
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular are accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



CHINA CHIEF CABLE TV GROUP LIMITED

中國3C集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8153)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

A notice convening an annual general meeting of the Company (the “AGM”) to be held on Wednesday, 2 September 2009, at 5:00 p.m. at Conference Room, 19/F., CMA Building, 64-66 Connaught Road Central, Hong Kong is set out from pages 11 to 14 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

3 August 2009

* for identification purposes only

CHARACTERISTICS OF GEM

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

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“2009 Annual Report”	the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2009
“AGM”	the annual general meeting of the Company for the financial year ended 31 March 2009 to be held at Conference Room, 19/F., CMA Building, 64-66 Connaught Road Central, Hong Kong on Wednesday, 2 September 2009 at 5:00 p.m. as set out in the Notice
“Associate(s)”	has the meanings ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Bye-laws”	the existing bye-laws of the Company adopted on 20 March 2001 and as amended on 22 July 2004
“Code”	the Hong Kong Code on Takeovers and Mergers
“Company”	China Chief Cable TV Group Limited, a company incorporated in Bermuda and whose shares are listed on GEM
“Director(s)”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to allot and issue Shares not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate

DEFINITIONS

“Latest Practicable Date”	28 July 2009, being the latest practicable date prior to the printing of this circular
“Notice”	the notice convening the Annual General Meeting which is set out on page 11 to 14 of this circular
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing the resolution approving the Repurchase Mandate
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE CHAIRMAN



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

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent non-executive Directors:

Mr. Sousa Richard Alvaro

Mr. Lee Chi Hwa, Joshua

Principal Office in Hong Kong:

19/F., CMA Building

64-66 Connaught Road Central

Hong Kong

3 August 2009

To the shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include: (i) the ordinary resolutions granting the Directors the Issue Mandate and Repurchase Mandate; and (ii) the ordinary resolution to re-elect the retiring Directors.

* *for identification purposes only*

LETTER FROM THE CHAIRMAN

At the AGM, resolutions will be proposed to grant to the Directors the Issue Mandate and Repurchase Mandate. This circular contains the explanatory statement in compliance with the GEM Listing Rules and to give all the information reasonably necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolutions to grant to the Directors of such mandates.

ISSUE MANDATE AND REPURCHASE MANDATE

It will be proposed at the AGM three ordinary resolutions (Resolutions 7A, 7B and 7C of the Notice) respectively granting to the directors a general mandate to (i) repurchase shares of the Company not exceeding 10% (183,429,824 shares based on the number of shares in issue at the Latest Practicable Date) of the share capital of the Company in issue on the date of passing the resolution (ii) allot and issue new shares of the Company not exceeding 20% (366,859,648 shares based on the number of shares in issue at the Latest Practicable Date) of the share capital of the Company in issue on the date of passing the resolution and (iii) adding to such general mandate so granted to the directors any shares representing the aggregate nominal amount of HK\$0.01 per share of the shares repurchased by the Company after the granting of the Repurchase Mandate in order to provide flexibility for issuing new shares when it is in the interests of the Company.

RE-ELECTION OF DIRECTORS

It will be proposed at the AGM ordinary resolutions to re-elect Mr. Law Kwok Leung, Mr. Stephen William Frostick and Mr. Sousa Richard Alvaro as Directors. All relevant information related to these resolutions are set out in the Appendix to this circular.

PROXY

A form of proxy for use at the AGM is enclosed with this circular. Whether or not they intend to attend the meeting, Shareholders are requested to complete and return the form of proxy to the Company's Branch Share Registrars in Hong Kong, Tricor Abacus Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM should Shareholders so desire.

LETTER FROM THE CHAIRMAN

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in the Appendix to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and Repurchase Shares of the Company and re-election of directors are in the interest of the Company and the shareholders as a whole and so recommend you to vote in favour of the resolutions at the forthcoming AGM.

GENERAL

Your attention is also drawn to the appendix to this circular.

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

GENERAL MANDATES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general mandate to exercise all powers of the Company to Repurchase Shares on the Stock Exchange. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of the resolution. The Company's authority is restricted to purchases made on GEM in accordance with the GEM Listing Rules. On the Latest Practicable Date, there were in issue an aggregate of 1,834,298,244 Shares. Exercise in full of the repurchase mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 183,429,824 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of the date of the next annual general meeting (the "Proposed Repurchase Period"), the date by which the next AGM of the Company is required to be held by law or by its bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may enhance the Company's net asset value per Share and/or earnings per Share. The Directors consider the repurchase of Shares in full at any time during the Proposed Repurchase Period may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the 2009 Annual Report but the Directors do not propose to exercise the repurchase mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing ratio of the Company.

Repurchase of the securities of the Company will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the repurchase in accordance with the bye-laws of the Company and the applicable laws of Bermuda.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the associates of any of the Directors has any present intention, in the event that the proposed repurchase mandate is approved by the Company's shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the GEM Listing Rule) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
June	0.780	0.570
July	0.700	0.550
August	0.610	0.425
September	0.490	0.300
October	0.385	0.071
November	0.260	0.111
December	0.160	0.102
2009		
January	0.150	0.120
February	0.153	0.123
March	0.250	0.105
April	0.340	0.201
May	0.495	0.300
June	0.455	0.310
July (up to the Latest Practicable Date)	0.335	0.280

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the repurchase mandate and in accordance with the GEM Listing Rules, the memorandum of association and bye-laws of the Company and any applicable laws of Bermuda.

