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 securities 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).

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CCT TELECOM HOLDINGS LIMITED

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

(Stock Code: 00138)

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF DIRECTORS, AMENDMENTS TO THE BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Thursday, 24 May 2012 at 10:45 a.m. is set out in Appendix III 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/eng/investor/announcements.php). 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.

24 April 2012

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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:

"acting in concert"	has the same meaning as ascribed to it under the Takeovers Code;
"AGM"	the annual general meeting of the Company to be held at 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Thursday, 24 May 2012 at 10:45 a.m. to consider and, if thought fit, approve, among other things, the grant of the Repurchase Mandate and the General Mandate to the Directors; the re-election of the Directors; and the Amendments, or any adjournment thereof (as the case may be);
"Amendments"	the proposed amendments to the Bye-laws;
"associate(s)"	has the same meaning as 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;
"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 as ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"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;

"Latest Practicable Date"	17 April 2012, 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);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"substantial shareholder(s)"	has the same meaning as ascribed to it under the Listing Rules;
"Takeovers Code"	the Code on Takeovers and Mergers; and
"%"	per cent.

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:
31/F., Fortis Tower
77–79 Gloucester Road
Hong Kong

24 April 2012

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF DIRECTORS, AMENDMENTS TO THE BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary and special 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, 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; the re-election of the Directors; and the Amendments.

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 I 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, Ms. Cheng Yuk Ching, Flora and Dr. William Donald Putt 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 II of this circular.

AMENDMENTS TO THE BYE-LAWS

The Board has proposed to make the following amendments to the Bye-laws:

Under the existing Bye-laws, any Shareholder (other than the person to be proposed) duly qualified to attend and vote at any general meeting has the right to propose any person for election as a Director, irrespective of the percentage of shareholding held by such Shareholder. The existing provisions of the Bye-law 88 may expose the Company to excessive administrative burden to handle a large number of nominations of persons proposed by minority Shareholders for election as Directors as there is no threshold requirement on the percentage of shareholding held by the proposing Shareholder and no restriction on the number of nominations to be made by each Shareholder. The Company may have to incur a large amount of time and costs to deal with numerous nominations for election as Directors at any general meeting and such nominations may not be successful. In order to avoid such exposure, the Board proposed to amend Bye-law 88 as follows:

(a) only Shareholder(s) individually or collectively holding not less than one-tenth of the then total paid up capital of the Company as at the date of relevant nomination notice carrying the right of voting at general meetings of the Company may propose candidate(s) for election as Director(s);

(b) a qualified Shareholder may propose himself or herself for election to be a Director; and

(c) the number of candidates which may be nominated by any qualified Shareholder individually or any group of qualified Shareholders collectively for election as Directors at any general meeting will be limited to three (3), subject to the maximum number of Directors of the Company, if any.

The Board is of the view that the above proposed amendments to Bye-law 88 are fair and reasonable to the Company and the Shareholders as a whole as it balances the right of the minority Shareholders for proposing election of Director(s) and protects the Company from the exposure of excessive administrative burden and costs in handling a large number of Directors' nominations.

Details of the Amendments are set out in the notice of the AGM as set out in Appendix III of this circular.

The Amendments are subject to approval by special resolution(s) of the Shareholders at the AGM. As no Shareholder has a material interest in the Amendments, no Shareholder is required to abstain from voting on the special resolution(s) to approve the Amendments at the AGM.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the Amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Amendments for a Bermuda company listed on the Stock Exchange.

Shareholders are advised that the Bye-laws are available only in English and the Chinese translation of the amendments to the Bye-laws provided in the notice of the AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out in Appendix III of this circular. At the AGM, resolutions will be proposed to approve the grant of the Repurchase Mandate and the General Mandate to the Directors, the re-election of the Directors and the Amendments.

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/eng/investor/announcements.php) 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/eng/investor/announcements.php). 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 the proposed grant of the Repurchase Mandate and the General Mandate to the Directors, the re-election of the Directors and the Amendments, 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 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 share option scheme(s) of the Company.

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 from the passing of the relevant 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 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 in a general meeting.

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 continuance 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 2011).

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 2011) 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$*
2011		
April	1.10	0.99
May	1.04	0.93
June	1.05	0.91
July	1.05	0.91
August	1.00	0.75
September	0.88	0.50
October	0.64	0.51
November	0.66	0.58
December	0.60	0.57
2012		
January	0.68	0.58
February	0.80	0.65
March	0.74	0.62
April (up to the Latest Practicable Date)	0.75	0.65

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 total 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:

Ms. CHENG Yuk Ching, Flora, aged 58, has served as an executive Director since February 1998. Ms. Cheng assists the chairman/chief executive officer of the Company in overseeing the day-to-day management of the telecom and electronic product business, component and industrial product business, and property investment and development business of the Group. Ms. Cheng has over 32 years of experience in the electronics industry, and substantial experience in property investment and development industries. She held senior positions in various well-known electronics companies. She holds a Diploma in Business Administration. Ms. Cheng is also an executive director of CCT Tech, whose shares are listed on the main board of the Stock Exchange. She is also a director of certain subsidiaries of the Company and CCT Tech. Ms. Cheng was an executive director of Merdeka Resources Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange, until her resignation which took effect on 23 November 2010.

Save as disclosed above, Ms. Cheng 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.

