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**HKT TELECOM HOLDINGS LIMITED**

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

# DISCLOSEABLE TRANSACTION

# ADDITIONAL DISPOSAL OF SHOPPING UNITS

Reference is made to the Company's announcement dated 30 July 2012, the circular dated 14 September 2012, the announcements dated 18 January 2013, 9 July 2013, 17 July 2013, 18 July 2013, 24 July 2013, 26 July 2013 and 29 July 2013 (the clarification announcement) respectively, in relation to the Property.

The Board announces that during the period from 27 July 2013 to 29 July 2013 (both days inclusive), the Vendor, an indirect wholly-owned subsidiary of the Company, entered into an additional 25 sets of Provisional SPAs with the Purchasers, pursuant to which the Vendor will sell Additional Sold Shopping Units with an aggregate gross floor area of approximately 2,300 square feet to the Purchasers at the Additional Selling Price of approximately HK$58,000,000. The disposal of the Additional Sold Shopping Units after 26 July 2013 is treated as a new transaction under the Listing Rules and has not been aggregated with the disposal of the Shopping Units sold before 27 July 2013, for the purpose of determination of notifiable transaction classification under the Listing Rules. The accumulated Selling Price (including the Additional Selling Price) of the accumulated Shopping Units sold (including the Additional Sold Shopping Units) by the Vendor during the period from commencement of sale of the Shopping Units to the date of this announcement is HK$589,000,000.

As one of the applicable percentage ratios, calculated by reference to Rule 14.07 of the Listing Rules, in respect of the Additional Disposal is more than 5% but less than 25%, the Additional Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

**Shareholders and potential investors should note that the Additional Provisional SPAs have not yet been completed as at the date of this announcement. As such, Shareholders and potential investors should exercise caution when dealing in the securities of the Company.**

Reference is made to the Company's announcement dated 30 July 2012, the circular dated 14 September 2012, the announcements dated 18 January 2013, 9 July 2013, 17 July 2013, 18 July 2013, 24 July 2013, 26 July 2013 and 29 July 2013 (the clarification announcement) respectively, in relation to the Property.

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**THE ADDITIONAL PROVISIONAL SPAs**

Period entered : During the period from 27 July 2013 to 29 July 2013

Parties : (i) Goldbay Property (China) Limited, an indirect wholly-owned subsidiary of the Company, as the Vendor; and

(ii) the Purchasers

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchasers and in the case of corporate Purchasers, their ultimate beneficial owner(s), are third parties independent of the Company and its connected persons.

**Sale and Purchase of the Additional Sold Shopping Units**

Pursuant to the each signed Additional Provisional SPA, the Vendor will sell and the relevant Purchaser will purchase the relevant Additional Sold Shopping Unit(s) upon the terms contained therein. It is provided in the Additional Provisional SPA that the Vendor and the Purchaser will enter into a Formal Agreement within fourteen days after the date of the Additional Provisional SPA.

The aggregate gross floor area and the saleable floor area of the Additional Sold Shopping Units sold under the Additional Provisional SPAs entered into during the period from 27 July 2013 to 29 July 2013 (both days inclusive) are approximately 2,300 square feet and approximately 1,150 square feet, respectively. The Additional Sold Shopping Units will be sold with vacant possession on Completion. Renovation, upgrading and subdivision of the Property into the Shopping Units will be carried out after Completion. The aggregate gross floor area and saleable floor area of the accumulated Shopping Units sold (including the Additional Sold Shopping Units) from commencement of sale of the Shopping Units to the date of this announcement are approximately 23,800 square feet and approximately 11,900 square feet, respectively.

The Vendor will incur at least HK$3,000,000 on the promotion and marketing of the Property as a whole. The Vendor will incur at least HK$40,000,000 in the renovation and the subdivision of the Property and the sum of HK$40,000,000 will be withheld by the Vendor's solicitors from the total Selling Prices as escrow to pay for such costs.

If a Purchaser defaults on the relevant Additional Provisional SPA, including not signing a Formal Agreement and/or not making any further deposit or any payments in accordance with the Provisional SPA, the Vendor can forfeit the deposit paid up to 10% of the selling price of the relevant Additional Sold Shopping Unit and claim losses and expenses arising from the defaults of the Purchaser in accordance with the terms of the Additional Provisional SPA.

**The Additional Selling Price**

The Additional Selling Price of the Additional Disposal is approximately HK$58,000,000, payable in cash. The aggregate Selling Price (including the Additional Selling Price) of the accumulated Shopping Units sold (including the Additional Sold Shopping Units) by the Vendor during the period from commencement of sale of the Shopping Units to the date of this announcement is HK$589,000,000.

