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CCT TELECOM HOLDINGS LIMITED

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

(Stock Code: 00138)

CONDITIONAL CASH OFFER BY VC BROKERAGE LIMITED ON BEHALF OF THE COMPANY TO REPURCHASE UP TO 280,000,000 SHARES AT HK$0.50 PER SHARE AND APPLICATION FOR WHITEWASH WAIVER

VOLUNTARY ANNOUNCEMENT IN RESPECT OF VOTING AND ACCEPTANCE OF THE OFFER

The Board would like to draw the attention of the Independent Shareholders that even if the Independent Shareholder votes in favour of the resolution to be proposed at the SGM, he or she is free nonetheless to accept or not to accept the Offer.

Independent Shareholders are strongly advised to consider carefully the information as contained in the Offer Document, in particular the recommendation from the Independent Board Committee and the advice from First Shanghai, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Offer and the Whitewash Waiver, before deciding whether to vote for or against the resolution in respect of the Offer and the Whitewash Waiver. Qualifying Shareholders are also strongly advised to consider carefully the aforesaid information before acting on the Offer and should consult their professional advisers if in doubt.

Reference is made to the offer document (the "**Offer Document**") of CCT Telecom Holdings Limited (the "**Company**") dated 23 January 2009. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

VOTING AND ACCEPTANCE OF THE OFFER

The Board recently received a number of enquiries in respect of the Offer and would like to draw the attention of the Independent Shareholders on the following matters:

(i) As stated on page 14 of the Offer Document, even if the Independent Shareholder votes in favour of the resolution to be proposed at the SGM, he or she is free nonetheless to accept or not to accept the Offer; and

(ii) Independent Shareholders are requested to complete the form of proxy enclosed with the Offer Document in accordance with the instructions printed thereon and return it to the Company's branch share registrar 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 SGM, which is scheduled to be held at 10:00 a.m. on Monday, 16 February 2009, or any adjourned meeting (as the case may be). Such form of proxy for use at the SGM 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 such Shareholder from attending and voting at the SGM or at any adjourned meeting (as the case may be) in person should he or she so wish.

Independent Shareholders are strongly advised to consider carefully the information as contained in the Offer Document, in particular the recommendation from the Independent Board Committee and the advice from First Shanghai, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Offer and the Whitewash Waiver, before deciding whether to vote for or against the resolution in respect of the Offer and the Whitewash Waiver.

GENERAL

Qualifying Shareholders are also strongly advised to consider carefully the information as contained in the Offer Document, in particular the recommendation from the Independent Board Committee and the advice from First Shanghai in respect of the Offer and the Whitewash Waiver, before acting on the Offer and should consult their professional advisers if in doubt.

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

Hong Kong, 11 February 2009

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

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

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