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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CCT Fortis Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s), the transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

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# **CCTI** 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)**

## **PROPOSED GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 18/F., CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong on Wednesday, 19 June 2024 at 10:00 a.m. is set out in “*Appendix III*” to this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. on Monday, 17 June 2024, Hong Kong time) or any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and that of the Company ([www.cct-fortis.com/eng/investor/announcements.php](http://www.cct-fortis.com/eng/investor/announcements.php)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

22 April 2024

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# CONTENTS

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	<i>Page</i>
<b>Responsibility Statement</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board.</b> .....	5
<b>Appendix I – Explanatory Statement</b> .....	9
<b>Appendix II – Biographical Details of the Retiring Directors Proposed to be Re-elected</b> .....	13
<b>Appendix III – Notice of the AGM</b> .....	15

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“acting in concert”	has the same meaning as ascribed to it under the Takeovers Code;
“AGM”	the annual general meeting of the Company to be held at 18/F., CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong on Wednesday, 19 June 2024 at 10:00 a.m. to consider and, if thought fit, approve, among other things, the grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors, or any adjournment thereof (as the case may be);
“Board”	the board of the Company;
“Bye-law(s)”	the memorandum of continuance and bye-law(s) of the Company, as amended from time to time;
“Capital Force”	Capital Force International Limited, a company incorporated in the British Virgin Islands with limited liability, the shares in which are owned as to 51% by Mr. Mak and 49% by Mr. Mak Chun Kiu, a son of Mr. Mak, beneficially
“Capital Winner”	Capital Winner Investments Limited, a company incorporated in the British Virgin Islands with limited liability, the shares in which are owned as to 51% by Mr. Mak and 49% by Mr. Mak Chun Kiu, a son of Mr. Mak, beneficially
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Company”	CCT Fortis Holdings Limited 中建富通集團有限公司 (stock code: 00138), a company incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules;
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“INED(s)”	the independent non-executive Director(s);
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof;
“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Capital”	New Capital Industrial Limited, a company incorporated in the British Virgin Islands, the shares in which are owned as to 51% by Mr. Mak and 49% by Mr. Mak Chun Kiu, a son of Mr. Mak, beneficially
“Nomination Committee”	the nomination committee of the Board;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable the Company to buy back the fully paid up Shares up to 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the issued Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs;

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## DEFINITIONS

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“Treasure Goal”

Treasure Goal International Limited (寶高國際有限公司), a company incorporated in the British Virgin Islands with limited liability, which is beneficially and ultimately owned by Mr. Mak; and

“%”

per cent.

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## LETTER FROM THE BOARD

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# **CFI** 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)**

*Executive Directors:*

Mak Shiu Tong, Clement  
Cheng Yuk Ching, Flora

*Independent non-executive Directors:*

Chen Li  
Chow Siu Ngor  
Lau Ho Kit, Ivan

*Registered office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

Floor 26A, Fortis Tower  
77-79 Gloucester Road  
Hong Kong

22 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO BUY BACK SHARES AND  
ISSUE NEW SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND  
FURTHER APPOINTMENT OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO  
HAS SERVED FOR MORE THAN NINE YEARS; AND  
NOTICE OF ANNUAL GENERAL MEETING**

### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, ordinary resolutions will be proposed for the Shareholders to approve, among other things, the proposed grant of the Share Buy-back Mandate and the Issue Mandate; and the re-election of the Directors.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES

#### General mandate to buy back Shares

At the AGM, an ordinary resolution will be proposed that the Directors be given the Share Buy-back Mandate. Under the Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution in relation thereof. The Company's authority is restricted to buy back the Shares on the market in accordance with the Listing Rules. The mandate allows the Company to buy back Shares only during the period ending on the earliest of the date of the next annual general meeting of the Company following the passing of the ordinary resolution referred to herein, the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws and the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

An explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolution for the grant of the Share Buy-back Mandate at the AGM in accordance with the Listing Rules is set out in "Appendix I" to this circular.

#### General mandate to issue new Shares

At the AGM, an ordinary resolution will also be proposed that the Directors be given the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue up to 320,872,290 new Shares, being the Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the date of passing of the relevant resolution and on the basis that no further Share is issued, allotted or bought back by the Company prior to the AGM. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding thereto the number of such Shares to be bought back under the Share Buy-back Mandate.

As at the Latest Practicable Date, the total number of issued Shares was 1,604,361,452.

