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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 the special general meeting (the “**SGM**”) of CCT FORTIS HOLDINGS LIMITED (the “**Company**”) will be held at 18/F., CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong on Monday, 17 January 2022 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the conditional agreement dated 15 November 2021 (the “**Agreement**”) and the supplemental agreement dated 14 December 2021 (the “**Supplemental Agreement**”) entered into among CCT Telecom Securities Limited (the “**First Vendor**”), Ever Sino Group Limited (the “**Second Vendor**”), (together the “**Vendors**”, and each of them a “**Vendor**”), indirect wholly-owned subsidiaries of the Company, Top Pioneer Holdings Limited (the “**Purchaser**”) and the Company, as guarantor irrevocably and unconditionally guarantees to the Purchaser the due and punctual performance of the Vendors under the Agreement, in relation to, among others, sell a total of 53,667,100,000 ordinary shares of GBA Holdings Limited (the “**Target Company**”), a company incorporated in Bermuda with limited liability and the issued shares of the Target Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 00261), by the Vendors to the Purchaser at a consideration of HK\$250,000,000 (subject to adjustment) (the “**Disposal**”) (a copy of each of the Agreement and the Supplemental Agreement is tabled at the SGM and marked “**A**” and “**B**”, respectively and both documents are initialed by the chairman of the SGM for the purpose of identification), and the execution of the Agreement as amended and supplemented by the Supplemental Agreement by the Company be and is hereby approved, ratified and confirmed;

- (b) the Disposal which constitute a very substantial disposal for the Company under the Rules Governing the Listing of Securities on the Stock Exchange; and any other transactions contemplated under the Agreement as amended and supplemented by the Supplemental Agreement, be and are hereby approved; and
- (c) any one director of the Company (the “**Director**”), or any two Directors 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 and supplemented by the Supplemental Agreement and/or the Disposal.”

By Order of the Board of
CCT FORTIS HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

Hong Kong, 28 December 2021

Notes:

- (1) The register of members of the Company will be closed from Wednesday, 12 January 2022 to Monday, 17 January 2022 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the SGM, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 January 2022.
- (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, or more than two proxies provided that the shareholder is a clearing house (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 or at any adjourned meeting thereof (as the case may be) 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the SGM (i.e. not later than 10:00 a.m., on Saturday, 15 January 2022, Hong Kong time) 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 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.
- (6) The ordinary resolution set out above will be determined by way of a poll.

As at the date of this notice, the executive Directors are Mr. Mak Shiu Tong, Clement, Mr. Tam Ngai Hung, Terry and Ms. Cheng Yuk Ching, Flora; and the independent non-executive Directors are Mr. Tam King Ching, Kenny, Mr. Chen Li and Mr. Chow Siu Ngor.