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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CCT Telecom Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s), the transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

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.

CCT TELECOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00138)

PROPOSED TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF 2011 SHARE OPTION SCHEME, PROPOSED TERMINATION OF CCT TECH INTERNATIONAL LIMITED EXISTING SHARE OPTION SCHEME AND ADOPTION OF 2011 CCT TECH INTERNATIONAL LIMITED SHARE OPTION SCHEME, GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 2208, 22/F., St. George's Building, 2 Ice House Street, Central, Hong Kong on Friday, 27 May 2011 at 10:45 a.m. is set out in Appendix V of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM. Such form of proxy for use at the AGM is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cct.com.hk). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

26 April 2011

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

"2011 CCT Tech Share Option Scheme"	the proposed share option scheme of CCT Tech to be adopted by CCT Tech at the CCT Tech AGM, a summary of the principal terms of which is set out in Appendix II of this circular;
"2011 Share Option Scheme"	the proposed share option scheme of the Company to be adopted by the Company at the AGM, a summary of the principal terms of which is set out in Appendix I of this circular;
"acting in concert"	has the same meaning ascribed to it under the Takeovers Code;
"Adoption Date"	the date on which the 2011 Share Option Scheme will be approved and adopted by an ordinary resolution of the Shareholders;
"AGM"	the annual general meeting of the Company to be held at 2208, 22/F., St. George's Building, 2 Ice House Street, Central, Hong Kong on Friday, 27 May 2011 at 10:45 a.m. to consider and, if thought fit, approve, among other things, the termination of the Existing Share Option Scheme and the adoption of the 2011 Share Option Scheme; the termination of the CCT Tech Existing Share Option Scheme and the adoption of the 2011 CCT Tech Share Option Scheme; the grant of the Repurchase Mandate and the General Mandate to the Directors; and the re-election of the Directors, or any adjournment thereof (as the case may be);
"associate(s)"	has the same meaning ascribed to it under the Listing Rules;
"Board"	the board of the Directors;
"Bye-law(s)"	the bye-law(s) of the Company;
"CCT Tech"	CCT Tech International Limited, an exempted company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange and a non wholly-owned subsidiary of the Company;
"CCT Tech Adoption Date"	the date on which the 2011 CCT Tech Share Option Scheme will be conditionally approved and adopted by an ordinary resolution of the CCT Tech Shareholders and approved by the Shareholders pursuant to Rule 17.01(4) of the Listing Rules;

"CCT Tech AGM"	the annual general meeting of CCT Tech to be convened and held on Friday, 27 May 2011 to consider and, if thought fit, inter alia, approve the termination of the CCT Tech Existing Share Option Scheme and the adoption of the 2011 CCT Tech Share Option Scheme;
"CCT Tech Board"	the board of the directors of CCT Tech;
"CCT Tech Eligible Participant(s)"	has the meaning set out in the term headed "Who May Join" in Appendix II of this circular;
"CCT Tech Existing Share Option Scheme"	the share option scheme conditionally adopted by CCT Tech on 17 September 2002 which became effective immediately upon the listing of the CCT Tech Shares on the Stock Exchange on 7 November 2002;
"CCT Tech Group"	CCT Tech and its subsidiaries, from time to time;
"CCT Tech Invested Entity"	any entity in which any member of the CCT Tech Group holds any equity interest;
"CCT Tech Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of CCT Tech;
"CCT Tech Shareholder(s)"	the holder(s) of the CCT Tech Share(s);
"CCT Tech Share Option(s)"	share option(s) granted or to be granted to the CCT Tech Eligible Participant(s) to subscribe for CCT Tech Share(s) under the CCT Tech Existing Share Option Scheme, and following its adoption, under the 2011 CCT Tech Share Option Scheme;
"Companies Act"	the Companies Act 1981 of Bermuda (as amended from time to time);
"Company"	CCT Telecom Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability and whose Shares are listed on the Main Board of the Stock Exchange;
"connected person(s)"	has the same meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Eligible Participant(s)"	has the meaning set out in the term headed "Who May Join" in Appendix I of this circular;
"Existing Share Option Scheme"	the share option scheme adopted by the Company on 28 February 2002;

"General Mandate"	a general mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof;
"Group"	the Company and its subsidiaries, from time to time;
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong;
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China;
"Invested Entity"	any entity in which any member of the Group holds any equity interest;
"Latest Practicable Date"	18 April 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Repurchase Mandate"	a general mandate to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	the ordinary share(s) of HK$0.10 each in the share capital of the Company;
"Shareholder(s)"	the holder(s) of the Share(s);
"Share Option(s)"	share option(s) granted or to be granted to the Eligible Participant(s) to subscribe for Share(s) under the Existing Share Option Scheme, and following its adoption, under the 2011 Share Option Scheme;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"substantial shareholder(s)"	has the same meaning ascribed to it under the Listing Rules;
"Takeovers Code"	the Code on Takeovers and Mergers; and
"%"	per cent.

CCT TELECOM HOLDINGS LIMITED

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

Executive Directors:
Mak Shiu Tong, Clement
Tam Ngai Hung, Terry
Cheng Yuk Ching, Flora
William Donald Putt

Independent non-executive Directors:
Tam King Ching, Kenny
Lau Ho Man, Edward
Chen Li

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head office and principal place of business in Hong Kong:
2208, 22/F., St. George's Building
2 Ice House Street
Central
Hong Kong

26 April 2011

To the Shareholders

Dear Sir or Madam,

PROPOSED TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF 2011 SHARE OPTION SCHEME, PROPOSED TERMINATION OF CCT TECH INTERNATIONAL LIMITED EXISTING SHARE OPTION SCHEME AND ADOPTION OF 2011 CCT TECH INTERNATIONAL LIMITED SHARE OPTION SCHEME, GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the termination of the Existing Share Option Scheme and the adoption of the 2011 Share Option Scheme; (ii) the termination of the CCT Tech Existing Share Option Scheme and the adoption of the 2011 CCT Tech Share Option Scheme; (iii) the general mandates to be given to the Directors to exercise all the powers to repurchase fully paid up Shares and to issue new Shares; and (iv) the re-election of the Directors.

PROPOSED TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND ADOPTION OF THE 2011 SHARE OPTION SCHEME

The Existing Share Option Scheme

The Existing Share Option Scheme was adopted by the Company on 28 February 2002. Under the terms of the Existing Share Option Scheme, unless otherwise cancelled or amended, the Existing Share Option Scheme would remain in force for a period of 10 years from the date of its adoption. Apart from the Existing Share Option Scheme, the Company has no other subsisting share option scheme as at the Latest Practicable Date.

During the term of the Existing Share Option Scheme up to the Latest Practicable Date, a total of 42,200,000 Share Options were granted thereunder and have been exercised in full. As at the Latest Practicable Date, there was no Share Option outstanding under the Existing Share Option Scheme.

The Board has no intention of granting any further Share Options under the Existing Share Option Scheme.

Termination of the Existing Share Option Scheme

According to the terms of the Existing Share Option Scheme, the Company may by resolution in general meeting or by the Board at any time resolve to terminate the operation of the Existing Share Option Scheme and in such event, no further Share Options will be offered but the provisions of the Existing Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of any Share Option granted prior to the termination or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and Share Options granted prior to such termination will continue to be valid and exercisable in accordance with the Existing Share Option Scheme.

The Board proposes to terminate the operation of the Existing Share Option Scheme and adopt the 2011 Share Option Scheme before the Existing Share Option Scheme is due to expire in 2012.

It is proposed that subject to the approval of the Shareholders at the AGM of the adoption of the 2011 Share Option Scheme and the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which fall to be allotted and issued upon the exercise of the Share Options in accordance with the terms and conditions of the 2011 Share Option Scheme, the operation of the Existing Share Option Scheme shall be terminated (such that no further Share Options could thereafter be offered under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force and effect) and the 2011 Share Option Scheme will take effect.

Adoption of the 2011 Share Option Scheme

Subject to the termination of the operation of the Existing Share Option Scheme, the Board proposes the adoption of the 2011 Share Option Scheme, which will be valid for 10 years from the date of its adoption.

The purpose of the 2011 Share Option Scheme is to replace the Existing Share Option Scheme and to enable the Company to grant Share Options to the Eligible Participants, as incentives and/or rewards for their contribution to the Group and/or any Invested Entity or the holding company of the Company (if applicable). Save for the definition of "Eligible Participant(s)" and necessary modifications and/or amendments made pursuant to the Listing Rules, there will be no material difference between the terms of the Existing Share Option Scheme and the proposed 2011 Share Option Scheme. A summary of the principal terms of the 2011 Share Option Scheme is set out in Appendix I of this circular.

The Board considers that the 2011 Share Option Scheme will facilitate the retention and the recruitment of high-calibre staff of the Group and/or any Invested Entity or the holding company of the Company (if applicable) and it is the interests of the Group as a whole for the directors, executives, officers or employees and the support from supplier, provider of goods and/or services, professional, consultant, agent, contractor, adviser, customer, partner, business associate or shareholder of any member of the Group and/or any Invested Entity or the holding company of the Company (if applicable) to be given incentives to participate in the growth of the Group in the form of share option to subscribe for Shares. Furthermore, the Board considers that the Eligible Participants will share common interests and objectives with the Group and/or any Invested Entity or the holding company of the Company (if applicable) upon their exercise of the Share Options, which is beneficial to the development of the Group.

The provisions of the 2011 Share Option Scheme will comply with the requirements of Chapter 17 of the Listing Rules.

