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CITIC 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

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 16 FEBRUARY 2009 AND FULFILLMENT OF CONDITIONS IN RESPECT OF THE OFFER

The Board is pleased to announce that the ordinary resolution in respect of the Offer and the Whitewash Waiver was duly passed by the Independent Shareholders voting by way of poll at the SGM held on 16 February 2009. The condition in relation to the Whitewash Waiver, which has been granted by the Executive subject to the approval of the Independent Shareholders voting by way of poll at the SGM, has now been satisfied.

All the conditions of the Offer have been fulfilled and the Offer has become unconditional and will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Monday, 2 March 2009, or such later time and/or date as the Company may, subject to the Takeovers Code, decide and announce.

Qualifying 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 acting on the Offer and should consult their professional advisers if in doubt.

Reference is made to the offer document (the "**Offer Document**") and the notice of the special general meeting (the "**SGM**") 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.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolution as set out in the notice of the SGM dated 23 January 2009 in connection with the Offer and the Whitewash Waiver (the "**Ordinary Resolution**") was duly passed by the Independent Shareholders voting by way of poll at the SGM held on 16 February 2009.

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

As at the date of the SGM, the total number of issued and fully paid Shares was 853,614,826 Shares. Mr. Mak and parties acting in concert with him, who were interested in a total of 295,490,731 Shares, representing approximately 34.62% of the existing total issued share capital of the Company, and the Shareholding Directors, who were interested in a total of 15,328,213 Shares, representing approximately 1.80% of the existing total issued share capital of the Company, were required to abstain, and have so abstained, from voting on the Ordinary Resolution proposed at the SGM. As a result, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolution at the SGM was 542,795,882 Shares and none of the Shares would entitle the Independent Shareholders to attend and vote only against the Ordinary Resolution at the SGM. A total of 261,156,176 Shares were held by the Independent Shareholders who attended, either in person or by proxy, and voted for or against the Ordinary Resolution at the SGM.

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

	Number of Votes (%)	
ORDINARY RESOLUTION	**For**	**Against**
To approve the resolution in respect of the Offer and the Whitewash Waiver as set out in the notice of the SGM.	260,714,976 (99.83%)	441,200 (0.17%)

WHITEWASH WAIVER

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

CONDITIONS OF THE OFFER

As set out in the Offer Document, the Offer is conditional upon (i) the Offer and the Whitewash Waiver being approved by the Independent Shareholders voting by way of poll at the SGM; and (ii) the granting of the Whitewash Waiver by the Executive. All the Conditions have been fulfilled and the Offer has become unconditional and will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Monday, 2 March 2009, or such later time and/or date as the Company may, subject to the Takeovers Code, decide and announce.

STATUS OF THE OFFER

As at 4:00 p.m. on the date of this announcement, the Company has received a total of seven completed forms regarding acceptances of an aggregate of 3,430 Shares in respect of the Offer, representing approximately 0.0012% of the Maximum Number to be repurchased pursuant to the Offer.

GENERAL

Qualifying 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 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, 16 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.