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中信國際電訊集團有限公司
CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code : 01883)

**PROPOSED RIGHTS ISSUE OF RIGHTS SHARES
AT THE SUBSCRIPTION PRICE OF
HK\$2.02 EACH ON THE BASIS OF
3 RIGHTS SHARES FOR EVERY 8 EXISTING SHARES
HELD ON THE RECORD DATE**

AND

CLOSURE OF REGISTER OF MEMBERS

Joint Financial Advisers to the Company

**CITIC Securities Corporate Finance
(HK) Limited**

**Standard Chartered Securities
(Hong Kong) Limited**

Joint Global Coordinators and Joint Underwriters of the Rights Issue

**CITIC Securities Corporate Finance
(HK) Limited**

**Standard Chartered Securities
(Hong Kong) Limited**

DBS Asia Capital Limited

**Deutsche Bank AG,
Hong Kong Branch**

**UBS AG,
Hong Kong Branch**

PROPOSED RIGHTS ISSUE

The Company proposes to raise not less than approximately HK\$1,824.8 million before expenses, and not more than approximately HK\$1,847.0 million before expenses, by way of a rights issue of not less than 903,375,326 Rights Shares and not more than 914,378,763 Rights Shares on the basis of 3 Rights Shares for every 8 existing Shares held by Qualifying Shareholders on the Record Date at the Subscription Price of HK\$2.02 per Rights Share.

Pursuant to the terms of the Rights Issue, Qualifying Shareholders will be provisionally allotted 3 Rights Shares in nil-paid form for every 8 existing Shares held on the Record Date. Fractional entitlements will not be allotted but will be aggregated and sold for the benefit of the Company. The Rights Issue is only available to Qualifying Shareholders and will not be available to Non-Qualifying Shareholders.

Assuming no new Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue, the aggregate number of nil-paid Rights Shares proposed to be provisionally allotted pursuant to the terms of the Rights Issue represents approximately 37.5% of the Company's issued share capital as at the date of this announcement and approximately 27.3% of the Company's issued share capital as enlarged by the Rights Issue.

The Rights Issue (other than the Rights Shares that are subject to the Irrevocable Undertakings) will be severally underwritten by the Joint Underwriters in their respective portions on the terms and subject to the conditions set out in the Underwriting Agreement.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

Reference is made to the joint announcements of the Company and CITIC Pacific dated 17 October 2012 and 13 January 2013, the announcement of the Company dated 18 February 2013 and the circular of the Company dated 21 March 2013 (the "**Announcements and Circular**") in relation to the Company's acquisitions of a total of 79% interest in Companhia de Telecomunicações de Macau, S.A.R.L. (the "**Acquisitions**"). As disclosed in the Announcements and Circular, the Company has already obtained commitments on a certain funds basis for short and long-term loan facilities from a group of banks and other financial institutions to cover all of its funding requirements in relation to the Acquisitions, and the Company may consider reducing the amount to be drawn down under such facilities through a combination of equity issuance and/or bond issuance.

As disclosed in the Announcements and Circular, completion of the Acquisitions is subject to certain conditions. The Board is pleased to inform Shareholders and potential investors that the necessary consents/approvals from shareholders of Cable & Wireless Communications Plc, the Shareholders and the PRC Government have already been obtained from the relevant parties respectively. Pending the obtaining of the approval from the Macau Government, completion of the Acquisitions will proceed pursuant to the terms of the relevant sale and purchase agreements. The Company expects completion of the Acquisitions to take place in or before the third quarter of 2013. The Company will make further announcement(s) as and when appropriate.

The net proceeds of the Rights Issue are estimated to be not less than approximately HK\$1,804.7 million and not more than approximately HK\$1,826.9 million after the deduction of all estimated expenses. The net proceeds of the Rights Issue are intended to be used to finance part of the consideration payable by the Company in respect of the

Acquisitions, thereby reducing the amount to be drawn down under the available facilities, or otherwise as general working capital for the Company.

IRREVOCABLE UNDERTAKINGS TO TAKE UP RIGHTS SHARES

As at the date of this announcement, CITIC Group Corporation and CITIC Pacific respectively hold (via their respective shareholder vehicles) 444,500,000 Shares (representing approximately 18.45% of the issued share capital of the Company) and 1,001,084,370 Shares (representing approximately 41.56% of the issued share capital of the Company). Together, CITIC Group Corporation and CITIC Pacific hold an aggregate of 1,445,584,370 Shares, representing approximately 60.01% of the issued share capital of the Company. CITIC Group Corporation's and CITIC Pacific's respective shareholder vehicles holding such Shares have each provided an irrevocable undertaking to the Company and the Joint Underwriters that, among other things, it will take up the Rights Shares to be provisionally allotted to it (i.e. in aggregate 542,094,138 Rights Shares, representing their full entitlements to the new Shares under the Rights Issue).

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Underwriting Agreement contains provisions granting the Joint Underwriters a right to terminate their obligations under the Underwriting Agreement upon the occurrence of certain events. Please refer to the section headed "2(c) Termination of the Underwriting Agreement" below for further details.

