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).

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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 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 Wednesday, 22 May 2013 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.

19 April 2013

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RESPONSIBILITY STATEMENT

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 Wednesday, 22 May 2013 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; and the re-election of the Directors, or any adjournment thereof (as the case may be);
"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"	12 April 2013, 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.

CITIC 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
Chen Li
Chow Siu Ngor

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

19 April 2013

To the Shareholders

Dear Sir or Madam,

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, 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 the re-election of the Directors.

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, Mr. Tam Ngai Hung, Terry, Mr. Chen Li and Mr. Chow Siu Ngor will retire and, being eligible, will 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 to this circular.

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; 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/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; and 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 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 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 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 2012).

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 2012) 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$*
2012		
April	0.75	0.65
May	0.73	0.61
June	0.68	0.56
July	0.70	0.58
August	0.67	0.59
September	0.68	0.58
October	0.73	0.61
November	0.68	0.63
December	0.73	0.63
2013		
January	0.93	0.67
February	0.83	0.74
March	0.78	0.73
April (up to the Latest Practicable Date)	0.76	0.72

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 person 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 Ngai Hung, Terry, aged 59, has served as an executive Director and the Group Finance Director since March 2001. Mr. Terry Tam was appointed as the deputy Chairman on 9 December 2005 and is also a member of the remuneration committee and the nomination committee of the Company. Furthermore, Mr. Terry Tam was appointed as the company secretary of the Company on 10 May 2012. Mr. Terry Tam is mainly responsible for the corporate finance, accounting and company secretarial function of the Group. Mr. Terry Tam has more than 35 years of experience in finance and accounting management, and management experience in diversified businesses. He also possesses substantial knowledge in corporate finance matters, mergers and acquisitions and company secretarial matters. Mr. Terry Tam is a fellow of the Association of Chartered Certified Accountants and an associate of both the Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Secretaries and Administrators. He previously held a number of senior positions in several listed companies. Mr. Tam is also an executive director and a member of the remuneration committee and nomination committee of CCT Tech. He is also a director of certain subsidiaries of the Company and CCT Tech. Mr. Terry Tam 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, 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.

Mr. Tam was not appointed for a fixed term before 1 April 2012. However, he entered into a letter of appointment with the Company during 2012 for a term of three years commencing from 1 April 2012. Mr. Tam'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. His emoluments from the Company and CCT Tech comprise annual salary, allowance, and fixed bonus payment in the aggregate amounts of HK$2,760,000.00 and HK$1,120,000.00 respectively plus discretionary bonuses. His emoluments are determined with reference to his duties and responsibilities with the Group, the Group's performance as well as the market benchmark.

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 had interests in 500,000 Shares and 20,000,000 shares of CCT Tech. Save as disclosed above, as at the Latest Practicable Date, Mr. Tam 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 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. CHEN Li, aged 48, has been an independent non-executive Director since February 2008. Mr. Chen is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Chen is currently a senior management of a reputable telecommunications company in China. He is also an independent non-executive director and a member of the audit committee, remuneration committee and nomination committee of CCT Tech. Mr. Chen graduated from the faculty of physics in a university in China in 1985 with a profession in radio technology and has extensive experience in the Chinese telecommunications and management field.

Save as disclosed above, Mr. Chen 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.

Mr. Chen was not appointed for a fixed term before 1 April 2012. However, he entered into a letter of appointment with the Company during 2012 for a term of three years commencing from 1 April 2012. Mr. Chen'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. Mr. Chen does not receive any fee or salary from the Company in respect of his position as an independent non-executive Director. He receives a fee of HK$20,000.00 per month for acting as an independent non-executive director of CCT Tech.

Mr. Chen 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. Chen had interests in 10,000,000 shares of CCT Tech. Save as disclosed above, as at the Latest Practicable Date, Mr. Chen 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 Mr. Chen 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. CHOW Siu Ngor, aged 57, has served as an independent non-executive Director since March 2013. Mr. Chow is the chairman and a member of the remuneration committee of the Company, and a member of the audit committee and the nomination committee of the Company. He is also an independent non-executive director, chairman and member of the remuneration committee, and member of the audit committee and nomination committee of CCT Tech. He is an independent non-executive director of REXLot Holdings Limited and a non-executive director of China Gamma Group Limited, whose shares are both listed on the main board of the Stock Exchange. Mr. Chow is a practising solicitor in Hong Kong. He is currently a Partner with Messrs. King & Wood Mallesons. Mr. Chow graduated from The Chinese University of Hong Kong in 1981 with an Honours Degree in Social Science. He then obtained an Honours Degree in Laws from the University of Birmingham in 1987. Mr. Chow was admitted as a solicitor of the Supreme Court of Hong Kong in 1990 and has been in private practice since then.

Save as disclosed above, Mr. Chow 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.

Mr. Chow has signed a letter of appointment with the Company on 8 March 2013, pursuant to which he has been appointed for a term of three years commencing from 8 March 2013. Mr. Chow'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. Mr. Chow does not receive any fee or salary from the Company in respect of his position as an independent non-executive Director. He receives a fee of HK$20,000.00 per month for acting as an independent non-executive director of CCT Tech.

Mr. Chow 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. Chow had no 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.

As disclosed in the Regulatory Announcement & News of the Stock Exchange dated 9 July 2009, Mr. Chow, as a former independent non-executive director of, together with other directors of China Solar Energy Holdings Limited, were publicly criticised by the Listing Committee of the Stock Exchange for breaching their directors' undertakings to use their best endeavours to procure China Solar Energy Holdings Limited's compliance with the Listing Rules with regard to publication of announcement of certain notifiable and connected transactions in a timely manner pursuant to Rules 14.34, 14.37 and 14A.47 of the Listing Rules and inclusion of requisite details of the connected transactions in the 2008 annual report in accordance with Rule 14A.45 of the Listing Rules. As directed by the Stock Exchange, Mr. Chow had undergone 24 hours of training on Listing Rules compliance and directors' duties.

Save as disclosed above, there is no information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no information which should be disclosed nor is/was Mr. Chow 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 Wednesday, 22 May 2013 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 2012.

2. To declare a final dividend.

3. To re-elect the retiring directors, Mr. Tam Ngai Hung, Terry as executive director of the Company and Mr. Chen Li and Mr. Chow Siu Ngor 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 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 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."

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

Hong Kong, 19 April 2013

Notes:

(1) The register of members of the Company will be closed from Monday, 20 May 2013 to Wednesday, 22 May 2013 (both days inclusive) during which period no transfer of share(s) will be effected. In order 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 Thursday, 16 May 2013.

(2) The register of members of the Company will be closed from Tuesday, 28 May 2013 to Thursday, 30 May 2013 (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 Monday, 27 May 2013.

(3) 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.

(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 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, 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.

(7) With respect to the resolution set out in resolution no. 3 of this notice, Mr. Tam Ngai Hung, Terry, Mr. Chen Li and Mr. Chow Siu Ngor 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 2012 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 2012 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.