The selling prices of the Shopping Units were determined after arm's length negotiation, based on a professional valuation of the Shopping Units conducted by Vigers, an independent professional valuer, on behalf of the Vendor, and with reference to the prevailing market prices of the retail properties within close proximity of the Property, taking into account the renovation and upgrading that will be carried out on the Property.

The Additional Selling Price set out in the Additional Provisional SPAs represents a slight discount of approximately 0.2% to the valuation of the Additional Sold Shopping Units sold of approximately HK$59,000,000 as at 9 July 2013 as appraised by Vigers.

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

**Terms of Payments**

In respect of each signed Additional Provisional SPA,

(a) a preliminary deposit of relevant amount was paid by the Purchaser to the Vendor's solicitors, holding in escrow on behalf of the Vendor, upon the signing of the Additional Provisional SPA;

(b) the first installment of further deposit equals to the excess (if any) of 10% of the selling price set out in the Additional Provisional SPA over the preliminary deposit paid will be payable by the Purchaser to the Vendor's solicitors, holding in escrow on behalf of the Vendor, within 14 days from the date of the Additional Provisional SPA;

(c) the second installment of further deposit equals to the excess of 20% of the selling price set out in the Additional Provisional SPA over the total sum of the preliminary deposit and the first installment of the further deposit will be payable by the Purchaser to the Vendor's solicitors, holding in escrow on behalf of the Vendor, within one month from the date of the Additional Provisional SPA; and

(d) the remaining balance of 80% of the selling price set out in the Additional Provisional SPA will be paid by the Purchaser to the Vendor upon completion of the sale which will take place within three months from the date of Additional Provisional SPA.

**Incentives to be offered to the Purchasers**

The following incentives will be offered by the Vendor to each of the Purchasers:

(1) If the Purchaser elects, the Vendor will guarantee the Purchaser that within the first 2 years commencing from the Completion Date, the Additional Sold Shopping Unit concerned will maintain an annual rental return of not less than 5% of the selling price of the Shopping Unit(s) sold (the "**Rental Guarantee**") on condition that the Purchaser will on Completion Date issue a revocable power of attorney appointing the Vendor or its nominee as its attorney to let or lease the relevant Additional Sold Shopping Unit(s) to any person and on such terms and conditions as the Vendor may see fit during the Rental Guarantee period. Any shortfall between the guaranteed rental of 5% per annum and the actual rent received from the relevant Additional Sold Shopping Unit(s) during the Rental Guarantee period will be borne and be payable by the Vendor to the Purchaser which has elected the Rental Guarantee.

(2) The Purchaser may elect to obtain long-term financing from the Vendor to finance part of the selling price for the Additional Sold Shopping Unit(s) under the relevant Additional Provisional SPA. If the Purchaser so elects, the Vendor will procure a finance company (which can be a wholly-owned subsidiary of the Company or an independent third party) to provide such financing by way of a mortgage loan to the Purchaser up to 40% of the selling price of the Additional Sold Shopping Unit(s). The mortgage loan will be secured by mortgage on the relevant Additional Sold Shopping Unit and interest will be charged based on prime lending rate of HK$.

(3) The Vendor will reimburse the additional portion of the ad valorem stamp duty arising from the new stamp duty rates announced by the Financial Secretary on 22 February 2013 payable on the sale of the relevant Additional Sold Shopping Unit(s) by the Vendor to the Purchaser, in accordance with the terms of the Additional Provisional SPA.

**Completion**

Completion of the Additional Disposal under the relevant Additional Provisional SPA will take place on the Completion Date, which is within three months from the date of the Additional Provisional SPA.

## INFORMATION ON THE PROPERTY AND THE SHOPPING UNITS

The Property comprises Units No. 1-33, 34A, 34B, 36A, 36B and 38-45 on the Portion of the Basement at the Podium of Blocks 1, 2 and 3, City Garden, No. 233 Electric Road, Hong Kong. The acquisition of the Property by the Vendor was completed on 30 November 2012.

The Vendor will carry out renovation, upgrading and subdivision of the Property after Completion. The Property will be sub-divided into approximately over 300 Shopping Units with total saleable floor area of approximately 15,785 square feet and total gross floor area of approximately 31,570 square feet. Of all the Shopping Units, certain Shopping Units with gross floor area for approximately 4,020 square feet are designated for shops providing food and beverage and will not be offered for sale at this moment, subject to further design.