Ms. Cheng was not appointed for a fixed term before 1 April 2012. On 29 March 2012, the Company signed a letter of appointment with Ms. Cheng, pursuant to which she has been appointed for a term of three years commencing from 1 April 2012. Ms. Cheng's directorship in the Company is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Her emoluments from the Company and CCT Tech comprise annual salary of HK$1,988,000.00 and HK$1,120,000.00 respectively and discretionary bonuses. Her emoluments are determined with reference to her duties and responsibilities with the Group, the Group's performance as well as the market benchmark.

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

As at the Latest Practicable Date, Ms. Cheng had interests in 18,000,000 shares of CCT Tech and 245,000,000 share options of CCT Tech which are exercisable during the period from 23 July 2009 to 6 November 2012 at a price of HK$0.01 per share of CCT Tech. Save as disclosed above, as at the Latest Practicable Date, Ms. Cheng had no other interests (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 Ms. Cheng 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.

Dr. William Donald PUTT, aged 74, has served as an executive Director since January 1997. Dr. Putt is responsible for the overseas business development and also assists the chairman/chief executive officer of the Company in setting the overall strategic direction of the Group. Dr. Putt obtained his PhD in Management from the Massachusetts Institute of Technology in the United States of America. Dr. Putt has over 39 years of experience in the telecom industry, and was the president and co-founder of TeleConcepts Corporation, which specialised in the design, production and distribution of telecom

products. Dr. Putt also serves on the boards of several foundations and non-profit organisations in the United States of America and is on the Leadership Council for the Public Service Center at the Massachusetts Institute of Technology. Dr. Putt is also an executive director of CCT Tech, whose shares are listed on the main board of the Stock Exchange. Dr. Putt was an executive director of Merdeka Resources Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange, until his resignation which took effect on 23 November 2010.

Save as disclosed above, Dr. Putt 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.

Dr. Putt was not appointed for a fixed term before 1 April 2012. On 29 March 2012, the Company signed a letter of appointment with Dr. Putt, pursuant to which he has been appointed for a term of three years commencing from 1 April 2012. Dr. Putt's directorship in the Company is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Dr. Putt does not receive any fee or salary from the Group.

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

As at the Latest Practicable Date, Dr. Putt had interests in 591,500 Shares and 8,000,000 share options of CCT Tech which are exercisable during the period from 23 July 2009 to 6 November 2012 at a price of HK$0.01 per share of CCT Tech. Save as disclosed above, as at the Latest Practicable Date, Dr. Putt had no other interests (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 Dr. Putt 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 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Thursday, 24 May 2012 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 2011.

2. To declare a final dividend.

3. To re-elect the retiring directors, Ms. Cheng Yuk Ching, Flora and Dr. William Donald Putt, as executive directors of the Company, and to authorise the board of directors to fix the remuneration of the directors.

4. To re-appoint Ernst & Young as 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:**

   (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."

6. 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(s) 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. 5 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)."

7. 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. 5 and 6 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. 6 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. 5 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."

8. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

"**THAT** the bye-laws of the Company (the "**Bye-law(s)**") be and are hereby amended by deleting the existing Bye-law 88 in its entirety and substituting therefore the following as new Bye-law 88:

88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice (the "**Nomination Notice**") signed by such Member(s) individually or collectively holding not less than one-tenth of the then total paid up capital of the Company as at the date of the Nomination Notice carrying the right of attending and voting at the general meeting of the Company for which such Nomination Notice is given of his intention to propose such person(s) for election and also a Notice signed by each person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the number of candidates to be nominated by the qualified Member individually or the group of qualified Members collectively for election at any general meeting shall be limited to three (3), subject to the maximum number of Directors of the Company, if any, and provided that the minimum length of the period during which such Notices are given, shall be at least

seven (7) days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notices shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting."

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

Hong Kong, 24 April 2012

Notes:

(1) The register of members of the Company will be closed from Tuesday, 22 May 2012 to Thursday, 24 May 2012 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the annual general meeting or at any adjourned meeting thereof (as the case may be), 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 Monday, 21 May 2012.

(2) The register of members of the Company will be closed from Wednesday, 30 May 2012 to Friday, 1 June 2012 (both days inclusive) during which period no transfer of share(s) will be effected. In order to qualify for the proposed final dividend, 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, 29 May 2012.

(3) Any shareholder entitled to attend and vote at the annual general meeting or at any adjourned meeting thereof (as the case may be) 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 or any adjourned meeting thereof (as the case may be) in person to represent him/her.

(4) 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 appointed 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/eng/investor/announcements.php.

(5) Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

(6) 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 or at any adjourned meeting thereof (as the case may be), 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 or at any adjourned meeting thereof (as the case may be), 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.

(7) With respect to the resolution set out in resolution no. 3 of this notice, Ms. Cheng Yuk Ching, Flora and Dr. William Donald Putt will retire by rotation and, being eligible, offer themselves for re-election at the annual general meeting or at any adjourned meeting thereof (as the case may be). 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 2011 annual report of the Company.

(8) With respect to the resolution set out in resolution no. 5 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 2011 annual report of the Company.

(9) With respect to the resolutions set out in resolutions nos. 6 and 7 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.

(10) With respect to the resolution set out in resolution no. 8 of this notice, approval is being sought from the shareholders to amend the bye-laws of the Company.