issue price of HK\$795,671,000 which will be satisfied as full settlement (the “**First Settlement**”) of the outstanding principal and accrued interest (if any) of the promissory note due by the Company to Jade

Assets; and (ii) the Company will issue and Glory Merit will subscribe (the “**Second Subscription**”) for the convertible bonds in the aggregate principal amount of HK\$300,000,000 (the “**Second Convertible Bonds**”) at the total issue price of HK\$300,000,000 which will be satisfied as full settlement (the “**Second Settlement**”) of all the outstanding principal and accrued interest of the promissory notes due by the Company to Glory Merit (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) (the First Subscription, the Second Subscription, the First Settlement, the Second Settlement and any other transactions contemplated under the Agreement as amended by the Supplemental Agreement including but not limited to the allotment and issue of new shares (the “**Conversion Shares**”) of the Company upon exercise of the conversion rights attached to the convertible bonds referred to hereinafter as the “**Transactions**”), and details of the Transactions have been set out in the circular of the Company dated 17 November 2015, 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 and the Supplemental Agreement by the Company be and is hereby approved, ratified and confirmed;

- (b) the Transactions and any other transactions contemplated under the Agreement as amended by the Supplemental Agreement be and are hereby approved;
- (c) the creation and issue (the “**CB Issue**”) by the Company of the First Convertible Bonds to CCT Securities and the Second Convertible Bonds to Glory Merit in accordance with the terms and conditions as set out in the Agreement as amended by the Supplemental 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 maximum of 109,567,100,000 Conversion Shares to be issued upon full conversion of the First Convertible Bonds and the Second Convertible Bonds at the initial conversion price of HK\$0.01 per Conversion Share (subject to adjustment in accordance with the terms and conditions 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 the Conversion Shares up to a maximum of 109,567,100,000 new shares of the Company; 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 as amended by the Supplemental Agreement, the CB Issue and the Transactions.”

2. “**THAT:**

the authorised share capital of the Company be and is hereby increased from HK\$1,200,000,000 divided into 120,000,000,000 shares to HK\$3,000,000,000 divided into 300,000,000,000 shares by the creation of an additional 180,000,000,000 shares of HK\$0.01 each which will rank pari passu with all the existing shares, and any director of the Company be and is hereby authorised to execute and deliver on behalf of the Company any documents whatsoever, and to do any and all other things whatsoever, as such director shall in his or her absolute discretion deem or determine appropriate in connection with the foregoing.”

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

Hong Kong, 17 November 2015

*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.cctl.com/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, Mr. Ong Ban Poh, Michael, Mr. Huanfei Guan, and Ms. Lai Mei Kwan and the independent non-executive directors of the Company are Mr. Chow Siu Ngor, Mr. Lau Ho Kit, Ivan and Mr. William Robert Majcher.