As at the Latest Practicable Date, there were 606,144,907 Shares in issue. Assuming that no further Share will be allotted, issued or repurchased prior to the AGM, the total number of Shares that may fall to be allotted and issued after the resolution authorising the Directors to allot and issue up to 10% of the then issued share capital of the Company has passed at the AGM would be 60,614,490 Shares, representing approximately 10% of the total number of Shares in issue.

The Directors consider that it is not appropriate to state the value of the Share Options that can be granted pursuant to the 2011 Share Option Scheme as if they had been granted as at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Share Options as at the Latest Practicable Date will not be meaningful to the Shareholders, since the Share Options to be granted shall not be assignable, and no holder of the Share Options shall in any way sell, transfer, charge, mortgage or create any interest (legal or beneficial) in favour of any third party over or in relation to any Share Option.

In addition, the calculation of the Share Options is based on a number of variables such as the exercise price, exercise period, interest rate, expected volatility and other relevant variables. The Directors believe that any calculation of the value of the Share Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

Conditions precedent of the 2011 Share Option Scheme

The adoption of the 2011 Share Option Scheme is conditional upon:

(i) the passing of ordinary resolution(s) by the Shareholders at the AGM to (a) approve the termination of the Existing Share Option Scheme; (b) approve and adopt the 2011 Share Option Scheme; (c) authorise the Board to grant Share Options under the 2011 Share Option Scheme; and (d) authorise the Board to allot and issue Shares pursuant to the exercise of any Share Options to be granted pursuant to the 2011 Share Option Scheme; and

(ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, on the Stock Exchange, any Shares which may fall to be allotted and issued by the Company pursuant to the exercise of the Share Options in accordance with the terms and conditions of the 2011 Share Option Scheme.

Subject to the obtaining of the Shareholders' approval with respect to the adoption of the 2011 Share Option Scheme at the AGM, the total number of Shares which may be issued upon exercise of all Share Options to be granted under the 2011 Share Option Scheme and any other share option schemes of

the Company must not in aggregate exceed 10% of the total issued share capital of the Company as at the date on which the 2011 Share Option Scheme is adopted unless the Company obtains a fresh approval from Shareholders to renew the 10% limit on the basis that the maximum number of Shares in respect of which Share Options may be granted under the 2011 Share Option Scheme together with any Share Options outstanding and yet to be exercised under the 2011 Share Option Scheme and any other share option schemes shall not exceed 30% of the issued share capital of the Company from time to time.

A copy of the 2011 Share Option Scheme is available for inspection at the Company's principal place of business in Hong Kong at 2208, 22/F., St. George's Building, 2 Ice House Street, Central, Hong Kong during normal business hours from the date hereof up to the date of AGM.

None of the Directors is a trustee of the 2011 Share Option Scheme or has any direct or indirect interest in the trustees of the 2011 Share Option Scheme, if any.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the Share Options granted under the 2011 Share Option Scheme.

As at the Latest Practicable Date, no Shareholder has a material interest in the termination of the Existing Share Option Scheme and the adoption of the 2011 Share Option Scheme. As such, no Shareholder is required to abstain from voting on the resolution in relation thereto.

PROPOSED TERMINATION OF THE CCT TECH EXISTING SHARE OPTION SCHEME AND ADOPTION OF THE 2011 CCT TECH SHARE OPTION SCHEME

CCT Tech proposes the termination of the CCT Tech Existing Share Option Scheme and the adoption of the 2011 CCT Tech Share Option Scheme, subject to (i) the approval of the CCT Tech Shareholders through passing of an ordinary resolution at the CCT Tech AGM; (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, on the Stock Exchange, any CCT Tech Shares which may fall to be allotted and issued by CCT Tech pursuant to the exercise of the CCT Tech Share Options in accordance with the terms and conditions of the 2011 CCT Tech Share Option Scheme; and (iii) in accordance with Rule 17.01(4) of the Listing Rules, the approval of the Shareholders through passing of an ordinary resolution at the AGM.

The CCT Tech Existing Share Option Scheme

The CCT Tech Existing Share Option Scheme was conditionally adopted by CCT Tech on 17 September 2002 and became effective immediately upon the listing of the CCT Tech Shares on the Stock Exchange on 7 November 2002. Under the terms of the CCT Tech Existing Share Option Scheme, unless otherwise cancelled or amended, the CCT Tech Existing Share Option Scheme would remain in force for a period of 10 years from the date of its adoption. Apart from the CCT Tech Existing Share Option Scheme, CCT Tech has no other subsisting share option scheme as at the Latest Practicable Date.

During the term of the CCT Tech Existing Share Option Scheme up to the Latest Practicable Date, a total of 3,232,800,000 CCT Tech Share Options were granted thereunder, among which 1,047,019,000 CCT Tech Share Options have been exercised, 503,000,000 CCT Tech Share Options have lapsed and 1,082,781,000 CCT Tech Share Options were cancelled. As at the Latest Practicable Date, 600,000,000 CCT Tech Share Options remained outstanding under the CCT Tech Existing Share Option Scheme.

Termination of the CCT Tech Existing Share Option Scheme

According to the terms of the CCT Tech Existing Share Option Scheme, CCT Tech may by resolution in general meeting or by its board of directors at any time resolve to terminate the operation of the CCT Tech Existing Share Option Scheme and in such event, no further CCT Tech Share Options will be offered but the provisions of the CCT Tech Existing Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of any CCT Tech Share Options granted prior to the termination or otherwise as may be required in accordance with the provisions of the CCT Tech Existing Share Option Scheme and CCT Tech Share Options granted prior to such termination will continue to be valid and exercisable in accordance with the CCT Tech Existing Share Option Scheme.

It is proposed that subject to the approval of the CCT Tech Shareholders at the CCT Tech AGM, the approval of the Shareholders at the AGM and the Stock Exchange granting approval for the listing of, and permission to deal in, the CCT Tech Shares which fall to be allotted and issued upon the exercise of the CCT Tech Share Options in accordance with the terms and conditions of the 2011 CCT Tech Share Option Scheme, the operation of the CCT Tech Existing Share Option Scheme shall be terminated (such that no further CCT Tech Share Options could thereafter be offered under the CCT Tech Existing Share Option Scheme but in all other respects the provisions of the CCT Tech Existing Share Option Scheme shall remain in full force and effect) and the 2011 CCT Tech Share Option Scheme will take effect.

Adoption of the 2011 CCT Tech Share Option Scheme

Subject to the termination of the operation of the CCT Tech Existing Share Option Scheme, CCT Tech also proposes the adoption of the 2011 CCT Tech Share Option Scheme, which will be valid for 10 years from the date of its adoption.

The purpose of the 2011 CCT Tech Share Option Scheme is to replace the CCT Tech Existing Share Option Scheme and to enable CCT Tech to grant CCT Tech Share Options to the CCT Tech Eligible Participants, as incentives and/or rewards for their contribution to the CCT Tech Group and/or any CCT Tech Invested Entity or the holding company of CCT Tech (if applicable). Save for the definition of "CCT Tech Eligible Participant(s)" and necessary modifications and/or amendments made pursuant to the Listing Rules, there will be no material difference between the terms of the CCT Tech Existing Share Option Scheme and the proposed 2011 CCT Tech Share Option Scheme. A summary of the principal terms of the 2011 CCT Tech Share Option Scheme is set out in Appendix II of this circular.

The CCT Tech Board considers that the 2011 CCT Tech Share Option Scheme will facilitate the retention and the recruitment of high-calibre staff of the CCT Tech Group and/or any CCT Tech Invested Entity or the holding company of CCT Tech (if applicable) and it is the interests of the CCT Tech Group as a whole for the directors, executives, officers or employees and the support from supplier, provider of goods and/or services, professional, consultant, agent, contractor, adviser, customer, partner, business associate or shareholder of any member of the CCT Tech Group and/or any CCT Tech Invested Entity or the holding company of CCT Tech (if applicable) to be given incentives to participate in the growth of the CCT Tech Group in the form of share option to subscribe for CCT Tech Shares. Furthermore, the CCT Tech Board considers that the CCT Tech Eligible Participants will share common interests and objectives with the CCT Tech Group and/or any CCT Tech Invested Entity or the holding company of CCT Tech (if applicable) upon their exercise of the CCT Tech Share Options, which is beneficial to the development of CCT Tech.

The provisions of the 2011 CCT Tech Share Option Scheme will comply with the requirements of Chapter 17 of the Listing Rules.

As at the Latest Practicable Date, there were 65,413,993,990 CCT Tech Shares in issue. Assuming that no further CCT Tech Share will be allotted, issued or repurchased prior to the CCT Tech AGM, the total number of CCT Tech Shares that may fall to be allotted and issued after the resolution authorising the directors of CCT Tech to allot and issue up to 10% of the then issued share capital of CCT Tech has passed at the CCT Tech AGM would be 6,541,399,399 CCT Tech Shares, representing 10% of the total number of CCT Tech Shares in issue.

The Directors consider that it is not appropriate to state the value of the CCT Tech Share Options that can be granted pursuant to the 2011 CCT Tech Share Option Scheme as if they had been granted as at the Latest Practicable Date. The Directors believe that any statement regarding the value of the CCT Tech Share Options as at the Latest Practicable Date will not be meaningful to the Shareholders, since the CCT Tech Share Options to be granted shall not be assignable, and no holder of the CCT Tech Share Options shall in any way sell, transfer, charge, mortgage or create any interest (legal or beneficial) in favour of any third party over or in relation to any CCT Tech Share Option.