### 3. RE-ELECTION OF DIRECTORS AND FURTHER APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS

In accordance with Bye-law 87 of the Bye-laws, Mr. Mak Shiu Tong, Clement and Mr. Chen Li ("Mr. Chen") will retire by rotation and, being eligible, will offer themselves for re-election at the AGM. Biographical details of the Directors who are proposed to be re-elected at the AGM are set out in "Appendix II" to this circular.

The Nomination Committee leads the process and makes recommendations to the Board for appointments or re-elections of the Directors (including the INEDs) to complement the Company's corporate strategy. In evaluating and selecting candidate(s) for nomination as INED(s), the Nomination Committee and the Board consider the criteria for being an INED.

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## LETTER FROM THE BOARD

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### Recommendation of the Nomination Committee

The Nomination Committee has assessed the independence of each of the INEDs including Mr. Chen based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

Mr. Chen was appointed as an INED since February 2008 and has been serving the Board for more than 9 years, the Nomination Committee and the Board still consider him to be independent and suitable to serve as an INED and recommend him to be re-elected at the AGM for the following reasons:

- (i) Mr. Chen has no any conflict interest or material interest in the Group's businesses and affairs;
- (ii) Mr. Chen has made annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules for the year ended 31 December 2023. As at the Latest Practicable Date, the Board was not aware of any subsequent change in circumstances which may affect his independence; and
- (iii) as at the Latest Practicable Date, Mr. Chen had no other interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

The Nomination Committee has considered Mr. Chen's extensive experience in Chinese telecommunications and management field, his working profile and other experience as set out in "Appendix II" to this circular. The Nomination Committee and the Board are satisfied that Mr. Chen has the required character, integrity and experience to continuously fulfil his role as an INED effectively. The Board is of the view that Mr. Chen has considerable experience in and has built influence in the industry and fulfilled his duties in an enthusiastic manner. Therefore, he is able to complement the professional background of the composition of the Board in terms of his extensive experience and offer valuable insights to the Board.

Based on the above, the Board is of the view that diversity of Board members can be achieved through consideration of a number of factors, such as age, gender, cultural and educational background, or professional experience, skills and expertise upon election of Mr. Chen as an INED. The Board believed that the re-election of Mr. Chen as an INED would be in the best interests of the Company and the Shareholders as a whole.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors and found their performance satisfactory. Therefore, with the recommendations of the Nomination Committee, the Board has proposed that all of the retiring Directors, namely Mr. Mak Shiu Tong, Clement and Mr. Chen Li stand for re-election as the Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

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## LETTER FROM THE BOARD

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#### 4. THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out in “*Appendix III*” to this circular. At the AGM, ordinary resolutions will be proposed for the Shareholders to approve the grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the resolutions to be proposed at the AGM, accordingly, no Shareholders are required to abstain from voting on any resolutions to be proposed at the AGM.

In accordance with the requirement under Rule 13.39(4) of the Listing Rules, the votes for all resolutions by the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll results of the AGM will be published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and that of the Company ([www.cct-fortis.com/eng/investor/announcements.php](http://www.cct-fortis.com/eng/investor/announcements.php)) after the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. on Monday, 17 June 2024, Hong Kong time) or at any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and that of the Company ([www.cct-fortis.com/eng/investor/announcements.php](http://www.cct-fortis.com/eng/investor/announcements.php)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

#### 5. RECOMMENDATIONS

The Directors consider that the proposed grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors and further appointment of Mr. Chen Li as an independent non-executive Director who has served for more than nine years, are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM in respect thereof.

Yours faithfully,  
For and on behalf of the Board of  
**CCT FORTIS HOLDINGS LIMITED**  
**Mak Shiu Tong, Clement**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate to be approved at the AGM.*

**1. SHARE IN ISSUE**

As at the Latest Practicable Date, there were 1,604,361,452 Shares in issue representing an issued share capital of HK\$160,436,145.20. As at the Latest Practicable Date, the Company has no share option outstanding under the share option scheme of the Company.

Subject to the passing of the proposed ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Share is issued, allotted or to be bought back by the Company prior to the AGM, the exercise of the Share Buy-back Mandate in full would result in up to a maximum of 160,436,145 Shares, representing the share capital of HK\$16,043,614.52, being bought back by the Company. The Share Buy-back Mandate may be exercised by the Company during the period from the passing of the relevant 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 applicable laws or the Bye-laws 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 in a general meeting.

