Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

CCT TELECOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 00138)

MAJOR TRANSACTION
ACQUISITION OF PROPERTIES

The Board announces that on 31 August 2011, the Purchasers, indirect wholly-owned subsidiaries of the Company, entered into the Provisional S&P Agreement with the Vendor, pursuant to which the Purchasers will acquire from the Vendor the Properties for a purchase price in the aggregate amount of HK$161,139,000. The Purchase Price was determined after arm's length negotiation and was based on normal commercial terms.

In respect of the Acquisition, the applicable percentage ratios, where applicable, calculated by reference to Rule 14.07 of the Listing Rules, are 25% or more but less than 100%. Accordingly, the Acquisition constitutes a major transaction of the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company has obtained written approval for the Acquisition in accordance with Rule 14.44 of the Listing Rules from a closely allied group of Shareholders comprising Mr. Mak, Capital Force, New Capital and Capital Winner, which together are beneficially interested in an aggregate of 303,250,731 Shares, representing approximately 50.03% of the entire issued capital of the Company as at the date of this announcement and no Shareholder is required to abstain from voting if the Company were to convene a special general meeting for the approval of the Acquisition. As such, the Company will seek confirmation from the Stock Exchange that shareholders' approval for the Acquisition may be obtained by means of written approval from Mr. Mak, Capital Force, New Capital and Capital Winner in lieu of holding a general meeting.

A circular containing, amongst others, further information of the Acquisition and a valuation report in relation to the Properties will be despatched to the Shareholders on or before 22 September 2011 in accordance with the Listing Rules.

The Board announces that on 31 August 2011, the Purchasers, indirect wholly-owned subsidiaries of the Company, entered into the Provisional S&P Agreement with the Vendor in relation to the acquisition of the Properties for a purchase price in the aggregate amount of HK$161,139,000.

THE PROVISIONAL S&P AGREEMENT

Date: 31 August 2011

Parties:

(i) Purchasers:

First Purchaser: Charter Base Development Limited, an indirect wholly-owned subsidiary of the Company

Second Purchaser: Huge Partner Limited, an indirect wholly-owned subsidiary of the Company

(ii) Vendor: FBT 27 - 32 Company Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

Sale and Purchase:

Pursuant to the Provisional S&P Agreement, the Vendor will sell and the First Purchaser will purchase the First Property and the Second Purchaser will purchase the Second Property upon the terms contained therein. It is expected that the Vendor and the Purchasers will enter into the Formal Agreement on or before 14 September 2011. The Formal Agreement will incorporate the terms and conditions contained in the Provisional S&P Agreement and any other terms to be mutually agreed amongst the Purchasers and the Vendor.

The Properties will be sold with vacant possession on Completion.

The Properties:

The First Property comprises all those 31st and 32nd Floor and the car parking spaces no. 5, 6, 7, 8, 9 and 10 on the 1st Floor of the Building, comprising a total gross floor area of approximately 12,540 square feet (excluding the car parking spaces), with 6,270 square feet per floor. They are commercial buildings.

The Second Property comprises the car parking space no. 11 on the 1st Floor of the Building, including an assignment of all those machine rooms in the main roof of the Building.

The Properties are preliminarily valued at HK$164,000,000 as at 29 August 2011 by Grant Sherman, an independent professional valuer. A valuation report of the Properties performed by Grant Sherman will be contained in the circular to be despatched to the Shareholders.

Purchase Price:

The purchase price for the First Property is HK$160,439,000 and the purchase price for the Second Property is HK$700,000. The purchase price for the Properties is in the aggregate amount of HK$161,139,000, payable in cash.

The Purchase Price was determined after arm's length negotiation by reference to: (i) the prevailing market price of office properties of the same building and nearby location in Wanchai; and (ii) the preliminary value of the Properties appraised by Grant Sherman. It is estimated that the Purchase Price together with such stamp duty, property agent commission, registration fee, legal costs and printing costs of the circular will put the total costs of the Properties at approximately HK$168,793,000.