In addition, the calculation of the CCT Tech Share Options is based on a number of variables such as the exercise price, exercise period, interest rate, expected volatility and other relevant variables. The Directors believe that any calculation of the value of the CCT Tech Share Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

Subject to the obtaining of the CCT Tech Shareholders and the Shareholders' approval with respect to the adoption of the 2011 CCT Tech Share Option Scheme at the CCT Tech AGM and the AGM respectively, the total number of CCT Tech Shares which may be issued upon exercise of all CCT Tech Share Options to be granted under the 2011 CCT Tech Share Option Scheme and any other share option schemes of CCT Tech must not in aggregate exceed 10% of the total issued share capital of CCT Tech as at the date on which the 2011 CCT Tech Share Option Scheme is adopted unless CCT Tech obtains a fresh approval from the CCT Tech Shareholders (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, necessary approval from the shareholders of that listed holding company) to renew the 10% limit on the basis that the maximum number of CCT Tech Shares in respect of which CCT Tech Share Options may be granted under the 2011 CCT Tech Share Option Scheme together with any CCT Tech Share Options outstanding and yet to be exercised under the 2011 CCT Tech Share Option Scheme and any other share option schemes shall not exceed 30% of the issued share capital of CCT Tech from time to time.

Conditions precedent of the 2011 CCT Tech Share Option Scheme

The adoption of the 2011 CCT Tech Share Option Scheme is conditional upon:

(i) the passing of ordinary resolution(s) by the CCT Tech Shareholders at the CCT Tech AGM to (a) approve the termination of the CCT Tech Existing Share Option Scheme; (b) approve and adopt the 2011 CCT Tech Share Option Scheme; (c) authorise the CCT Tech Board to grant CCT Tech Share Options under the 2011 CCT Tech Share Option Scheme; and (d) authorise the CCT Tech Board to allot and issue CCT Tech Shares pursuant to the exercise of any CCT Tech Share Options to be granted pursuant to the 2011 CCT Tech Share Option Scheme;

(ii) the passing of ordinary resolution(s) by the Shareholders at the AGM to approve the termination of the CCT Tech Existing Share Option Scheme and the adoption of the 2011 CCT Tech Share Option Scheme; and

(iii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, on the Stock Exchange, any CCT Tech Shares which may fall to be allotted and issued by CCT Tech pursuant to the exercise of the CCT Tech Share Options in accordance with the terms and conditions of the 2011 CCT Tech Share Option Scheme.

A copy of the 2011 CCT Tech Share Option Scheme is also available for inspection at the Company's principal place of business in Hong Kong at 2208, 22/F., St. George's Building, 2 Ice House Street, Central, Hong Kong during normal business hours from the date hereof up to the date of AGM.

None of the directors of the Company and CCT Tech is a trustee of the 2011 CCT Tech Share Option Scheme or has any direct or indirect interest in the trustees of the 2011 CCT Tech Share Option Scheme, if any.

As at the Latest Practicable Date, no Shareholder has a material interest in the termination of the CCT Tech Existing Share Option Scheme and the adoption of the 2011 CCT Tech Share Option Scheme. As such, no Shareholder is required to abstain from voting on the resolution in relation thereto.

GENERAL MANDATES TO REPURCHASE THE SHARES AND TO ISSUE NEW SHARES

General mandate to repurchase the Shares

At the AGM, an ordinary resolution will be proposed that the Directors be given the Repurchase Mandate. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof. The Company's authority is restricted to repurchase the Shares on the market in accordance with the Listing Rules. The mandate allows the Company to make repurchases only during the period ending on the earliest of the date of the next annual general meeting of the Company following the passing of the ordinary resolution referred to herein, the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws and the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

An explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM in accordance with the Listing Rules is set out in Appendix III of this circular.

General mandate to issue new Shares

At the AGM, an ordinary resolution will also be proposed that the Directors be given the General Mandate in order to ensure flexibility and discretion to the Directors to issue up to 121,228,981 new Shares, being the Shares not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution and on the basis that no further Share is issued, allotted or repurchased by the Company prior to the AGM. In addition, an ordinary resolution will also be proposed to extend the General Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87 of the Bye-laws, Mr. Tam King Ching, Kenny and Mr. Lau Ho Man, Edward will retire and, being eligible, offer themselves for re-election at the AGM. Biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix IV of this circular.

THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out in Appendix V of this circular. At the AGM, resolutions will be proposed to approve the termination of the Existing Share Option Scheme and adoption of the 2011 Share Option Scheme; the termination of the CCT Tech Existing Share Option Scheme and adoption of the 2011 CCT Tech Share Option Scheme; the grant of the Repurchase Mandate and the General Mandate to the Directors; and the re-election of the Directors.

In accordance with the requirement under Rule 13.39(4) of the Listing Rules, the votes for all resolutions by the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll on each of the resolutions put forward at the AGM pursuant to Bye-law 66 of the Bye-laws. The poll results of the AGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cct.com.hk) after the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM. Such form of proxy for use at the AGM is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cct.com.hk). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

RECOMMENDATION

The Directors consider that (i) the proposed termination of the Existing Share Option Scheme and adoption of the 2011 Share Option Scheme; (ii) the proposed termination of the CCT Tech Existing Share Option Scheme and adoption of the 2011 CCT Tech Share Option Scheme; (iii) the proposed grant of the Repurchase Mandate and the General Mandate to the Directors; and (iv) the re-election of the Directors, are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM in respect thereof.

Yours faithfully,
For and on behalf of the Board of
CCT TELECOM HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

This Appendix sets out further information of the 2011 Share Option Scheme and also summarises the principal terms of the 2011 Share Option Scheme but does not form part of, nor is it intended to be, part of the 2011 Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the 2011 Share Option Scheme.

THE 2011 SHARE OPTION SCHEME

The following is a summary of the principal terms of the 2011 Share Option Scheme to be adopted at the AGM:

1. PURPOSE OF THE SCHEME

The purpose of the 2011 Share Option Scheme is to enable the Company to grant Share Options to the Eligible Participants, as incentives and/or rewards for their contribution to the Group and/or any Invested Entity or the holding company of the Company (if applicable).

2. WHO MAY JOIN

The Board may, at its absolute discretion, offer:

(a) any director or proposed director (whether executive or non-executive and whether independent or not), any executive, officer, employee or any person to whom any offer of employment has been made, executive or officer (whether full-time or part-time, on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) of any member of the Group, any Invested Entity or the holding company of the Company (if applicable);

(b) any supplier or provider of goods and/or services, professional, consultant, agent, contractor, adviser, customer, partner, business associate or shareholder of any member of the Group, any Invested Entity or the holding company of the Company (if applicable), or any holder of any securities issued or proposed to be issued by any member of the Group, any Invested Entity or the holding company of the Company (if applicable), who, in the sole discretion of the Board, will contribute or has contributed to the Group, the Invested Entity or the holding company of the Company (if applicable); and

(c) any person whom the Board in its sole discretion considers, will contribute or has contributed to any members of the Group, the Invested Entity or the holding company of the Company (if applicable) (as the case may be)

(the "**Eligible Participant(s)**");

Share Options to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with the rules set out in paragraph 5 below. Upon acceptance of the Share Option(s), the grantee(s) shall pay to the Company HK$1.00 by way of consideration for the grant.

3. MAXIMUM NUMBER OF SHARES

The maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the 2011 Share Option Scheme and any other share option scheme(s) of the Company must not exceed 10% of the total number of Shares in issue (being 606,144,907 Shares assuming that no new Share will be alloted, issued or repurchased prior to the AGM) as at the Adoption Date. Shares which would have been issuable pursuant to Share Options which have lapsed or cancelled in accordance with the terms of such share option scheme(s) will not be counted for the purpose of the 10% limit.

Subject to the issue of a circular by the Company and the approval of the Shareholders in a general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

(a) refresh this limit at any time to 10% of the total number of Shares in issue as at the date of shareholder meeting to approve the refreshment of such limit (Share Option(s) previously granted under any share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised Share Option(s)) will not be counted for the purpose of calculating the limit as refreshed); and/or

(b) grant Share Options beyond the 10% limit to Eligible Participants specifically identified by the Board whereupon the Company will send a circular to the Shareholders containing, amongst others, a generic description of the specified participant(s) who may be granted the Share Option(s), the number and terms of the Share Option(s) to be granted and the purpose of granting Share Option(s) to the specified participant(s) with an explanation as to how the Share Option(s) serve such purpose.

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the 2011 Share Option Scheme and any other share option scheme(s) of the Company at any time shall not exceed 30% of the total number of the Shares in issue from time to time. No Share Option shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

4. MAXIMUM NUMBER OF SHARE OPTIONS TO ANY ONE INDIVIDUAL

Subject to the limit stated in paragraph 6 below, the total number of Shares issued and which may fall to be issued upon exercise of the Share Options granted under the 2011 Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding Share Options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the total number of Shares in issue as at the date of grant.

Any further grant of Share Options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the Shareholders in a general meeting with such Eligible Participant and his/her associates abstaining from voting and/or other requirements prescribed under the Listing Rules from time to time. Any circular to be issued by the Company must disclose, amongst other things, the details of the Share Options, including Share Options exercised or outstanding.

