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CCT TELECOM HOLDINGS LIMITED

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

(Stock Code: 00138)

MAJOR TRANSACTION
ACQUISITION OF PROPERTY

The Board announces that on 30 July 2012, the Purchaser, indirect wholly-owned subsidiary of the Company, entered into the Provisional S&P Agreement with the Vendor, pursuant to which the Purchaser will acquire from the Vendor the Property for a purchase price in the amount of HK$159,800,000. 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. 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, no special general meeting will be convened for the purpose of approving the Acquisition as permitted under Rule 14.44 of the Listing Rules.

A circular containing, amongst others, further information of the Acquisition will be despatched to the Shareholders on or before 14 September 2012, as the Company will require more than 15 Business Days after publication of this announcement to prepare the relevant information to be included in the circular.

The Board announces that on 30 July 2012, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Provisional S&P Agreement with the Vendor in relation to the acquisition of the Property for a purchase price of HK$159,800,000.

THE PROVISIONAL S&P AGREEMENT AND THE ACQUISITION

Date: 30 July 2012

Parties:

(i) Purchaser: Goldbay Investments Limited (or its nominee), which is an indirect wholly-owned subsidiary of the Company

(ii) Vendor: Maycarol 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 Purchaser will purchase the Property upon the terms contained therein. It is expected that the Vendor and the Purchaser will enter into the Formal Agreement on or before 13 August 2012. 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 Purchaser and the Vendor.

The Purchaser will purchase the Property subject to the renewal of a short term license agreement, if any.

The Property:

The Property is situated at Units No. 1-33, 34A, 34B, 36A, 36B and 38-45 on the Portion of the Basement of Podium of Blocks 1, 2 and 3 City Garden, No. 233 Electric Road, Hong Kong. The Property is a commercial arcade with a gross floor area of approximately 40,000 square feet.

The Property is currently leased by the Vendor to a licensee, which is a third party independent of the Company and its connected persons, for use as a children learning centre at an average monthly rental of approximately HK$577,500 (inclusive of management fees, air conditioning fee and government rent and rates) under a license agreement for a license period from 1 January 2012 to 31 August 2012.

The Property is preliminarily valued at HK$162,000,000 as at 30 July 2012 by Grant Sherman, an independent professional valuer. A valuation report of the Property prepared by Grant Sherman will be contained in the circular to be despatched to the Shareholders.

Purchase Price:

The purchase price for the Property is HK$159,800,000, payable in cash.

The Purchase Price was determined after arm's length negotiation by reference to: (i) the prevailing market price of retail shops of the nearby location in North Point; and (ii) the preliminary value of the Property 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 Property at approximately HK$168,000,000.

The Purchase Price represents a discount of approximately 1.36% to the preliminary valuation of HK$162,000,000 as at 30 July 2012 as valued by Grant Sherman. The slight discount 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 Payment:

(a) an initial deposit of HK$5,000,000 (the "**Initial Deposit**") has been paid by the Purchaser to the Vendor upon signing of the Provisional S&P Agreement;

(b) a further deposit of HK$10,980,000 (the "**Further Deposit**") will be paid by the Purchaser to the Vendor on or before 13 August 2012; and

(c) the remaining balance of the Purchase Price of HK$143,820,000 will be satisfied in full by the Purchaser 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 evidence is provided by the Vendor that the balance of the Purchase Price is sufficient to discharge the Property 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 30 November 2012.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Property will be held by the Group as an investment producing rental income. The Board is confident in the retail property market in Hong Kong because of the buoyant retail market boosted by increasing number of visitors from the mainland China. As such, the Board believes that the Acquisition represents a good investment as the Group will earn a stream of rental income from the Property and it will benefit from long term capital gains in the event the Property appreciates in value in the future.

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 PURCHASER, THE COMPANY AND THE GROUP

The Purchaser is an indirect wholly-owned subsidiary of the Company and its principal activity is investment.

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

INFORMATION OF THE VENDOR

The Vendor is a company engaged in investment business.

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 has any material interest in the Acquisition 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.

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 holds 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 has been obtained, no special general meeting will be convened for the purpose of approving the Acquisition as permitted under Rule 14.44 of the Listing Rules.

A circular containing, amongst others, further information of the Acquisition will be despatched to the Shareholders on or before 14 September 2012, as the Company will require more than 15 Business Days after publication of this announcement to prepare the relevant information to be included in the circular.

DEFINITIONS

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

"Acquisition"	acquisition of the Property by the Purchaser from the Vendor pursuant to the terms and conditions of the Provisional S&P Agreement and the Formal Agreement;
"Board"	board of the Directors;
"Business Day(s)"	a day on which commercial banks in Hong Kong are open for business (excluding Saturdays, Sundays, public holidays and any weekday on which Typhoon Signal No. 8 or higher is hoisted or a black rain storm warning is given in Hong Kong at any time during 9:00 a.m. to 5:00 p.m.);
"Capital Force"	Capital Force International Limited, a company incorporated in the British Virgin Islands with limited liability, the shareholding in which is 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, the shareholding in which is 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;

"Formal Agreement"	the formal sale and purchase agreement to be entered into between the Vendor and the Purchaser on or before 13 August 2012 in relation to the sale and purchase of the Property, which will incorporate the terms and conditions contained in the Provisional S&P Agreement and any other terms to be mutually agreed amongst the Purchaser and the Vendor;
"Further Deposit"	has the meaning given to it under the sub-section headed "Terms of Payment" under the section headed "The Provisional S&P Agreement and the Acquisition" 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 Payment" under the section headed "The Provisional S&P Agreement and the Acquisition" 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, the shareholding in which is wholly-owned by Mr. Mak, his spouse and his two sons;

"percentage ratios"	has the same meaning ascribed to it under the Listing Rules;
"Property"	Units No. 1-33, 34A, 34B, 36A, 36B and 38-45 on the Portion of the Basement of Podium of Blocks 1, 2 and 3 City Garden, No. 233 Electric Road, Hong Kong;
"Provisional S&P Agreement"	provisional sale and purchase agreement dated 30 July 2012 entered into amongst the Purchaser and the Vendor in relation to the sale and purchase of the Property;
"Purchase Price"	purchase price in the amount of HK$159,800,000 for the Acquisition;
"Purchaser"	Goldbay Investments Limited or its nominee which is 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"	Maycarol 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, 30 July 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 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.