The Purchase Price represents a discount of approximately 1.74% to the preliminary valuation of HK$164,000,000 as at 29 August 2011 as valued by Grant Sherman. The slight discount of approximately 1.74% is considered to be reasonable and acceptable.

The Directors (including the independent non-executive Directors) believe that the Purchase Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Terms of Payments:

(a) an initial deposit of HK$8,056,950 (the "**Initial Deposit**") has been paid by the Purchasers to the Vendor upon signing of the Provisional S&P Agreement;

(b) a further deposit of HK$8,056,950 (the "**Further Deposit**") will be paid by the Purchasers to the Vendor on or before 14 September 2011; and

(c) the remaining balance of the Purchase Price of HK$145,025,100 will be satisfied in full by the Purchasers upon Completion.

The Initial Deposit and the Further Deposit have been and will be respectively paid to the Vendor's solicitors as stakeholders who may release the same to the Vendor provided that the balance of the Purchase Price is sufficient to discharge the Properties from the existing legal charge/mortgage.

The Company intends to satisfy the Purchase Price by a combination of internal resources of the Group and bank mortgage financing to the extent where available.

Completion:

Completion will take place on or before 3 January 2012, or, if earlier, following receipt by the Purchasers or their solicitors of not less than fourteen days' notice in writing from the Vendor or its solicitors confirming that the Vendor is able to deliver vacant possession of the Properties to the Purchasers, provided always that the Purchasers shall not be required to complete earlier than 1 November 2011.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is currently renting an office premises in Central as the corporate head office of the Group and the existing tenancy agreement will expire on 30 September 2011. The new rental for renewal of the existing tenancy agreement is expected to increase substantially from the existing rental and the Company has been looking for other office premises to relocate. The Company intends to occupy one of the floors of the Properties for its own use as the new corporate head office of the Group and the other one floor be held for future expansion or investment. As Completion is expected to take place on or before 3 January 2012, the Company is currently in negotiation with the landlord for renewal of the existing tenancy agreement for a short term lease to provide time for the relocation of the corporate head office of the Group.

The Board has confidence in the Hong Kong commercial property market and also believes that price of commercial properties in prime commercial location like Wanchai will continue to go up in the long term. In addition to substantial saving of rent in the future, the Directors also believe that the Acquisition may produce potential capital gain in the future through appreciation in the value of the Properties.

On the above basis, the Directors (including the independent non-executive Directors) consider that the terms of the Provisional S&P Agreement and the Acquisition are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

None of the Directors have any material interest in the Provisional S&P Agreement and the Acquisition and therefore, none of them have abstained from voting on the Board resolution(s) which approved the Provisional S&P Agreement and the Acquisition.

INFORMATION OF THE PURCHASERS, THE COMPANY AND THE GROUP

Each of the Purchasers is an indirect wholly-owned subsidiary of Company and their principal activity is investment.

The Company is the holding company of the Group, which is principally engaged in (i) the design, development, manufacture and sale of telecom and electronic products; (ii) the manufacture of components; (iii) the manufacture and sale of infant and child products; (iv) the securities business; (v) the property development; and (vi) the property investment and holding.

INFORMATION OF THE VENDOR

The Vendor is a company set up by a real estate investment fund for the purpose of holding the Properties and some other properties and car parking spaces on other floors of the same building.

LISTING RULES IMPLICATIONS

In respect of the Acquisition, the applicable percentage ratios, where applicable, calculated by reference to Rule 14.07 of the Listing Rules, are 25% or more but less than 100%. Accordingly, the Acquisition constitutes a major transaction of the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, none of the Shareholders have any material interest in the Acquisition and no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition.