**2. REASONS FOR THE SHARE BUY BACK**

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider it appropriate to buy back Shares, the Directors believe that an ability to do so will give the Company additional flexibility that is beneficial to the Company. An exercise of the Share Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

**3. FUNDING OF BUY BACK**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Such buy back may only be effected out of the capital paid up on the purchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose.

In the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy back period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the consolidated financial statements contained in the Company's annual report for the year ended 31 December 2023. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	0.166	0.130
May	0.163	0.135
June	0.185	0.136
July	0.295	0.145
August	0.300	0.241
September	0.350	0.221
October	0.335	0.240
November	0.270	0.217
December	0.260	0.213
<b>2024</b>		
January	0.275	0.216
February	0.250	0.210
March	0.255	0.210
April (up to the Latest Practicable Date)	0.219	0.142

## 5. SHARES BUY BACK MADE BY THE COMPANY

The Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

## 6. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda, being the jurisdiction in which the Company is continued as an exempted company with limited liability.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM, to sell any of the Shares to the Company.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she has a present intention to sell any Share to the Company, nor has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM.

## 7. TAKEOVERS CODE

If, as a result of the share buy back by a company, a shareholder's proportionate interest in the voting rights of the company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Mak Shiu Tong, Clement ("**Mr. Mak**"), the chairman and the chief executive officer of the Company and an executive Director, together with parties acting in concert with him, being the substantial shareholders of the Company, were interested in an aggregate of 1,202,864,731 issued Shares, representing approximately 74.97% of the existing total number of issued Shares.

As at the Latest Practicable Date, Mr. Mak and parties acting in concert with him were interested in the Company's convertible bonds due on 31 December 2025 ("**2025 Convertible Bonds**") with the remaining principal amount of HK\$103,000,000.00, convertible into 643,750,000 Shares at the current conversion price of HK\$0.16 per Share (subject to adjustments pursuant to the terms and conditions of the 2025 Convertible Bonds), which represented approximately 40.12% of the existing total number of issued Shares which is for illustration purposes only, under the terms and conditions of the 2025 Convertible Bonds, the exercise of the conversion rights attached to the 2025 Convertible Bonds shall not cause the Company to be unable to meet the public float requirements under the Listing Rules.

As at the Latest Practicable Date, the total number of issued Shares was 1,604,361,452.

In the event that the Directors exercise the Share Buy-back Mandate in full to buy back the Shares in accordance with the terms of the ordinary resolution to be proposed at the AGM and assuming no further Share is issued, allotted or to be bought back by the Company prior to the AGM and assuming no change in the interests of Mr. Mak and parties acting in concert with him in the Company prior to the AGM, the interests of Mr. Mak, together with parties acting in concert with him, in the total number of issued Shares will be increased from approximately 74.97% to approximately 83.31%. Such increase of interests will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date on which Shares being bought back, the exercise of the Share Buy-back Mandate whether in whole or in part will result in less than 25% of the total number of issued Shares being held by the public as required by Rule 8.08 of the Listing Rules. If so, the Company will examine various remedies to ensure that the 25% public float requirement is met as quickly as practicable. However, the Directors have no intention to exercise the Share Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

*The following are the biographical details of the retiring Directors proposed to be re-elected at the AGM:*

**Executive Director**

**Mr. MAK Shiu Tong, Clement**, aged 70, is the controlling shareholder of the Company and has acted as the Chairman, the CEO and the Executive Director since January 1994. Mr. Mak is a member of the Remuneration Committee and the chairman and a member of the Nomination Committee. He is also a director of certain subsidiaries of the Company. He is responsible for the corporate planning and strategic direction of the Group and takes a leading role in managing the businesses of the Group. He has over 47 years of experience in the manufacture and distribution of telecom, electronic and high intelligence products. Mr. Mak also has extensive experience in diversified businesses, including capital investment and operations, investment in telecommunication network, property development and investment business in Hong Kong and the mainland China, finance business and electric vehicle business. In his many years in the businesses, he has demonstrated a keen understanding in the diversified businesses in which the Group is engaged. Mr. Mak was the chairman, the chief executive officer and an executive director of GBA Holdings Limited (stock code: 00261) from August 2002 to May 2022, the shares of which are listed on the Main Board of the Stock Exchange. Mr. Mak holds a Diploma in Electrical Engineering.

Save as disclosed above, Mr. Mak has not held any directorship in any listed public company in the past 3 years and does not hold any other positions within the Group.

