

**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Chief Cable TV Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

### **PROPOSED CHANGE OF AUDITOR**

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A letter from the Board is set out on pages 1 to 3 of this circular. A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held on Monday, 27 April 2009 at 4:30 p.m. at Conference Room, 19th Floor, CMA Building, 64-66 Connaught Road Central, Hong Kong is set out from pages 4 to 5 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Branch Registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at EGM, or any adjournment thereof, should you so wish.

*This circular will remain on the “Latest Company Announcement” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting.*

8 April 2009

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**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”)  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wong Man Hung Patrick (*Chairman*)

Mr. Law Kwok Leung

Mr. Feng Xiao Ping

Mr. Stephen William Frostick

*Register Office:*

Clarendon House,

2 Church Street,

Hamilton HM11,

Bermuda

*Independent Non-executive Directors:*

Mr. Sousa Richard Alvaro

Mr. Chang Carl

Mr. Lee Chi Hwa Joshua

*Head Office and Principal Place  
of Business in Hong Kong:*

19th Floor, CMA Building,

64-66 Connaught Road Central,

Hong Kong

8 April 2009

*To the Shareholders*

Dear Sir or Madam,

## PROPOSED CHANGE OF AUDITORS

### INTRODUCTION

This circular is intended to provide information to the shareholders on the resolution to be proposed in the Extraordinary General Meeting (“EGM”) relating to the appointment of auditors of the Company.

### PROPOSED APPOINTMENT OF AUDITORS

As announced by the board of directors (the “Board”) of China Chief Cable TV Group Limited (the “Company”) on 2 April 2009, Hopkins CPA Limited (“Hopkins”) resigned as auditors of the Company and its subsidiaries (the “Group”) with effect from 1 April 2009. As mentioned in the notice of resignation, after taking into account many factors including

\* *for identification only*

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## LETTER FROM THE BOARD

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the professional risk associated with the audit, the level of audit fees and available internal resources in light of current works flows, Hopkins decided to tender its resignation as auditor of the Group. As confirmed by Hopkins, there were no circumstances in relation to their resignation in addition to those noted above that need to be brought to the attention of the members and creditors of the Company. Hopkins has not yet commenced audit work for the year ended 31 March 2009. The Board considers that the change of auditors will not affect the audit work for the year ended 31 March 2009. The Board proposes to appoint KL CPA Limited (“KL”) as its auditors for the year ended 31 March 2009.

In accordance with the Bye-laws of the Company, the Board shall convene an EGM to fill the vacancy following the resignation of Hopkins as the Company’s auditors. Consequently, an EGM will be held at Conference Room, 19th Floor, CMA Building, 64-66 Connaught Road Central, Hong Kong on Monday, 27 April 2009 at 4:30 p.m. to approve the appointment of KL to fill such vacancy.

### **EXTRAORDINARY GENERAL MEETING**

At the EGM, an ordinary resolution will be proposed for the holder(s) of the Company’s share(s) (“Shareholder(s)”) to consider and, it thought fit, approve the appointment of KL as the auditor of the Company. A notice convening the EGM is set out on page 4 to 5 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at such meeting, you are requested to complete and return the enclosed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to the amendments to the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“GEM Listing Rules”) which are effective on 1 January 2009, the vote of Shareholders at EGM must be taken by poll.

In accordance with the requirements of the GEM Listing Rules, the results of the poll will be published on the website of the Company and the Stock Exchange on 27 April 2009.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions those are fair and reasonable.

### RECOMMENDATION

The Board considers that the proposed change of auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the ordinary resolution proposed to be passed at the EGM.

Yours faithfully,  
On behalf of the Board  
**Wong Man Hung Patrick**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting 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 Monday, 27 April 2009 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** KL CPA Limited be appointed as auditors of the Company to fill the vacancy created by the resignation of Hopkins CPA Limited until the conclusion of the next annual general meeting at a remuneration to be fixed by the board of directors of the Company.”

Yours faithfully,  
On behalf of the Board  
**Wong Man Hung Patrick**  
*Chairman*

Hong Kong, 8 April 2009

*Head office and principal place of business:*

19th Floor, CMA Building  
64-66 Connaught Road Central  
Hong Kong

\* *for identification only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (1) Any member entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member.
- (2) Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the principal register and where applicable, any branch register of members to be kept pursuant to the provisions of the Companies Act of Bermuda in respect of the joint holding.
- (3) The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or adjourned meeting at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
- (4) The form of proxy for use at the EGM is enclosed herewith.