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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 CCT TELECOM HOLDINGS LIMITED TO REPURCHASE UP TO 80,000,000 SHARES AT HK$1.00 PER SHARE AND APPLICATION FOR WHITEWASH WAIVER

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 18 NOVEMBER 2009 AND FULFILLMENT OF CONDITIONS OF THE OFFER

The Board is pleased to announce that the Ordinary Resolution to approve the Offer and the Whitewash Waiver was duly passed by the Independent Shareholders voting by way of poll at the SGM held on 18 November 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 on 18 November 2009 and will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Wednesday, 2 December 2009, or such later time and/or date as the Company may, subject to the Takeovers Code, decide and announce.

Qualifying Shareholders should note that their voting decision on the Ordinary Resolution at the SGM shall not affect their decision as to whether to accept the Offer or not. Qualifying Shareholders are strongly advised to read the Offer Document carefully, including 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 when 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 29 October 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 29 October 2009 to approve 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 18 November 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 655,056,191 Shares. Mr. Mak and parties acting in concert with him, who were interested in a total of 295,490,731 Shares, representing approximately 45.11% 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 2.34% 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 344,237,247 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 125,964,303 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.

Save for those Shareholders who were required to abstain from voting on the Ordinary Resolution in which they have a material interest as disclosed in the Offer Document, namely Mr. Mak and parties acting in concert with him and the Shareholding Directors, no other party has stated its intention in the Offer Document as to whether it would vote for or against the Ordinary Resolution or that it would abstain from voting on the Ordinary Resolution at the SGM.

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

ORDINARY RESOLUTION	**Number of Shares (Approximate % of total number of Shares voted)**	
	For	**Against**
To approve the resolution in respect of the Offer and the Whitewash Waiver as set out in the notice of the SGM.	125,748,103 (99.83%)	216,200 (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.

If, upon completion of the Offer, the interests of Mr. Mak and parties acting in concert with him exceed 50% of the voting rights of the Company, Mr. Mak and companies in which Mr. Mak has statutory control, namely, Capital Force International Limited, New Capital Industrial Limited and Capital Winner Investments Limited, can in the future increase their holding in the Shares without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer. However, there may be circumstances where there are changes in the make-up of the group consisting of Mr. Mak and parties acting in concert with him and holdings in each party of this group may change from time to time. This being the case, any party in this group holding less than 50% of the issued share capital of the Company may incur an obligation to make a general offer under Rule 26.1 of the Takeovers Code upon further acquisition of the Shares by any of them unless a waiver from the Executive is granted.

CONDITIONS OF THE OFFER

As set out in the Offer Document, the Offer is conditional upon (i) the passing of the Ordinary Resolution by way of poll to approve the Offer and the Whitewash Waiver by the Independent Shareholders, either voting in person or by proxy, at the SGM; and (ii) the granting of the Whitewash Waiver by the Executive. All the Conditions have been fulfilled in full and the Offer has become unconditional on 18 November 2009 and will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Wednesday, 2 December 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 one completed form regarding acceptance of 2,700 Shares in respect of the Offer, representing approximately 0.0034% of the Maximum Number to be repurchased pursuant to the Offer.

GENERAL

Qualifying Shareholders should note that their voting decision on the Ordinary Resolution at the SGM shall not affect their decision as to whether to accept the Offer or not. Qualifying Shareholders are strongly advised to read the Offer Document carefully, including 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 when in doubt.

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

Hong Kong, 18 November 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 statement contained in this announcement misleading.

This announcement will remain 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.