5. PRICE OF SHARES

The subscription price for a Share in respect of any particular Share Option granted under the 2011 Share Option Scheme (which shall be payable upon exercise of the Share Option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day (and for this purpose shall be taken to be the date of the Board meeting at which the Board proposes to grant the Share Options); (b) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant; and (c) the nominal value of a Share.

6. GRANTING SHARE OPTIONS TO CONNECTED PERSONS

Any grant of Share Options to a director, chief executive or substantial shareholder of the Company or any of its associates is required to be approved by the independent non-executive Directors, excluding the independent non-executive Director(s) who is/are the grantee(s) of the Share Options.

If the Company proposes to grant Share Options to a substantial shareholder of the Company or any independent non-executive Director or their respective associates which will result in the number of Shares issued and to be issued upon exercise of Share Options granted (including Share Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the offer of such grant:

(a) representing in aggregate over 0.1% of the total number of Shares in issue as at the date of the offer; and

(b) having an aggregate value in excess of HK$5 million, based on the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange as at the date of each offer,

such further grant of Share Options will be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting at which all connected person(s) of the Company shall abstain from voting, and/or such other requirements prescribed under the Listing Rules from time to time except that connected person(s) may vote against the relevant resolution at the general meeting, provided that his/her intention to do so has been stated in the circular.

7. RESTRICTIONS ON THE TIME OF GRANT OF SHARE OPTIONS

A grant of Share Options may not be made after a price-sensitive event has occurred or a price-sensitive matter has been the subject of a decision until such price-sensitive information has been announced and published pursuant to the requirements of the Listing Rules. In particular, no Share Option may be granted during the period commencing one month immediately preceding the earlier of (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (b) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of actual publication of the results announcement.

The Directors may not grant any Share Option to an Eligible Participant who is a Director during the periods or times in which Directors are prohibited from dealing in the Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

8. RIGHTS ARE PERSONAL TO GRANTEE

A Share Option is personal to the grantee and the grantee may not in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Share Option or attempt to do so.

9. TIME OF EXERCISE OF SHARE OPTION

There is no specific requirement under the 2011 Share Option Scheme that a Share Option must be held for any minimum period before it can be exercised, but the terms of the 2011 Share Option Scheme provide that the Board has the discretion to impose a minimum period at the time of grant of any particular Share Option. The date of grant of any particular Share Option is the date when the duplicate offer document constituting acceptance of the Share Option duly signed by the grantee, together with a remittance in favour of the Company of HK$1.00 by way of consideration is received by the Company, such date must be on or before the 28th day after the Share Option is offered to the relevant grantee(s). The period during which a Share Option may be exercised will be determined by the Board at its absolute discretion, save that no Share Option may be exercised more than 10 years after it has been granted. No Share Option may be granted upon the expiry of the 10th anniversary of the approval date of the 2011 Share Option Scheme. Subject to earlier termination by the Company in general meeting or by the Board in accordance with the terms of the 2011 Share Option Scheme, the 2011 Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date.

10. PERFORMANCE TARGET

There is no performance target stipulated under the terms of the 2011 Share Option Scheme which a grantee is required to achieve before any Share Option granted under the 2011 Share Option Scheme can be exercised. The terms of the 2011 Share Option Scheme do provide that the Board has the discretion to require at the time of grant any particular grantee to achieve such performance targets as the Board may then specify in the grant before any Share Option granted under the 2011 Share Option Scheme to such grantee can be exercised.

11. RIGHTS ON CEASING EMPLOYMENT AND DEATH

(a) if the grantee is under employment with the Company or any member of the Group and/or its Invested Entity or the holding company of the Company (if applicable), in the event of the grantee ceasing to be an Eligible Participant for any reason other than his/her ill-health, injury or disability (all evidenced to the satisfaction of the Board), death or the termination of his/her employment on one or more of the grounds specified in paragraph 12 below, the grantee may exercise the Share Option up to his/her entitlement at the date of cessation of his/her employment (to the extent not already exercised) within the period of one month following the date of such cessation, which date shall be the last actual working day with the Company or the relevant member of the Group and/or the Invested Entity or the holding company of the Company (if applicable) whether salary is paid in lieu of notice or not (or such longer period as the Board may determine);

(b) if the grantee is under employment with the Company or any member of the Group and/or its Invested Entity or the holding company of the Company (if applicable), in the event that the grantee ceases to be an Eligible Participant by reason of ill-health, injury or disability (all evidenced to the satisfaction of the Board), death and none of the events which would be a ground for termination of his/her employment under paragraph 12 below has occurred, the grantee or the legal personal representative(s) of the grantee (as the case may be) shall be entitled to exercise the Share Option in full (to the extent not already exercised) on or before the earlier of (i) the last day in the 12-month period commencing from the date of ceasing to be an Eligible Participant or death (or such longer period as the Board may determine) or (ii) the relevant expiry date of the Share Option.

12. LAPSE OF SHARE OPTION ON DISMISSAL

If the grantee of a Share Option is under employment with the Company or any member of the Group and/or its Invested Entity or the holding company of the Company (if applicable) and ceases to be an Eligible Participant by reason of the termination of his/her relationship with the Company or any member of the Group and/or the Invested Entity or the holding company of the Company (if applicable) on any one or more of the grounds that he/she has been guilty of misconduct, or has been convicted of any criminal offence involving his/her integrity or honesty or (if so determined by the Board) on any other grounds on which an employer would be entitled to terminate his/her employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Company or any member of the Group and/or the Invested Entity or the holding company of the Company (if applicable), his/her Share Option will lapse and not be exercisable on the date of termination of his/her employment.

13. RIGHTS ON BREACH OF CONTRACT

If the Directors at their absolute discretion determine that the grantee of any Share Option (other than an employee) or his/her associate has committed any breach of any contract entered into between the grantee or his/her associate on the one part and the Group on the other part or that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his/her creditors generally, the Directors shall determine that any Share Option granted to the grantee which has not become exercisable shall lapse. In such event, his/her Share Option will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

14. RIGHTS ON WINDING-UP

In the event of an effective resolution being passed by the Shareholders for the voluntary winding-up of the Company or an order of the court is made for the winding-up of the Company, the grantee of a Share Option (or his/her legal personal representative(s)) may by notice in writing to the Company within 21 days after the date of such resolution elect to be treated as if his/her Share Option (to the extent not already exercised) had been exercised immediately before the passing of such resolution either to its full extent or to the extent specified in the notice and shall accordingly be entitled to receive out of the assets available in the liquidation pari passu with the holders of Shares such sum as would have been received in respect of the Shares the subject of such election reduced by an amount equal to the exercise price which would otherwise have been payable in respect thereof.

15. RIGHTS ON TAKEOVER

If a general offer (whether by way of takeover offer, share repurchase offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert with the offeror), the Company shall use its best endeavours to procure that such offer is extended to all the grantees (on the same terms mutatis mutandis, and assuming that they shall become, by the exercise in full of the Share Options granted to them, shareholders of the Company). If such offer, having been approved in accordance with applicable laws and regulatory requirements becomes, or is declared unconditional, the grantee (or his/her legal personal representative(s)) shall be entitled to exercise his/her Share Option in full (to the extent not already exercised) at any time within 14 days after the date on which such general offer becomes or is declared unconditional.

16. RIGHTS ON COMPROMISE OR ARRANGEMENT BETWEEN THE COMPANY AND ITS MEMBERS OR CREDITORS

If, pursuant to the Companies Act, a compromise or arrangement between the Company and its members and/or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all the grantees (together with a notice of the existence of the provisions of this paragraph) on the same day as it despatches to members and/or creditors of the Company a notice summoning the meeting to consider such a compromise or arrangement, and thereupon each grantee shall be entitled to exercise all or any of his/her Share Options in whole or in part at any time prior to 12:00 noon (Hong Kong time) on the business day immediately preceding the date of the meeting directed to be convened by the relevant court for the purposes of considering such compromise or arrangement and if there are more than one meeting for such purpose, the date of the first meeting. With effect from the date of such meeting, the rights of all grantees to exercise their respective Share Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Share Options shall, to the extent that they have not been exercised, lapsed and determined. The Board shall endeavour to procure that the Shares issued as a result of the exercise of Share Options in such circumstances shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the relevant court (whether upon the terms presented to the relevant court or upon any other terms as may be approved by such court) the rights of the grantees to exercise their respective Share Options shall with effect from the date of the making of the order by the relevant court be restored in full as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any grantee as a result of the aforesaid suspension.

17. LAPSE OF THE SHARE OPTIONS

A Share Option will lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

(a) the expiry date relevant to that Share Option;

(b) the expiry of any of the periods referred to in paragraphs 11, 12, 13 and 15 above;

(c) the date of commencement of the winding-up of the Company (as determined in accordance with the applicable law) as referred to in paragraph 14 above;

(d) the date on which the scheme for the reconstruction of the Company or its amalgamation with any other company or companies, becomes effective as referred to in paragraph 16 above;

(e) in the event the grantee is under employment with the Company or any member of the Group and/or its Invested Entity or the holding company of the Company (if applicable), the date on which the grantee ceases to be an Eligible Participant by reason of the termination of his/her employment on any one or more of the grounds specified in paragraph 12 above. A resolution of the Board or the board of directors of the relevant member of the Group and/or the relevant Invested Entity or the holding company of the Company (if applicable) to the effect that the employment of a grantee has or has not been terminated on one or more of the grounds specified in paragraph 12 above shall be conclusive;

(f) the date on which the grantee ceases to be an Eligible Participant on or after committing any act of bankruptcy or becoming insolvent or making any arrangements or composition with his/her creditors generally; or

(g) the date on which the grantee commits a breach of the prohibitions specified in paragraph 8 above or the Share Options are cancelled in accordance with paragraph 21 below.