Since completion of the acquisition of the Property on 30 November 2012, license fee income of approximately HK$600,000 (inclusive of building management fee, air conditioning fee and government rent and rates) was earned for the month of December 2012. The Property has been vacant since 1 January 2013. The unaudited operating profit (before finance costs and revaluation gain of the Property) before and after tax of the Property for the month ended 31 December 2012 is approximately HK$339,000. The total book value of the Property as shown in the audited financial statements of the Vendor for the year ended 31 December 2012 was HK$260,000,000.

An estimated unaudited gain before tax of approximately HK$23,000,000 is expected to accrue to the Group upon completion of the Additional Disposal on the assumption that the Additional Provisional SPAs will be completed. The unaudited accumulated gain before tax for the Shopping Units sold (including the Additional Sold Shopping Units) during the period from commencement of sale of the Shopping Units to the date of this announcement is approximately HK$237,000,000. The estimated unaudited gain before tax arising from sale of the Additional Sold Shopping Units was calculated based on the difference between the total Additional Selling Price of approximately HK$58,000,000 and the sum total of: (i) the proportion of the book value of the Property as at 31 December 2012 attributable to the Additional Sold Shopping Units sold; (ii) the estimated total cost of the Rental Guarantee of the Additional Sold Shopping Units sold, assuming that all the relevant Purchasers elect the Rental Guarantee and all such units will not be let out during the rental guaranteed period; (iii) the estimated or the estimated share of property agent commission, ad valorem stamp duty, legal and professional fees, selling and other expenses arising from the Additional Disposal; and (iv) the estimated proportional share of costs of promotion, renovation, upgrading, and sub-division costs attributable to the Additional Sold

Shopping Units sold, to be payable or borne by the Vendor. The actual unaudited gain before tax arising from the Additional Disposal will be calculated upon Completion of the Additional Disposal by deducting the carrying amount attributable to the Additional Sold Shopping Units sold and the actual and estimated costs of the above items at the Completion Dates from the total Additional Selling Price.

## REASONS FOR THE ADDITIONAL DISPOSAL

The value of the Property has surged since its acquisition by the Vendor, partly because of the recent property market condition in Hong Kong and partly because of the Vendor's plan to upgrade and renovate the Property. As such, the Board is of the view that the Disposal (including the Additional Disposal) provides a good opportunity for the Group to realise its investment in the Property with potential substantial gains and the proceeds from the Disposal will further enhance the financial position of the Group. Furthermore, through the Disposal, the Group will enter into a new property development and property trading business and a money lending business (in case the financing of part of the Selling Price is provided by the Group to the Purchasers) in Hong Kong. We believe these new businesses have good potential for growth.

The Directors (including the independent non-executive Directors) consider that the terms of the Additional Provisional SPAs are on normal commercial terms, fair and reasonable and the Additional Disposal is in the interests of the Company and the Shareholders as a whole.

## USE OF PROCEEDS

The proceeds from the Additional Disposal will be applied as follows:

(a) to repay the proportional share of the outstanding mortgage loan (which amounted to approximately HK$77,000,000 as at the date of this announcement) of the Property attributable to the Additional Sold Shopping Units under the Additional Provisional SPAs;

(b) to finance the mortgage loan provided by the Group if such financing is elected by the Purchasers to finance part (up to the total extent of 40%) of the selling price of the Additional Sold Shopping Units;

(c) to settle property agent commission, ad valorem stamp duty, legal and professional fees and selling and other expenses to be borne or payable by the Vendor in respect of the Additional Disposal;

(d) the renovation, subdivision and promotion expenses attributable to the Additional Sold Shopping Units;

(e) to settle the cost of the Rental Guarantee attributable to the Additional Sold Shopping Units under the Additional Provisional SPAs; and

(f) the remaining balance will be used as general working capital of the Group or other possible investment opportunities.

The Board considers that the Additional Disposal will further improve the financial and cash position of the Group.

## INFORMATION ON THE VENDOR, THE COMPANY AND THE GROUP

The Vendor is an indirect wholly-owned subsidiary of the Company and its principal activity is property 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) property development in China; and (v) property investment and holdings in Hong Kong.

Through the Disposal, the Group will enter into the property development and property trading business and the money lending business (in case the financing of part of the Selling Price is provided by the Group to the Purchasers) in Hong Kong.

## INFORMATION ON THE PURCHASERS

Of the Purchasers, 22 sets of the Additional Provisional SPAs were entered into by individual purchasers and the remaining 3 sets of the Additional Provisional SPAs were entered into by corporate Purchasers.

