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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a 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 at 10:00 a.m. on Wednesday, 25 February 2026, for the following purposes:

Special Resolution

1. “**THAT** subject to and conditional upon (i) compliance with the relevant procedures and requirements under the laws of Bermuda (where applicable) , the memorandum of continuance and the bye-laws of the Company (the “**Bye-laws**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the issued Adjusted Shares (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from Friday, 27 February 2026 on which the aforesaid conditions are fulfilled (the “**Effective Date**”):
 - (i) every ten (10) issued and unissued shares of par value of HK\$0.10 each in the issued share capital of the Company (the “**Existing Share(s)**”) be consolidated into one (1) consolidated share (the “**Consolidated Share(s)**”) of par value of HK\$1.00 (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the Bye-laws;
 - (ii) immediately following the Share Consolidation becoming effective, the issued share capital of the Company be reduced by (a) an elimination of any fraction of a Consolidated Share arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; (b) a cancellation of HK\$0.90 of the paid-up capital of the Company on each of the then

Consolidated Shares so that each issued Consolidated Share will be treated as one (1) fully paid-up share of par value HK\$0.10 each in the share capital of the Company (the “**Adjusted Share(s)**”) (the “**Capital Reduction**”) and the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company and (c) each of the authorised but unissued Consolidated Shares of par value HK\$1.00 each will be subdivided into 10 authorised but unissued Adjusted Shares of par value HK\$0.10 each (the “**Share Subdivision**”);

- (iii) the entire credit amount arising from the Capital Reduction of HK\$143,970,790.50 be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 (as amended) of Bermuda (the “**Companies Act**”) on the Effective Date for use by the Directors in any manner permitted by the Companies Act and the Bye-laws;
- (iv) the directors (the “**Directors**”) of the Company be authorised to apply the amount standing to the credit of the contributed surplus account of the Company, if any, in such manner as they consider appropriate;
- (v) all fractional entitlements to the Adjusted Shares resulting from the Share Consolidation be disregarded and will not be issued to holders of the same but all such fractional Adjusted Shares shall be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (vi) the Directors or the company secretary of the Company and each of them be and are fully authorised severally to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which they in their absolute discretion consider necessary, desirable, expedient or appropriate to effect and implement this resolution and to exercise such discretion in connection, relating to or arising from the Share Consolidation, the Share Subdivision and the Capital Reduction (collectively, the “**Capital Reorganisation**”) and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Capital Reorganisation.”

Ordinary Resolution

2. “THAT:

- (a) the deed of amendment (the “**Deed of Amendment**”) dated 2 January 2026 and entered into between the Company, Treasure Goal International Limited (寶高國際有限公司) (“**Treasure Goal**”) and Cheer Fame International Limited (喜威國際有限公司) (“**Cheer Fame**”) as holders of the convertible bonds (the “**2025 Convertible Bonds**”) with an aggregate outstanding principal amount of HK\$87,920,000 (a copy of the Deed of Amendment having been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification) in relation to (i) the extension of the maturity date of the 2025 Convertible Bonds for two (2) years from 31 December 2025 to 31 December 2027 (the “**Extended Maturity Date**”); (ii) the change of conversion price of the 2025

Convertible Bonds from HK\$0.16 per Existing Share to be issued and allotted upon conversion of the 2025 Convertible Bonds (the “**Conversion Share(s)**”) to HK\$0.45 per Adjusted Share to be issued and allotted upon conversion of the 2025 Convertible Bonds (the “**New Conversion Share(s)**”) from and including the date of the amendments under the Deed of Amendment having become effective to and including the Extended Maturity Date; (iii) the alteration of the interest rate of the 2025 Convertible Bonds from 4.5% per annum to 0% per annum from and including 1 January 2026 to and including the Extended Maturity Date; (iv) the conversion of the outstanding interest accrued payable by the Company to Treasure Goal under the 2025 Convertible Bonds from 20 January 2023 to 31 December 2025 in the amount of HK\$13,917,261.66 into a zero interest loan owed by the Company to Treasure Goal repayable on demand; and (v) the conversion of the outstanding interest accrued payable by the Company to Cheer Fame under the 2025 Convertible Bonds from 5 June 2024 to 31 December 2025 in the amount of HK\$653,375.33 into a zero interest loan owed by the Company to Cheer Fame repayable on demand, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the board of Directors of the Company be and is hereby granted a specific mandate to allot and issue the New Conversion Shares upon exercise of the conversion rights attached to the 2025 Convertible Bonds in accordance with the terms and conditions of the 2025 Convertible Bonds; and
- (c) any one or more Director(s) be and is/are hereby authorised severally to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Deed of Amendment and the transactions contemplated thereunder.”

By order of the Board
CCT FORTIS HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman and Chief Executive Officer

Hong Kong, 9 February 2026

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

Notes:

1. A shareholder of the Company entitled to attend and vote at the SGM convened by this notice or any adjournment meeting thereof (as the case may be) is entitled to appoint one or, if he/she/it is the holder of two or more shares (“**Shares**”) of the Company, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the SGM to represent the shareholder.

2. In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.
3. The register of members of the Company will be closed from Friday, 20 February 2026 to Wednesday, 25 February 2026, both days inclusive, in order to determine the entitlement to attend the SGM. The record date for attendance and voting at the SGM is Wednesday, 25 February 2026. In order to qualify for attending and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 16 February 2026.
4. In order to be valid, the form of proxy of the Company together with original or certified copy of the power of attorney or other authority (if any) under which it is signed must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the SGM (i.e. Monday, 23 February 2026 at 10:00 a.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
5. As at the Latest Practicable Date, (i) Treasure Goal and Cheer Fame do not hold any Shares; (ii) Mr. Mak holds 25,589,652 Shares directly; and (iii) Mr. Mak and Mr. TK Mak are deemed under Part XV of the SFO to be interested in an aggregate of 1,173,953,079 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 74.98% of the issued share capital of the Company. Accordingly, Treasure Goal and Cheer Fame and their respective associates including Mr. Mak, Mr. TK Mak, Capital Winner, New Capital and Capital Force, shall abstain from voting in respect of 1,173,953,079 Shares held by them in aggregate on the ordinary resolution to approve the Deed of Amendment and the transactions completed thereunder, including the Specific Mandate, at the SGM.
6. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution relating to the Capital Reorganisation at the SGM.
7. Unless otherwise defined, capitalised terms used herein shall have the same meaning ascribed to them in the circular of the Company dated 9 February 2026.
8. As at the date of this notice, the executive Directors are Mr. Mak Shiu Tong, Clement and Ms. Cheng Yuk Ching, Flora; and the independent non-executive Directors are Mr. Chen Li, Mr. Chow Siu Ngor and Mr. Lau Ho Kit, Ivan.

In case of any inconsistency, the English version of this notice shall prevail over the Chinese version.