18. RANKING OF SHARES

The Shares to be allotted upon the exercise of a Share Option will not carry voting rights until completion of the registration of the grantee (or such other person nominated by the grantee) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of Share Options will rank pari passu with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation of the Company as attached to the other fully-paid Shares in issue on the date of issue.

19. EFFECT OF ALTERATIONS TO CAPITAL

In the event of a capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of capital whilst any Share Option may become or remains exercisable, such corresponding alterations (if any) shall be made in the number of Shares subject to any outstanding Share Options or the exercise price of each outstanding Share Option as the auditors of the Company or the independent financial adviser shall certify in writing to the Board to be in their opinion fair and reasonable and in compliance with Rule 17.03(13) of the Listing Rules and the note thereto. Any such alterations will be made on the basis that a grantee shall have the same proportion of the issued share capital of the Company for which any grantee of a Share Option is entitled to subscribe pursuant to the Share Options held by him/her before such alteration and the aggregate subscription price payable on the full exercise of any Share Option is to remain as nearly as possible the same (and in any event not greater than) as it was before such event. No such alteration will be made the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

20. ALTERATION OF THE 2011 SHARE OPTION SCHEME

The 2011 Share Option Scheme may be altered in any respect by resolution of the Board except that:

(a) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules;

(b) any material alteration to the terms and conditions of the 2011 Share Option Scheme or any change to the terms of the Share Options granted (except any alterations which take effect automatically under the terms of the 2011 Share Option Scheme),

shall first be approved by the Shareholders in general meeting provided that if the proposed alteration shall adversely affect a Share Option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the 2011 Share Option Scheme. The amended terms of the 2011 Share Option Scheme shall remain in compliance with Chapter 17 of the Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the 2011 Share Option Scheme must be approved by Shareholders in a general meeting.

21. CANCELLATION OF SHARE OPTIONS

Any cancellation of Share Options granted but not exercised must be approved by the grantee of the relevant Share Options. Where the Company cancels Share Options and issues new ones to the same grantee, the issue of such new Share Options may only be made under the 2011 Share Option Scheme with available unissued Share Options (excluding the cancelled Share Options) within the limit approved by the Shareholders.

22. TERMINATION OF THE 2011 SHARE OPTION SCHEME

The Company may by resolution in general meeting or by the Board at any time terminate the 2011 Share Option Scheme and in such event no further Share Option shall be offered but the provisions of the 2011 Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Share Option granted prior to the termination or otherwise as may be required in accordance with the provisions of the 2011 Share Option Scheme. Share Options granted prior to such termination at the time of termination shall continue to be valid and exercisable in accordance with the 2011 Share Option Scheme.

23. DISPUTES

Any dispute arising in connection with the 2011 Share Option Scheme (whether as to the number of Shares subject to a Share Option, the amount of the exercise price or otherwise) shall be referred to the auditors of the Company for the time being who shall act as experts and not as arbitrators and whose decision shall, in the absence of manifest error, be final, conclusive and binding on all persons who may be affected thereby.

24. DISCLOSURE IN ANNUAL AND INTERIM REPORTS

The Company will disclose details of the 2011 Share Option Scheme in its annual and interim reports in accordance with the Listing Rules in force from time to time.

This Appendix sets out further information of the 2011 CCT Tech Share Option Scheme and also summarises the principal terms of the 2011 CCT Tech Share Option Scheme but does not form part of, nor is it intended to be, part of the 2011 CCT Tech Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the 2011 CCT Tech Share Option Scheme.

THE 2011 CCT TECH SHARE OPTION SCHEME

The following is a summary of the principal terms of the 2011 CCT Tech Share Option Scheme to be put forward to the Shareholders for consideration and adoption at the CCT Tech AGM:

1. PURPOSE OF THE SCHEME

The purpose of the 2011 CCT Tech Share Option Scheme is to enable CCT Tech to grant CCT Tech Share Options to the CCT Tech Eligible Participants, as incentives and/or rewards for their contribution to the CCT Tech Group and/or any CCT Tech Invested Entity or the holding company of CCT Tech (if applicable).

2. WHO MAY JOIN

The CCT Tech Board may, at its absolute discretion, offer:

(a) any director or proposed director (whether executive or non-executive and whether independent or not), any executive, officer, employee or any person to whom any offer of employment has been made, executive or officer (whether full-time or part-time, on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) of any member of the CCT Tech Group, any CCT Tech Invested Entity or the holding company of CCT Tech (if applicable);

(b) any supplier or provider of goods and/or services, professional, consultant, agent, contractor, adviser, customer, partner, business associate or shareholder of any member of the CCT Tech Group, any CCT Tech Invested Entity or the holding company of CCT Tech (if applicable), or any holder of any securities issued or proposed to be issued by any member of the CCT Tech Group, any CCT Tech Invested Entity or the holding company of CCT Tech (if applicable), who, in the sole discretion of the CCT Tech Board, will contribute or has contributed to the CCT Tech Group, the CCT Tech Invested Entity or the holding company of CCT Tech (if applicable); and

(c) any person whom the CCT Tech Board in its sole discretion considers, will contribute or has contributed to any members of the CCT Tech Group, the CCT Tech Invested Entity or the holding company of CCT Tech (if applicable) (as the case may be)

(the "**CCT Tech Eligible Participant(s)**");

CCT Tech Share Options to subscribe for such number of new CCT Tech Shares as the CCT Tech Board may determine at an exercise price determined in accordance with the rules set out in paragraph 5 below. Upon acceptance of the CCT Tech Share Option(s), the grantee(s) shall pay to CCT Tech HK$1.00 by way of consideration for the grant.

3. MAXIMUM NUMBER OF SHARES

The maximum number of CCT Tech Shares which may be issued upon exercise of all CCT Tech Share Options to be granted under the 2011 CCT Tech Share Option Scheme and any other share option scheme(s) of CCT Tech must not exceed 10% of the total number of CCT Tech Shares in issue (being 65,413,993,990 CCT Tech Shares assuming that no new CCT Tech Share will be alloted, issued or repurchased prior to the CCT Tech AGM) as at the CCT Tech Adoption Date. CCT Tech Shares which would have been issuable pursuant to CCT Tech Share Options which have lapsed or cancelled in accordance with the terms of such share option scheme(s) will not be counted for the purpose of the 10% limit.

Subject to the issue of a circular by CCT Tech and the approval of the CCT Tech Shareholders in a general meeting (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, necessary approval of the shareholders of that listed holding company in a general meeting) and/or such other requirements prescribed under the Listing Rules from time to time, the CCT Tech Board may:

(a) refresh this limit at any time to 10% of the total number of CCT Tech Shares in issue as at the date of shareholder meeting to approve the refreshment of such limit (CCT Tech Share Option(s) previously granted under any share option scheme(s) of CCT Tech (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised CCT Tech Share Option(s)) will not be counted for the purpose of calculating the limit as refreshed); and/or

(b) grant CCT Tech Share Options beyond the 10% limit to CCT Tech Eligible Participants specifically identified by the CCT Tech Board whereupon CCT Tech will send a circular to the CCT Tech Shareholders containing, amongst others, a generic description of the specified participant(s) who may be granted the CCT Tech Share Option(s), the number and terms of the CCT Tech Share Option(s) to be granted and the purpose of granting CCT Tech Share Option(s) to the specified participant(s) with an explanation as to how the CCT Tech Share Option(s) serve such purpose.

Notwithstanding the foregoing, the CCT Tech Shares which may be issued upon exercise of all outstanding CCT Tech Share Options granted and yet to be exercised under the 2011 CCT Tech Share Option Scheme and any other share option scheme(s) of CCT Tech at any time shall not exceed 30% of the total number of the CCT Tech Shares in issue from time to time. No CCT Tech Share Option shall be granted under any scheme(s) of CCT Tech or any of its subsidiaries if this will result in the 30% limit being exceeded.

4. MAXIMUM NUMBER OF CCT TECH SHARE OPTIONS TO ANY ONE INDIVIDUAL

Subject to the limit stated in paragraph 6 below, the total number of CCT Tech Shares issued and which may fall to be issued upon exercise of the CCT Tech Share Options granted under the 2011 CCT Tech Share Option Scheme and any other share option scheme(s) of CCT Tech (including exercised, cancelled and outstanding CCT Tech Share Options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the total number of CCT Tech Shares in issue as at the date of grant.

Any further grant of CCT Tech Share Options in excess of this 1% limit shall be subject to the issue of a circular by CCT Tech and the approval of the CCT Tech Shareholders in a general meeting (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, necessary approval of the shareholders of that listed holding company in a general meeting) with such CCT Tech Eligible Participant and his/her associates abstaining from voting and/or other requirements prescribed under the Listing Rules from time to time. Any circular to be issued by CCT Tech must disclose, amongst other things, the details of the CCT Tech Share Options, including CCT Tech Share Options exercised or outstanding.

5. PRICE OF SHARES

The subscription price for a CCT Tech Share in respect of any particular CCT Tech Share Option granted under the 2011 CCT Tech Share Option Scheme (which shall be payable upon exercise of the CCT Tech Share Option) shall be such price as the CCT Tech Board in its absolute discretion shall determine, save that such price will not be less than the highest of (a) the closing price of the CCT Tech Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day (and for this purpose shall be taken to be the date of the CCT Tech Board meeting at which the CCT Tech Board proposes to grant the CCT Tech Share Options); (b) the average of the closing prices of the CCT Tech Shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant; and (c) the nominal value of a CCT Tech Share.