## LISTING RULES IMPLICATIONS

The disposal of the Additional Sold Shopping Units after 26 July 2013 is treated as a new transaction under the Listing Rules and has not been aggregated with the disposal of the Shopping Units sold before 27 July 2013, for the purpose of determination of notifiable transaction classification under the Listing Rules. As one of the applicable percentage ratios, calculated by reference to Rule 14.07 of the Listing Rules, in respect of the Additional Disposal is more than 5% but less than 25%, the Additional Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

The Company will include and disclose details of the Additional Disposal and valuation of the Additional Sold Shopping Units in the circular of the Company to be prepared and dispatched to the Shareholders in relation to the accumulated disposal of the Shopping Units which constitute a very substantial disposal ("**VSD**") for the Company as disclosed in the Company's announcement dated 24 July 2013. The Company will also seek the Shareholder's approval for the Additional Disposal together with the accumulated disposal of Shopping Units up to and including 26 July 2013 at the forthcoming special general meeting to be convened by the Company to approve the VSD transaction.

The Company will comply with the relevant requirements of the Listing Rules in the event that future additional disposal of the Shopping Units by the Vendor after the date of this announcement would constitute a notifiable transaction under the Listing Rules.

**Shareholders and potential investors should note that the Additional Provisional SPAs have not yet been completed as at the date of this announcement. As such, Shareholders and potential investors should exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

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

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| "Additional Disposal" | the disposal of the Additional Sold Shopping Units by the Vendor to the Purchasers under the Additional Provisional SPAs entered into by the parties after 26 July 2013; |

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| "Additional Provisional SPAs" | the additional Provisional SPAs entered into between the Vendor and the Purchasers after 26 July 2013, for sale and purchase of the Additional Sold Shopping Units; |
| "Additional Selling Price" | the aggregate Selling Price of the Additional Sold Shopping Units sold by the Vendor to the Purchasers under the Additional Provisional SPAs entered into by the parties after 26 July 2013; |
| "Additional Sold Shopping Units" | the additional Shopping Units sold by the Vendor to the Purchasers under the Additional Provisional SPAs entered into by the parties after 26 July 2013; |
| "Board" | the board of Directors; |
| "Business Day(s)" | a day (other than Saturdays, Sundays, and public holidays) on which licensed banks in Hong Kong are open for business; |
| "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 each Disposal pursuant to the terms and conditions of the relevant Provisional SPA and the Formal Agreement; |
| "Completion Date" | the date of completion of each Disposal pursuant to the terms and conditions of the relevant Provisional SPA and the Formal Agreement, which will take place within three months from the date of the Provisional SPA; |
| "connected person(s)" | has the same meaning ascribed to it under the Listing Rules; |
| "Director(s)" | the director(s) of the Company from time to time; |

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| "Disposal" | the disposal of the Shopping Units by the Vendor to the Purchasers pursuant to the terms and conditions of the Provisional SPAs and the Formal Agreements; |
| "Formal Agreement(s)" | the formal sale and purchase agreement(s) to be entered into between the Vendor and the Purchaser(s) in relation to the sale and purchase of the relevant Shopping Unit(s); |
| "Group" | the Company and its subsidiaries from time to time; |
| "HK$" | Hong Kong dollar, the lawful currency of Hong Kong; |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC; |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange; |
| "percentage ratios" | has the meaning ascribed to it under the Listing Rules; |
| "PRC" or "China" | the People's Republic of China and for the purpose of this announcement excluding Hong Kong, Macau and Taiwan; |
| "Property" | Units No. 1-33, 34A, 34B, 36A, 36B and 38-45 on the Portion of the Basement at the Podium of Blocks 1, 2 and 3, City Garden, No. 233 Electric Road, Hong Kong before subdivision into the Shopping Units, the acquisition of which by the Vendor was completed on 30 November 2012; |
| "Provisional SPA(s)" | the provisional sale and purchase agreement(s) entered into between the Vendor and the Purchaser(s) from time to time in relation to the sale and purchase of the Shopping Unit(s); |
| "Purchaser(s)" | the individual(s) or the company/(companies), as the case may be, which enter into the Provisional SPA(s) from time to time with the Vendor to purchase the Shopping Unit(s); |

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| "Rental Guarantee" | has the meaning defined in the sub-section headed "Incentives to be offered to the Purchasers" under the section headed "The Additional Provisional SPAs" of this announcement; |
| "Selling Price" | the selling price of the Shopping Units; |
| "Shares" | the shares of HK$0.10 each in the share capital of the Company; |
| "Shareholders" | the holders of the issued Shares; |
| "Shopping Units" | subdivided retail property units of the Property which are being offered for sale by the Vendor; |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; |
| "Vendor" | Goldbay Property (China) Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company; |
| "Vigers" | Vigers Appraisal and Consulting Limited, an independent professional valuer; and |
| "%" | per cent. |

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

Hong Kong, 29 July 2013

*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. Chen Li and Mr. Chow Siu Ngor.*

*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.*