The Company has obtained written approval for the Acquisition in accordance with Rule 14.44 of the Listing Rules from a closely allied group of Shareholders comprising Mr. Mak, Capital Force, New Capital and Capital Winner, which together are beneficially interested in an aggregate of 303,250,731 Shares, representing approximately 50.03% of the entire issued capital of the Company as at the date of this announcement. The shareholding in Capital Force, New Capital and Capital Winner are wholly-owned by Mr. Mak, his spouse and his two sons. As at the date of this announcement, Mr. Mak, Capital Force, New Capital and Capital Winner hold 8,475,652 Shares, 96,868,792 Shares, 171,357,615 Shares and 26,548,672 Shares respectively, representing approximately 1.40%, 15.98%, 28.27% and 4.38% respectively of the entire issued capital of the Company. On the basis that (i) no Shareholder is required to abstain from voting if the Company were to convene a special general meeting for the approval of the Acquisition; and (ii) the written approval of Mr. Mak, Capital Force, New Capital and Capital Winner for the Acquisition as mentioned above, the Company will seek confirmation from the Stock Exchange that shareholders' approval for the Acquisition may be obtained by means of written approval from a closely allied group of Shareholders holding more than 50% shareholding in the Company in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. Subject to the confirmation of the Stock Exchange, no special general meeting will be convened for the purpose of approving the Acquisition.

A circular containing, amongst others, further information on the Acquisition and a valuation report in relation to the Properties will be despatched to the Shareholders on or before 22 September 2011 in accordance with the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

"Acquisition"	acquisition of the Properties by the Purchasers from the Vendor pursuant to the terms and conditions of the Provisional S&P Agreement and the Formal Agreement;
"Board"	board of the Directors;
"Building"	Fortis Bank Tower also known as Fortis Tower, Nos. 77, 78 – 79 Gloucester Road, Hong Kong;

"Capital Force"	Capital Force International Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Mak, his spouse and his two sons;
"Capital Winner"	Capital Winner Investments Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Mak, his spouse and his two sons;
"Company"	CCT Telecom Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose Shares are listed on the main board of the Stock Exchange;
"Completion"	completion of the Acquisition pursuant to the terms and conditions of the Provisional S&P Agreement and the Formal Agreement;
"connected person(s)"	has the same meaning ascribed to it under the Listing Rules;
"Director(s)"	directors of the Company from time to time;
"First Property"	all those 31st and 32nd Floor and the car parking spaces no. 5, 6, 7, 8, 9 and 10 on the 1st Floor of the Building;
"First Purchaser"	Charter Base Development Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company;
"Formal Agreement"	the formal sale and purchase agreement to be entered into amongst the Vendor and the Purchasers on or before 14 September 2011 in relation to the sale and purchase of the Properties, which will incorporate the terms and conditions contained in the Provisional S&P Agreement and any other terms to be mutually agreed amongst the Purchasers and the Vendor;

"Further Deposit"	has the meaning given to it under the sub-section headed "Terms of Payments" under the section headed "The Provisional S&P Agreement" of this announcement;
"Grant Sherman"	Grant Sherman Appraisal Limited, an independent professional valuer;
"Group"	the Company and its subsidiaries from time to time;
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Initial Deposit"	has the meaning given to it under the sub-section headed "Terms of Payments" under the section headed "The Provisional S&P Agreement" of this announcement;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Mr. Mak"	Mr. Mak Shiu Tong, Clement, the chairman, the chief executive officer and an executive director of the Company;
"New Capital"	New Capital Industrial Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Mak, his spouse and his two sons;
"Properties"	the First Property and the Second Property;
"Provisional S&P Agreement"	provisional sale and purchase agreement dated 31 August 2011 entered into amongst the Purchasers and the Vendor in relation to the sale and purchase of the Properties;
"Purchase Price"	purchase price in the aggregate amount of HK$161,139,000 for the Properties;

"Purchasers"	the First Purchaser and the Second Purchaser;
"Second Property"	the car parking space no. 11 on the 1st Floor of the Building, including an assignment of all those machine rooms in the main roof of the Building;
"Second Purchaser"	Huge Partner Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company;
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Vendor"	FBT 27 – 32 Company Limited, a company incorporated in Hong Kong with limited liability; and
"%"	per cent.

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

Hong Kong, 31 August 2011

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.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange 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.