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CHINA CHIEF CABLE TV GROUP LIMITED

中國3C集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of China Chief Cable TV Group Limited (the “Company”) will be held at Conference Room, 19th Floor, CMA Building, 64-66 Connaught Road Central, Hong Kong, on Friday, 15 January 2010, at 5:00 p.m., to consider and, if thought fit, to pass, with or without amendments, the following resolution:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) a sale and purchase agreement dated 30 November 2009 (the “**Agreement**”) entered into between the Company and Cyberland (China) Limited (“**Cyberland**”) in relation to acquisition of 10,000 of ordinary shares of HK\$1.00 each in the share capital of Kang Yuan Universal Investment Limited at a consideration of HK\$1,398,000,000, which (i) up to HK\$350,000,000 will be satisfied in cash and the remaining balance will be satisfied by the issue of convertible bonds (the “**Convertible Bonds**”) in the principal amount equivalent to the balance of the consideration after deducting the cash consideration payable thereof by the Company to Cyberland (or its nominees), or (ii) the total consideration of HK\$1,398,000,000 will be satisfied in full by the issue of the Convertible Bonds by the Company to Cyberland (or its nominees), a copy of the Agreement is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, be and is hereby confirmed, approved and ratified;
- (b) 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 to execute the Agreement and all such other documents, instruments and agreements for and on behalf of the Company and to do all such acts or things and to sign and execute all such other or further documents (if any) and to take all such steps which in his/her opinion, may be necessary,

* *For identification purpose only*

appropriate, desirable or expedient to give effect to or in connection with the matters contemplated therein and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are in his/her opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the transactions contemplated under the Agreement;

- (c) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares (as defined in the circular of the Company dated 28 December 2009), the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares which may fall to be issued by the Company to Cyberland (or its nominees) upon the exercise of the conversion rights attaching to the Convertible Bonds be and are hereby confirmed and approved; and
- (d) the directors of the Company be and are hereby authorised to issue the Convertible Bonds and the Conversion Shares pursuant to the terms of the Agreement and the directors of the Company be and are hereby also authorised to do all such acts and things they consider necessary or expedient in relation to the exercise of the conversion right attaching to the Convertible Bonds.”

On behalf of the Board
China Chief Cable TV Group Limited
Wong Man Hung Patrick
Chairman

Hong Kong, 28 December 2009

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not to be a member of the Company. In order to be valid, the form of proxy must be deposited with the share registrar of the Company in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with any power of attorney or other authority, under which is signed, or a notary certified copy of that power or authority, not less than 48 hours before the time for the holding of the SGM.
2. As of the date of this notice, the executive directors of the Company are Mr. Wong Man Hung Patrick, Mr. Law Kwok Leung, Mr. Feng Xiao Ping and Mr. Stephen William Frostick, and the independent non-executive directors are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Ms. Chan Mei Bo Mabel.

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