THE CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company. As at the Latest Practicable Date, Mr. Au Yeung Kai Wah (“Mr. Au Yeung”) which is the substantial shareholders of the Company, held approximately 15.84% of the issued shares of the Company. In the event that the directors should exercise in full the power to repurchase shares of the Company in accordance with the terms of the ordinary resolution to be proposed at the AGM, the interest of Mr. Au Yeung would be increased to approximately 17.60% of the issued shares of the Company and such increase would not give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, they are not aware of any consequences which would arise under the Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

SHARE PURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares, whether on GEM or otherwise, in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM to be held on 2 September 2009.

Law Kwok Leung (aged 48)

Chief Executive Officer and Executive Director

Mr. Law was appointed as an executive director on 30 January 2001. He has over 20 years’ experience in the consultancy of audiovisual compression, transmission of audiovisual signals over the Internet and video-on-demand licensing. Mr. Law holds an honoured Bachelor of Science degree in Mathematics with Operational Research from the University of London and a Master’s degree in Business Administration from the University of Greenwich. Mr. Law is a member of the Chartered Institute of Marketing, a fellow member of the Institute of Analysts and Programmers and full member of the Institute of Management.

Mr. Law has been appointed as an independent non-executive director of BIG Media Group Limited since 31 March 2005, a company listed on the GEM Board of the Stock Exchange. Save as disclosed above, Mr. Law does not hold other directorships in listed companies in the last 3 years.

Mr. Law does not have any relationship with any directors, senior management and substantial shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Law does not have any service contract with the Company. An annual salary in the amount HK\$931,000 was paid for his services for the year ended 31 March 2009. The Director's fee and annual salary of the Director shall be as determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

Stephen William Frostick (aged 59)

Executive Director

Mr. Frostick was appointed as an executive director on 3 December 2008. He obtained a Juris Doctorate in Old College School of Law, Nevada, United States in 1984, a Master of Public Administration and a Bachelor of Science in Business Administration in University of Nevada, Las Vegas, United States in 1976 and 1974 respectively. Currently the chief executive officer of Star Mark Pacific Limited, Mr. Frostick has over thirty-five years of experience in leading capacities in the state government of Nevada, United States, large corporations and international consulting organisations. During his past employment in Kepner Tregoe Inc., Mr. Frostick was involved in the design, development and led the implementation of Team Concept in Chrysler Motors Inc. Mr. Frostick is well experienced in strategic planning, operational management and organisation development and has about 35 years of senior management experience.

Mr. Frostick is currently the chairman and executive director of Global Resources Development (Holding) Limited, formerly known as Neolink Cyber Technology (Holding) Limited, a company listed on the GEM Board of the Stock Exchange, since 2007. Save as disclosed above, Mr. Frostick does not hold any directorships in listed companies in the last 3 years. He does not have any relationship with any directors, senior management and substantial shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Frostick does not have any service contract with the Company. A director's fee in the amount HK\$124,000 was paid for his services for the year ended 31 March 2009. The Director's fee and annual salary of the Director shall be as determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

Sousa Richard Alvaro (aged 48)

Independent Non-Executive Director

Audit Committee and Remuneration Committee Members

Mr. Sousa was appointed as an independent non-executive director on 30 January 2001. He was qualified as a solicitor of the High Court of Hong Kong in May 1996 and is now a solicitor of Messrs. Chan, Lau and Wai.

Mr. Sousa does not have any relationship with any directors, senior management and substantial shareholders of the Company. He does not hold other directorships in listed companies in the last 3 years. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Sousa does not have any service contract with the Company. A director's fee in the amount HK\$60,000 was paid for his services for the year ended 31 March 2009. The above fees are determined and approved by the Board with reference to his contribution in terms of time, effort and his experience and will be reviewed on an annual basis.



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 IS HEREBY GIVEN THAT the Annual General Meeting of CHINA CHIEF CABLE TV GROUP LIMITED (the “Company”) will be held at Conference Room, 19/F., CMA Building, 64-66 Connaught Road Central, Hong Kong on Wednesday, 2 September 2009 at 5:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2009.
2. To re-elect Mr. Law Kwok Leung, one of the retiring directors.
3. To re-elect Mr. Stephen William Frostick, one of the retiring directors.
4. To re-elect Mr. Sousa Richard Alvaro, one of the retiring directors.
5. To authorise the Board of Directors to fix the directors’ remuneration.
6. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.
7. As special business, to consider and if thought fit, pass the following resolutions as Ordinary Resolutions:

A. **“THAT**

- (a) subject to paragraph A(b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for

* *for identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

- (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph A(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the approval pursuant to paragraph A(a) shall be limited accordingly; and
- (c) for the purpose 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 the Bye-laws of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT

- (a) subject to paragraph B(b) below, a general mandate be and is hereby unconditionally given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the new shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph B(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly:
- (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) any scrip dividend scheme or similar arrangement implemented in accordance with the bye-laws of the Company; and
- (c) for the purpose 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 the Bye-laws of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional upon Resolutions 7A and 7B being passed, the general mandate granted to the directors of the Company pursuant to Resolution 7B to exercise the powers of the Company to allot shares in the capital of the Company be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 7A, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

By order of the Board
Chan Lun Ho
Company Secretary

Hong Kong, 3 August 2009

Head office and principal place of business:

19/F., CMA Building

64-66 Connaught Road Central

Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the Company's Branch Share Registrars in Hong Kong, Tricor Abacus Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notary certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (2) A circular containing further details regarding Resolutions no. 2 to 4 and 7 as required by the GEM Listing Rules will be despatched to shareholders.