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CCT TELECOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 00138)

PROPOSED CONVERSION OF CONVERTIBLE BONDS AND APPLICATION FOR A WHITEWASH WAIVER

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 30 JUNE 2008

Reference is made to the circular (the "**Circular**") and the notice of the SGM of CCT Telecom Holdings Limited (the "**Company**") dated 11 June 2008. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolution (the "**Ordinary Resolution**") as set out in the notice of the SGM dated 11 June 2008 in respect of the Whitewash Waiver was duly passed by the Independent Shareholders by way of a poll at the SGM held on 30 June 2008.

The branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the SGM.

As at the date of the SGM, the total number of issued and fully paid Shares was 797,123,505 Shares. Mr. Mak and parties acting in concert with him, who were interested in a total of 238,999,410 Shares, representing approximately 29.98% of the existing total issued share capital of the Company, were required to abstain from voting on the Ordinary Resolution proposed at the SGM and have abstained from voting on such resolution at the SGM. As a result, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolution at the SGM was 558,124,095 Shares and none of the Shares would entitle the Independent Shareholders to attend and vote only against the Ordinary Resolution at the SGM. A total of 249,686,157 Shares were held by the Independent Shareholders who attended and voted for or against the Ordinary Resolution at the SGM.

The poll results in respect of the Ordinary Resolution are as follows:

ORDINARY RESOLUTION	Number of Votes (%)	
	For	Against
To approve the Ordinary Resolution in respect of the Whitewash Waiver as set out in the notice of the SGM	215,108,157 (86.15%)	34,578,000 (13.85%)

The Whitewash Waiver has been granted by the Executive, subject to the approval of the Independent Shareholders taken by way of a poll at the SGM. As mentioned above, the Whitewash Waiver was approved by the Independent Shareholders at the SGM. Consequently, Mr. Mak and parties acting in concert with him will not be obliged to make a general offer for all the Shares other than those already owned by them under Rule 26 of the Takeovers Code as a result of the Conversion.

Immediately after the Conversion, Mr. Mak and parties acting in concert with him would become interested in 295,490,731 Shares, representing approximately 34.62% of the total issued share capital of the Company. The following table shows the shareholding structure immediately before and after completion of the Conversion:

Name of the Shareholders	**Immediately before completion of the Conversion**		**Immediately after completion of the Conversion**	
	Number of Shares	*%*	*Number of Shares*	*%*
Mr. Mak and parties acting in concert with him —				
Mr. Mak	715,652	0.09	715,652	0.08
Capital Force	96,868,792	12.15	96,868,792	11.35
New Capital	141,414,966	17.74	171,357,615	20.08
Capital Winner	0	0.00	26,548,672	3.11
Sub-total	238,999,410	29.98	295,490,731	34.62
Tam Ngai Hung, Terry	500,000	0.06	500,000	0.06
Cheng Yuk Ching, Flora	14,236,713	1.79	14,236,713	1.67
William Donald Putt	591,500	0.07	591,500	0.07
Samuel Olenick *(Note)*	545,000	0.07	545,000	0.06
Other Shareholders	542,250,882	68.03	542,250,882	63.52
Total	**797,123,505**	**100.00**	**853,614,826**	**100.00**

Note: Mr. Samuel Olenick was an independent non-executive Director until his resignation on 5 February 2008.

By Order of the Board of
CCT TELECOM HOLDINGS LIMITED
Tam Ngai Hung, Terry
Director

Hong Kong, 30 June 2008

As at the date of this announcement, the executive Directors are Mr. Mak Shiu Tong, Clement, Mr. Tam Ngai Hung, Terry, Ms. Cheng Yuk Ching, Flora and Dr. William Donald Putt and the independent non-executive Directors are Mr. Tam King Ching, Kenny, Mr. Lau Ho Man, Edward and Mr. Chen Li.

The Directors jointly and severally accept full responsibility for the accuracy of the information in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will be published and remains on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remains on the website of the Company at www.cct.com.hk.