6. GRANTING CCT TECH SHARE OPTIONS TO CONNECTED PERSONS

Any grant of CCT Tech Share Options to a director, chief executive or substantial shareholder of CCT Tech or any of its associates is required to be approved by the independent non-executive directors of CCT Tech (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, also to be approved by the independent non-executive directors of that listed holding company), excluding the independent non-executive director(s) of CCT Tech and its listed holding company who is/are the grantee(s) of the CCT Tech Share Options.

If CCT Tech proposes to grant CCT Tech Share Options to a substantial shareholder of CCT Tech or any independent non-executive director of CCT Tech or their respective associates which will result in the number of CCT Tech Shares issued and to be issued upon exercise of CCT Tech Share Options granted (including CCT Tech Share Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the offer of such grant:

(a) representing in aggregate over 0.1% of the total number of CCT Tech Shares in issue as at the date of the offer; and

(b) having an aggregate value in excess of HK$5 million, based on the closing price of the CCT Tech Shares as stated in the daily quotation sheets of the Stock Exchange as at the date of each offer,

such further grant of CCT Tech Share Options will be subject to the issue of a circular by CCT Tech and the approval of the CCT Tech Shareholders in general meeting (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, necessary approval of the shareholders of that listed holding company in a general meeting) at which all connected person(s) of CCT Tech shall abstain from voting, and/or such other requirements prescribed under the Listing Rules from time to time except that connected person(s) may vote against the relevant resolution at the general meeting, provided that his/her intention to do so has been stated in the circular.

7. RESTRICTIONS ON THE TIME OF GRANT OF CCT TECH SHARE OPTIONS

A grant of CCT Tech Share Options may not be made after a price-sensitive event has occurred or a price-sensitive matter has been the subject of a decision until such price-sensitive information has been announced and published pursuant to the requirements of the Listing Rules. In particular, no CCT Tech Share Option may be granted during the period commencing one month immediately preceding the earlier of (a) the date of the CCT Tech Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of CCT Tech's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (b) the deadline for CCT Tech to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of actual publication of the results announcement.

The directors of CCT Tech may not grant any CCT Tech Share Option to a CCT Tech Eligible Participant who is a director of CCT Tech during the periods or times in which directors of CCT Tech are prohibited from dealing in the CCT Tech Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by CCT Tech.

8. RIGHTS ARE PERSONAL TO GRANTEE

A CCT Tech Share Option is personal to the grantee and the grantee may not in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any CCT Tech Share Option or attempt to do so.

9. TIME OF EXERCISE OF CCT TECH SHARE OPTION

There is no specific requirement under the 2011 CCT Tech Share Option Scheme that a CCT Tech Share Option must be held for any minimum period before it can be exercised, but the terms of the 2011 CCT Tech Share Option Scheme provide that the CCT Tech Board has the discretion to impose a minimum period at the time of grant of any particular CCT Tech Share Option. The date of grant of any particular CCT Tech Share Option is the date when the duplicate offer document constituting acceptance of the CCT Tech Share Option duly signed by the grantee, together with a remittance in favour of CCT Tech of HK$1.00 by way of consideration is received by CCT Tech, such date must be on or before the 28th day after the CCT Tech Share Option is offered to the relevant grantee(s). The period during which a CCT Tech Share Option may be exercised will be determined by the CCT Tech Board at its absolute discretion, save that no CCT Tech Share Option may be exercised more than 10 years after it has been granted. No CCT Tech Share Option may be granted upon the expiry of the 10th anniversary of the approval date of the 2011 CCT Tech Share Option Scheme. Subject to earlier termination by CCT Tech in general meeting (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, also with necessary approval by the shareholders of that listed holding company in general meeting) or by the CCT Tech Board in accordance with the terms of the 2011 CCT Tech Share Option Scheme, the 2011 CCT Tech Share Option Scheme shall be valid and effective for a period of 10 years commencing on the CCT Tech Adoption Date.

10. PERFORMANCE TARGET

There is no performance target stipulated under the terms of the 2011 CCT Tech Share Option Scheme which a grantee is required to achieve before any CCT Tech Share Option granted under the 2011 CCT Tech Share Option Scheme can be exercised. The terms of the 2011 CCT Tech Share Option Scheme do provide that the CCT Tech Board has the discretion to require at the time of grant any particular grantee to achieve such performance targets as the CCT Tech Board may then specify in the grant before any CCT Tech Share Option granted under the 2011 CCT Tech Share Option Scheme to such grantee can be exercised.

11. RIGHTS ON CEASING EMPLOYMENT AND DEATH

(a) if the grantee is under employment with CCT Tech or any member of the CCT Tech Group and/or the CCT Tech Invested Entity or the holding company of CCT Tech (if applicable), in the event of the grantee ceasing to be a CCT Tech Eligible Participant for any reason other than his/her ill-health, injury or disability (all evidenced to the satisfaction of the CCT Tech Board), death or the termination of his/her employment on one or more of the grounds specified in paragraph 12 below, the grantee may exercise the CCT Tech Share Option up to his/her entitlement at the date of cessation of his/her employment (to the extent not already exercised) within the period of one month following the date of such cessation, which date shall be the last actual working day with CCT Tech or the relevant member of the CCT Tech Group and/or the CCT Tech Invested Entity or the holding company of CCT Tech (if applicable) whether salary is paid in lieu of notice or not (or such longer period as the CCT Tech Board may determine);

(b) if the grantee is under employment with CCT Tech or any member of the CCT Tech Group and/or the CCT Tech Invested Entity or the holding company of CCT Tech (if applicable), in the event that the grantee ceases to be a CCT Tech Eligible Participant by reason of ill-health, injury or disability (all evidenced to the satisfaction of the CCT Tech Board), death and none of the events which would be a ground for termination of his/her employment under paragraph 12 below has occurred, the grantee or the legal personal representative(s) of the grantee (as the case may be) shall be entitled to exercise the CCT Tech Share Option in full (to the extent not already exercised) on or before the earlier of (i) the last day in the 12-month period commencing from the date of ceasing to be a CCT Tech Eligible Participant or death (or such longer period as the CCT Tech Board may determine) or (ii) the relevant expiry date of the CCT Tech Share Option.

12. LAPSE OF CCT TECH SHARE OPTION ON DISMISSAL

If the grantee of a CCT Tech Share Option is under employment with CCT Tech or any member of the CCT Tech Group and/or the CCT Tech Invested Entity or the holding company of CCT Tech (if applicable) and ceases to be a CCT Tech Eligible Participant by reason of the termination of his/her relationship with CCT Tech or any member of the CCT Tech Group and/or the CCT Tech Invested Entity or the holding company of CCT Tech (if applicable) on any one or more of the grounds that he/she has been guilty of misconduct, or has been convicted of any criminal offence involving his/her integrity or honesty or (if so determined by the CCT Tech Board) on any other grounds on which an employer would be entitled to terminate his/her employment at common law or pursuant to any applicable laws or under the grantee's service contract with CCT Tech or any member of the CCT Tech Group and/or the CCT Tech

Invested Entity or the holding company of CCT Tech (if applicable), his/her CCT Tech Share Option will lapse and not be exercisable on the date of termination of his/her employment.

13. RIGHTS ON BREACH OF CONTRACT

If the directors of CCT Tech at their absolute discretion determine that the grantee of any CCT Tech Share Option (other than an employee) or his/her associate has committed any breach of any contract entered into between the grantee or his/her associate on the one part and the CCT Tech Group on the other part or that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his/her creditors generally, the directors of CCT Tech shall determine that any CCT Tech Share Option granted to the grantee which has not become exercisable shall lapse. In such event, his/her CCT Tech Share Option will lapse automatically and will not in any event be exercisable on or after the date on which the directors of CCT Tech have so determined.

14. RIGHTS ON WINDING-UP

In the event of an effective resolution being passed by the CCT Tech Shareholders for the voluntary winding-up of CCT Tech or an order of the court is made for the winding-up of CCT Tech, the grantee of a CCT Tech Share Option (or his/her legal personal representative(s)) may by notice in writing to CCT Tech within 21 days after the date of such resolution elect to be treated as if his/her CCT Tech Share Option (to the extent not already exercised) had been exercised immediately before the passing of such resolution either to its full extent or to the extent specified in the notice and shall accordingly be entitled to receive out of the assets available in the liquidation pari passu with the holders of CCT Tech Shares such sum as would have been received in respect of the CCT Tech Shares the subject of such election reduced by an amount equal to the exercise price which would otherwise have been payable in respect thereof.

15. RIGHTS ON TAKEOVER

If a general offer (whether by way of takeover offer, share repurchase offer or scheme of arrangement or otherwise in like manner) is made to all the holders of CCT Tech Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert with the offeror), CCT Tech shall use its best endeavours to procure that such offer is extended to all the grantees (on the same terms mutatis mutandis, and assuming that they shall become, by the exercise in full of the CCT Tech Share Options granted to them, shareholders of CCT Tech). If such offer, having been approved in accordance with applicable laws and regulatory requirements becomes, or is declared unconditional, the grantee (or his/her legal personal representative(s)) shall be entitled to exercise his/her CCT Tech Share Option in full (to the extent not already exercised) at any time within 14 days after the date on which such general offer becomes or is declared unconditional.