Mr. Mak has been appointed as an executive Director for a term of not more than 3 years and his directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Mak's emoluments for the year ended 31 December 2023 was approximately HK\$11 million, details of which are set out in note 8 to the financial statements in the Company's 2023 annual report. His emoluments are determined with reference to his duties and responsibilities with the Group, the Group's performance as well as the market benchmark.

As at the Latest Practicable Date, Mr. Mak held (i) 25,589,652 Shares directly, represented approximately 1.59% of the total number of issued Shares; (ii) 1,177,275,079 Shares indirectly, represented approximately 73.38% of the total number of issued Shares, which shares were held by Capital Force, New Capital and Capital Winner directly. All these companies are private corporations as to 51% owned by Mr. Mak and as to 49% owned by Mr. Mak Chun Kiu, a son of Mr. Mak, beneficially; and (iii) 643,750,000 underlying Shares which were held by Treasure Goal, at the initial conversion price of HK\$0.16 per conversion share (subject to adjustments pursuant to the agreement of the terms and conditions of 2025 Convertible Bonds) in respect of 2025 Convertible Bonds issued by the Company to Treasure Goal.

Save as disclosed above, Mr. Mak does not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company and as at the Latest Practicable Date, Mr. Mak had no interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Mak involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

#### **Independent Non-executive Director**

**Mr. CHEN Li**, aged 60, has been an INED since February 2008. Mr. Chen is a member of each of the audit committee, the remuneration committee and the nomination committee of the Board. He held a number of senior positions in several reputable telecommunications companies and a conglomerate in China. Mr. Chen graduated from the faculty of physics in a university in China in 1985 with a profession in radio technology and has extensive experience in the Chinese telecommunications and management field.

Save as disclosed above, Mr. Chen has not held any directorship in any listed public company in the past 3 years and does not hold any other positions within the Group.

Mr. Chen has been appointed as an INED for a term of not more than 3 years and his directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Chen receives a director's fee of HK\$20,000 per month which is determined by the Board with reference to his duties and responsibilities within the Group and is in line with that payable to other INEDs. Details of Mr. Chen's emoluments for the year ended 31 December 2023 are set out in note 8 to the consolidated financial statements in the Company's 2023 annual report.

Mr. Chen does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Chen had no interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.



**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 IS HEREBY GIVEN** that the annual general meeting (the “AGM”) 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 Wednesday, 19 June 2024 at 10:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

**As Ordinary Business**

1. To receive and consider the consolidated Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2023.
2. To re-elect the retiring directors, (a) Mr. Mak Shiu Tong, Clement as an executive director of the Company and (b) Mr. Chen Li as an independent non-executive director of the Company, who has served for 9 years; and (c) to authorise the board of directors to fix the remuneration of the directors.
3. To re-appoint Messrs. Ernst & Young as auditors and to authorise the board of directors to fix the remuneration of the auditors.

**As Special Business**

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares in the share capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its shares at a price determined by the directors of the Company;
- (c) the total number of shares of the Company to be bought back by the directors of the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 applicable laws or the Company’s bye-laws 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.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, 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 new shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

- (c) the total number of shares of the Company allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” shall have the same meaning as that ascribed to it under resolution no. 4 as set out in the notice convening the annual general meeting of which this resolution forms part; and

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

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the annual general meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to the resolution no. 5 as set out in the notice convening the annual general meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company to be bought back by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the annual general meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution.”

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

Hong Kong, 22 April 2024

*Notes:*

- (1) The register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024 (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 AGM, 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 13 June 2024.
- (2) Any shareholder entitled to attend and vote at the AGM 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 AGM 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. on Monday, 17 June 2024, Hong Kong time) or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the AGM is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.cct-fortis.com/eng/investor/announcements.php](http://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 AGM 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 AGM 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 AGM 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) With respect to the resolution set out in resolution no. 2 of this notice, Mr. Mak Shiu Tong, Clement and Mr. Chen Li will retire by rotation and, being eligible, offer themselves for re-election at the AGM. Biographical details of the above directors are set out in the circular of the Company which will be sent to the shareholders of the Company in due course.
- (7) With respect to the resolution set out in resolution no. 4 of this notice, approval is being sought from the shareholders for the general mandate to be given to the directors to buy back the shares of the Company. A circular containing an explanatory statement with further information with respect to such resolution will be sent to the shareholders of the Company in due course.
- (8) With respect to the resolutions set out in resolutions nos. 5 and 6 of this notice, approval is being sought from the shareholders for the general mandates to be given to the directors to allot, issue and deal with new shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.