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CCT TELECOM HOLDINGS LIMITED

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

(Stock Code: 00138)

AMENDMENTS TO THE BYE-LAWS

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

The Board wishes to inform the Shareholders that the Board has proposed to make certain amendments to the Bye-laws.

This announcement is made by CCT Telecom Holdings Limited (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Amendments to the Company's Bye-laws

Under the existing bye-laws of the Company (the "**Bye-law(s)**"), any shareholder of the Company ("**Shareholder**") (other than the person to be proposed) duly qualified to attend and vote at any general meeting has the right to propose any person for election as a director of the Company ("**Director**"), irrespective of the percentage of shareholding held by such Shareholder. The existing provisions of the Bye-law 88 may expose the Company to excessive administrative burden to handle a large number of nominations of persons proposed by minority Shareholders for election as Directors as there is no threshold requirement on the percentage of shareholding held by the proposing Shareholder and no restriction on the number of nominations to be made by each Shareholder. The Company may have to incur a large amount of time and costs to deal with numerous nominations for election as Directors at any general meeting and such nominations may not be successful. In order to avoid such exposure, the board of Directors (the "**Board**") proposes to amend Bye-law 88 as follows:

(a) only Shareholder(s) individually or collectively holding not less than one-tenth of the then total paid up capital of the Company as at the date of relevant nomination notice carrying the right of voting at general meetings of the Company may propose candidate(s) for election as Director(s);

(b) a qualified Shareholder may propose himself or herself for election to be a Director; and

(c) the number of candidates which may be nominated by any qualified Shareholder individually or any group of qualified Shareholders collectively for election as Directors at any general meeting will be limited to three (3), subject to the maximum number of Directors of the Company, if any.

The Board is of the view that the above proposed amendments to Bye-law 88 are fair and reasonable to the Company and the Shareholders as a whole as it balances the right of the minority Shareholders for proposing election of Director(s) and protects the Company from the exposure of excessive administrative burden and costs in handling a large number of Directors' nominations.

The above proposed amendments to the Bye-laws (the "**Amendments**") are subject to approval by special resolution(s) of the Shareholders at the annual general meeting of the Company to be held on 24 May 2012 (the "**AGM**"). As no Shareholder has a material interest in the Amendments, no Shareholder is required to abstain from voting on the special resolution(s) to approve the Amendments at the AGM.

A circular of the Company containing, among other information, further details of the Amendments and a notice of the AGM will be despatched to the Shareholders in accordance with the requirements of the Listing Rules and the Bye-laws on or before 24 April 2012.

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

Hong Kong, 12 April 2012

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 of Hong Kong Limited 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/eng/investor/announcements.php.