16. RIGHTS ON COMPROMISE OR ARRANGEMENT BETWEEN CCT TECH AND ITS MEMBERS OR CREDITORS

If, pursuant to the Companies Act, a compromise or arrangement between CCT Tech and its members and/or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of CCT Tech or its amalgamation with any other company or companies, CCT Tech shall give notice thereof to all the grantees (together with a notice of the existence of the provisions of this paragraph) on the same day as it despatches to members and/or creditors of CCT Tech a notice

summoning the meeting to consider such a compromise or arrangement, and thereupon each grantee shall be entitled to exercise all or any of his/her CCT Tech Share Options in whole or in part at any time prior to 12:00 noon (Hong Kong time) on the business day immediately preceding the date of the meeting directed to be convened by the relevant court for the purposes of considering such compromise or arrangement and if there are more than one meeting for such purpose, the date of the first meeting. With effect from the date of such meeting, the rights of all grantees to exercise their respective CCT Tech Share Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all CCT Tech Share Options shall, to the extent that they have not been exercised, lapsed and determined. The CCT Tech Board shall endeavour to procure that the CCT Tech Shares issued as a result of the exercise of CCT Tech Share Options in such circumstances shall for the purposes of such compromise or arrangement form part of the issued share capital of CCT Tech on the effective date thereof and that such CCT Tech Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the relevant court (whether upon the terms presented to the relevant court or upon any other terms as may be approved by such court) the rights of the grantees to exercise their respective CCT Tech Share Options shall with effect from the date of the making of the order by the relevant court be restored in full as if such compromise or arrangement had not been proposed by CCT Tech and no claim shall lie against CCT Tech or any of its officers for any loss or damage sustained by any grantee as a result of the aforesaid suspension.

17. LAPSE OF THE CCT TECH SHARE OPTIONS

A CCT Tech Share Option will lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

(a) the expiry date relevant to that CCT Tech Share Option;

(b) the expiry of any of the periods referred to in paragraphs 11, 12, 13 and 15 above;

(c) the date of commencement of the winding-up of CCT Tech (as determined in accordance with the applicable law) as referred to in paragraph 14 above;

(d) the date on which the scheme for the reconstruction of CCT Tech or its amalgamation with any other company or companies, becomes effective as referred to in paragraph 16 above;

(e) in the event the grantee is under employment with CCT Tech or any member of the CCT Tech Group and/or the CCT Tech Invested Entity or the holding company of CCT Tech (if applicable), the date on which the grantee ceases to be a CCT Tech Eligible Participant by reason of the termination of his/her employment on any one or more of the grounds specified in paragraph 12 above. A resolution of the CCT Tech Board or the board of directors of the relevant member of the CCT Tech Group and/or the relevant CCT Tech Invested Entity or the holding company of CCT Tech (if applicable) to the effect that the employment of a grantee has or has not been terminated on one or more of the grounds specified in paragraph 12 above shall be conclusive;

(f) the date on which the grantee ceases to be a CCT Tech Eligible Participant on or after committing any act of bankruptcy or becoming insolvent or making any arrangements or composition with his/her creditors generally; or

(g) the date on which the grantee commits a breach of the prohibitions specified in paragraph 8 above or the CCT Tech Share Options are cancelled in accordance with paragraph 21 below.

18. RANKING OF SHARES

The CCT Tech Shares to be allotted upon the exercise of a CCT Tech Share Option will not carry voting rights until completion of the registration of the grantee (or such other person nominated by the grantee) as the holder thereof. Subject to the aforesaid, CCT Tech Shares allotted and issued on the exercise of CCT Tech Share Options will rank pari passu with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation of CCT Tech as attached to the other fully-paid CCT Tech Shares in issue on the date of issue.

19. EFFECT OF ALTERATIONS TO CAPITAL

In the event of a capitalisation issue, rights issue, sub-division or consolidation of CCT Tech Shares or reduction of capital whilst any CCT Tech Share Option may become or remains exercisable, such corresponding alterations (if any) shall be made in the number of CCT Tech Shares subject to any outstanding CCT Tech Share Options or the exercise price of each outstanding CCT Tech Share Option as the auditors of CCT Tech or the independent financial adviser shall certify in writing to the CCT Tech Board to be in their opinion fair and reasonable and in compliance with Rule 17.03(13) of the Listing Rules and the note thereto. Any such alterations will be made on the basis that a grantee shall have the same proportion of the issued share capital of CCT Tech for which any grantee of a CCT Tech Share Option is entitled to subscribe pursuant to the CCT Tech Share Options held by him/her before such alteration and the aggregate subscription price payable on the full exercise of any CCT Tech Share Option is to remain as nearly as possible the same (and in any event not greater than) as it was before such event. No such alteration will be made the effect of which would be to enable a CCT Tech Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

20. ALTERATION OF THE 2011 CCT TECH SHARE OPTION SCHEME

The 2011 CCT Tech Share Option Scheme may be altered in any respect by resolution of the CCT Tech Board except that:

(a) any alteration to the advantage of the grantees or the CCT Tech Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules;

(b) any material alteration to the terms and conditions of the 2011 CCT Tech Share Option Scheme or any change to the terms of the CCT Tech Share Options granted (except any alterations which take effect automatically under the terms of the 2011 CCT Tech Share Option Scheme),

shall first be approved by the CCT Tech Shareholders in general meeting (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, necessary approval by the shareholders of that listed holding company in general meeting) provided that if the proposed alteration shall adversely affect a CCT Tech Share Option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the 2011 CCT Tech Share Option Scheme. The amended terms of the 2011 CCT Tech Share Option Scheme shall remain in compliance with Chapter 17 of the Listing Rules and any change to the authority of the CCT Tech Board in relation to any alteration to the terms of the 2011 CCT Tech Share Option Scheme must be approved by the CCT Tech Shareholders in a general meeting (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, necessary approval by the shareholders of that listed holding company in a general meeting).

21. CANCELLATION OF CCT TECH SHARE OPTIONS

Any cancellation of CCT Tech Share Options granted but not exercised must be approved by the grantee of the relevant CCT Tech Share Options. Where CCT Tech cancels CCT Tech Share Options and issues new ones to the same grantee, the issue of such new CCT Tech Share Options may only be made under the 2011 CCT Tech Share Option Scheme with available unissued CCT Tech Share Options (excluding the cancelled CCT Tech Share Options) within the limit approved by the CCT Tech Shareholders.

22. TERMINATION OF THE 2011 CCT TECH SHARE OPTION SCHEME

CCT Tech may by resolution in general meeting (and so long as CCT Tech remains a subsidiary of another company which is listed on the Stock Exchange, necessary approval by the shareholders of that listed holding company in a general meeting) or by the CCT Tech Board at any time terminate the 2011 CCT Tech Share Option Scheme and in such event no further CCT Tech Share Option shall be offered but the provisions of the 2011 CCT Tech Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any CCT Tech Share Option granted prior to the termination or otherwise as may be required in accordance with the provisions of the 2011 CCT Tech Share Option Scheme. CCT Tech Share Options granted prior to such termination at the time of termination shall continue to be valid and exercisable in accordance with the 2011 CCT Tech Share Option Scheme.

23. DISPUTES

Any dispute arising in connection with the 2011 CCT Tech Share Option Scheme (whether as to the number of CCT Tech Shares subject to a CCT Tech Share Option, the amount of the exercise price or otherwise) shall be referred to the auditors of CCT Tech for the time being who shall act as experts and not as arbitrators and whose decision shall, in the absence of manifest error, be final, conclusive and binding on all persons who may be affected thereby.

24. DISCLOSURE IN ANNUAL AND INTERIM REPORTS

CCT Tech will disclose details of the 2011 CCT Tech Share Option Scheme in its annual and interim reports in accordance with the Listing Rules in force from time to time.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate to be approved at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 606,144,907 Shares in issue representing an issued share capital of HK$60,614,490.70. As at the Latest Practicable Date, the Company has no Share Option outstanding under the Existing Share Option Scheme.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that no further Share is issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 60,614,490 Shares, representing the share capital of HK$6,061,449.00, being repurchased by the Company. The Repurchase Mandate may be exercised by the Company during the period ending on the earliest of (i) the date of the next annual general meeting of the Company following the passing of the ordinary resolution referred to herein; (ii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and (iii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws.

2. REASONS FOR THE SHARE REPURCHASE

Although the Directors have no present intention of exercising the Repurchase Mandate, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares will be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time and thereby resulting in an increase in net assets and/or earnings per Share. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws and the applicable laws of Bermuda, being the jurisdiction in which the Company is continued as an exempted company with limited liability.

It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the latest published audited accounts of the Company as at 31 December 2010).

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the latest published audited accounts of the Company as at 31 December 2010) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2010		
April	1.20	1.01
May	1.13	0.92
June	1.09	0.96
July	1.05	0.94
August	1.08	0.97
September	1.06	0.98
October	1.33	1.00
November	1.33	1.05
December	1.23	1.05
2011		
January	1.12	1.02
February	1.09	1.00
March	1.09	0.98
April (up to the Latest Practicable Date)	1.10	0.99

5. SHARES REPURCHASED BY THE COMPANY

The Company did not repurchase any Share (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda, being the jurisdiction in which the Company is continued as an exempted company with limited liability.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)).

No connected persons has notified the Company that he/she has a present intention to sell any Share to the Company, nor has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, as a result of the share repurchase by a company, a shareholder's proportionate interest in the voting rights of the company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Mak Shiu Tong, Clement, the chairman, the chief executive officer and an executive director of the Company, together with parties acting in concert with him, being the substantial shareholders of the Company, were interested in an aggregate of 303,250,731 Shares, representing approximately 50.03% of the total issued share capital of the Company.

In the event that the Directors exercise the Repurchase Mandate in full to repurchase the Shares in accordance with the terms of the ordinary resolution to be proposed at the AGM and assuming no further Share is issued, allotted or repurchased by the Company prior to the AGM, the interests of Mr. Mak Shiu Tong, Clement, together with parties acting in concert with him, in the total issued share capital of the Company will be increased from approximately 50.03% to approximately 55.59%. Such increase of interests will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of the repurchase, the exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

The following are the biographical details of the Directors proposed to be re-elected at the AGM:

Mr. TAM King Ching, Kenny, aged 61, has served as an independent non-executive Director since December 1999. Mr. Tam is a member of the audit committee and the remuneration committee of the Company. Mr. Tam is a practising Certified Public Accountant in Hong Kong. He holds a Bachelor's Degree in Commerce and is a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr. Tam is serving as a member of the Ethics Committee, the Practice Review Committee and the Restructuring and Insolvency Faculty Executive Committee in the Hong Kong Institute of Certified Public Accountants. He is also a Past President of The Society of Chinese Accountants and Auditors. He also serves as an independent non-executive director of five other companies listed on the Main Board of the Stock Exchange, namely, Kingmaker Footwear Holdings Limited, Shougang Concord Grand (Group) Limited, Starlite Holdings Limited, Van Shung Chong Holdings Limited and West China Cement Limited, and a company listed on the Growth Enterprise Market of the Stock Exchange, namely, North Asia Strategic Holdings Limited. He was also an independent non-executive director of King Stone Energy Group Limited, a company listed on the Main Board of the Stock Exchange, until his resignation on 4 September 2008.

Save as disclosed above, Mr. Tam did not hold any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

There is no service contract entered into between Mr. Tam and the Group. Mr. Tam's directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Tam receives a director's fee of HK$20,000.00 per month which is determined by the Board with reference to his duties and responsibilities and is in line with that payable to other independent non-executive Directors.

Mr. Tam does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Tam did not have any interest (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There is no information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Tam involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. LAU Ho Man, Edward, aged 56, has served as an independent non-executive Director since February 2000. Mr. Lau is a member of the audit committee and the remuneration committee of the Company. Mr. Lau has more than 34 years of experience in finance, accounting management and administration, and also has extensive experience in taxation and corporate finance matters. He is a Certified Public Accountant (Practising), a fellow of the Hong Kong Institute of Certified Public Accountants and an associate of The Institute of Chartered Accountants in England and Wales and The American Institute of Certified Public Accountants. He is also an independent non-executive director of Singamas Container Holdings Limited, a company listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Lau did not hold any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

There is no service contract entered into between Mr. Lau and the Group. Mr. Lau's directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Lau receives a director's fee of HK$20,000.00 per month which is determined by the Board with reference to his duties and responsibilities and is in line with that payable to other independent non-executive Directors.

Mr. Lau is the brother of Mr. Lau Ho Kit, Ivan and Mr. Lau Ho Wai, Lucas, who are independent non-executive directors of CCT Tech (whose shares are listed on the Main Board of the Stock Exchange and a non wholly-owned subsidiary of the Company) and Merdeka Resources Holdings Limited (whose shares are listed on the Growth Enterprise Market of the Stock Exchange and the Company is its substantial shareholder as at the Latest Practicable Date) respectively. Save as disclosed above, Mr. Lau does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Lau did not have any interest (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There is no information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Lau involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

CCT TELECOM HOLDINGS LIMITED

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

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of CCT TELECOM HOLDINGS LIMITED (the "**Company**") will be held at 2208, 22/F., St. George's Building, 2 Ice House Street, Central, Hong Kong on Friday, 27 May 2011 at 10:45 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited Financial Statements, the Report of the Directors and the Independent Auditors' Report for the year ended 31 December 2010.

2. To declare a final dividend.

3. To re-elect the retiring directors, Mr. Tam King Ching, Kenny and Mr. Lau Ho Man, Edward, as independent non-executive directors of the Company, and to authorise the board of directors to fix the remuneration of the directors.

4. To re-appoint auditors and to authorise the board of directors to fix the remuneration of the auditors.

As Special Business

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the approval for the listing of, and the permission to deal in, the ordinary shares of HK$0.10 each in the share capital of the Company (or such nominal amount as shall result from a capitalisation issue, rights issue, sub-division, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the "**Share(s)**") to be issued pursuant to the exercise of the share options granted which may be granted under the new share option scheme (the "**2011 Share Option Scheme**"), a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose,

(a) the 2011 Share Option Scheme be and is hereby approved and adopted; and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2011 Share Option Scheme, including but without limitation to:

(i) to administer the 2011 Share Option Scheme under which share options will be granted to participants eligible under the 2011 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the 2011 Share Option Scheme;

(ii) to modify and/or amend the 2011 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2011 Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**");

(iii) to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of the share options under the 2011 Share Option Scheme and subject to the Listing Rules;

(iv) to make application at appropriate time or times to the Stock Exchange; and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the share options under the 2011 Share Option Scheme; and

(v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2011 Share Option Scheme; and

(b) with effect from the date of the 2011 Share Option Scheme becoming unconditional and coming into effect, the operation of the existing share option scheme of the Company which was adopted by the Company on 28 February 2002 (the "**Existing Scheme**") be and is hereby terminated with effect from the adoption of the 2011 Share Option Scheme and that no further share options will be granted under the Existing Scheme but in all other respects the provisions of the Existing Scheme shall remain in force to the extent necessary to give effect to the exercise of any share options granted prior thereto or otherwise as may be required in accordance with provisions of the Existing Scheme and share options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Scheme."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) the new share option scheme (the "**2011 CCT Tech Share Option Scheme**") (a copy of which is tabled at the meeting and marked "B" and initialled by the chairman of the meeting for identification purpose) of CCT Tech International Limited ("**CCT Tech**"), a non wholly-owned subsidiary of the Company, be and is hereby approved and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2011 CCT Tech Share Option Scheme; and

(b) the operation of the existing share option scheme of CCT Tech adopted by CCT Tech on 17 September 2002 which became effective on 7 November 2002 be terminated by CCT Tech with effect from the adoption of the 2011 CCT Tech Share Option Scheme by CCT Tech at the annual general meeting of CCT Tech."

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the directors of the Company;

(c) the aggregate nominal amount of the shares of the Company be repurchased by the directors of the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes 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 applicable laws or the Company's bye-laws to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting."

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional new shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate nominal amount of share capital allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" shall have the same meaning as that ascribed to it under resolution no. 7 as set out in the notice convening the annual general meeting of which this resolution forms part; and

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to the fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong)."

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT** conditional upon the passing of the resolutions nos. 7 and 8 as set out in the notice convening the annual general meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to the resolution no. 8 as set out in the notice convening the annual general meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 7 as set out in the notice convening the annual general meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."

By Order of the Board of
CCT TELECOM HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

Hong Kong, 26 April 2011

Notes:

(1) The register of members of the Company will be closed from Wednesday, 25 May 2011 to Friday, 27 May 2011 (both days inclusive) during which period no transfer of share(s) will be effected. In order to qualify for the proposed final dividend and to determine the entitlement to attend and vote at the annual general meeting of the Company, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 24 May 2011.

(2) Any shareholder entitled to attend and vote at the annual general meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint not more than two proxies (who must be an individual or individuals) to attend and vote instead of him/her on the same occasion. A proxy need not be a shareholder of the Company but must attend the annual general meeting in person to represent him/her.

(3) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the annual general meeting. Such prescribed form of proxy for use at the annual general meeting is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.cct.com.hk.

(4) Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

(5) Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the annual general meeting, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the annual general meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

(6) With respect to the resolution set out in resolution no. 3 of this notice, Mr. Tam King Ching, Kenny and Mr. Lau Ho Man, Edward will retire by rotation and, being eligible, offer themselves for re-election at the annual general meeting. Biographical details of the above directors are set out in the circular of the Company which will be sent to the shareholders together with the 2010 annual report of the Company.

(7) With respect to the resolution set out in resolution no. 5 of this notice, approval is being sought from the shareholders for the termination of existing share option scheme and adoption of new share option scheme by the Company. A circular containing a summary of the principal terms of the new share option scheme of the Company with further information with respect to such resolution will be sent to the shareholders together with the 2010 annual report of the Company.

(8) With respect to the resolution set out in resolution no. 6 of this notice, approval is being sought from the shareholders for the termination of existing share option scheme and adoption of new share option scheme by CCT Tech International Limited. A circular containing a summary of the principal terms of the new share option scheme of CCT Tech International Limited with further information with respect to such resolution will be sent to the shareholders together with the 2010 annual report of the Company.

(9) With respect to the resolution set out in resolution no. 7 of this notice, approval is being sought from the shareholders for the general mandate to be given to the directors to repurchase the shares of the Company. A circular containing an explanatory statement with further information with respect to such resolution will be sent to the shareholders together with the 2010 annual report of the Company.

(10) With respect to the resolutions set out in resolutions nos. 8 and 9 of this notice, approval is being sought from the shareholders for the general mandates to be given to the directors to allot, issue and deal with new shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.