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. If this condition is not fulfilled or waived, the Rights Issue will not proceed, in which case a further announcement will be made by the Company at the relevant time. If the Underwriting Agreement is terminated by the Joint Underwriters, the Rights Issue also will not proceed.

The Shares are expected to be dealt in on an ex-rights basis from 8 May 2013. Dealings in the Rights Shares in the nil-paid form are expected to take place from 20 May 2013 to 27 May 2013 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled (or waived), the Underwriting Agreement will terminate and the Rights Issue will not proceed. If the Underwriting Agreement is terminated by the Joint Underwriters, the Rights Issue also will not proceed.

Any Shareholder or other person contemplating transferring, selling or purchasing Shares and/or the Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any person who is in doubt about his/her/its position or any action to be taken is advised to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Joint Underwriters' right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. If in any doubt, investors are advised to consult their professional advisers.

TRADING ARRANGEMENTS

The last day of dealings in the Shares on a cum-rights basis will be 7 May 2013. The Shares will be dealt with on an ex-rights basis from 8 May 2013. The Rights Shares are expected to be dealt with in their nil-paid form from 20 May 2013 to 27 May 2013 (both dates inclusive).

To qualify for the Rights Issue, a Shareholder must (i) be registered as a member of the Company as on the Record Date; and (ii) not be a Non-Qualifying Shareholder. In order to be registered as members of the Company on the Record Date, all transfer documents of the Shares must be lodged (together with the relevant Share certificate(s)) with the Registrar at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. (Hong Kong time) on 9 May 2013. The register of members of the Company will be closed from 10 May 2013 to 14 May 2013 (both dates inclusive) during which period no transfer of Shares will be registered.

Holders of the Vested Share Options who wish to participate in the Rights Issue should exercise the subscription rights attaching to the Vested Share Options in accordance with their respective terms and conditions and be registered as holders of Shares allotted and issued to them pursuant to such exercise with the Company before 4:30 p.m. on 9 May 2013.

The latest time for acceptance of and payment for the Rights Shares is expected to be 4:00 p.m. on the Latest Acceptance Date, which is expected to be on 30 May 2013 or such other date as the Company and the Joint Underwriters may agree in writing. The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. For details of the trading arrangements, please refer to the section headed "5. Rights Issue Timetable" below.

GENERAL

As the proposed Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the approval of the Shareholders in a general meeting.

The Prospectus containing, among other things, further information on the Rights Issue together with the PALs and the EAFs is expected to be despatched by the Company to Qualifying Shareholders on or before 15 May 2013. A copy of the Prospectus will also be made available on the websites of the Company (www.citictel.com) and the Stock Exchange (www.hkexnews.hk). Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company will send copies of the Prospectus to Non-Qualifying Shareholders for their information only but will not send any PAL or EAF to them.

1. PROPOSED RIGHTS ISSUE

The proposed Rights Issue is subject to the fulfillment of the conditions as set out in the section headed "2(b) Conditions of the Rights Issue and the Underwriting Agreement" in this announcement.

(a) Issue statistics

Basis of the Rights Issue : 3 Rights Shares for every 8 existing Shares held on the Record Date

<i>Subscription Price</i>	:	HK\$2.02 per Rights Share
<i>Number of Shares in issue as at the date of this announcement</i>	:	2,409,000,870 Shares
<i>Number of Rights Shares</i>	:	Not less than 903,375,326 Rights Shares (assuming no new Shares are allotted and issued pursuant to any exercise of the Vested Share Options on or before the Record Date) and not more than 914,378,763 Rights Shares (assuming new Shares are allotted and issued pursuant to the full exercise of the Vested Share Options on or before the Record Date)
<i>Minimum enlarged issued share capital upon completion of the Rights Issue</i>	:	3,312,376,196 Shares (assuming no new Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue)
<i>Maximum enlarged issued share capital upon completion of the Rights Issue</i>	:	3,352,722,133 Shares (assuming new Shares are allotted and issued pursuant to the full exercise of the Vested Share Options on or before the Record Date and no other Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue)
<i>Joint Financial Advisers</i>	:	CITIC Securities Corporate Finance and Standard Chartered
<i>Joint Global Coordinators and Joint Underwriters</i>	:	CITIC Securities Corporate Finance, Standard Chartered, DBS, Deutsche Bank and UBS

As at the date of this announcement, there are outstanding Share Options granted in respect of 52,782,500 Shares, of which 29,342,500 Shares may be allotted and issued upon full exercise of the Vested Share Options. Assuming the full exercise of the subscription rights attached to the Vested Share Options and Shares are allotted and issued pursuant to such exercise on or before the Record Date, a total of 29,342,500 new Shares would fall to be allotted and issued, which would result in the issue of 11,003,437 additional Rights Shares.

Save for the outstanding Share Options as mentioned above, the Company has no other outstanding convertible securities or options in issue or other similar rights which confer any right to convert or exchange into, or subscribe for, Shares as at the date of this announcement.

Assuming no new Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue, the aggregate number of nil-paid Rights Shares proposed to be provisionally allotted pursuant to the terms of the Rights Issue represents approximately 37.5% of the Company's issued share capital as at the date of this announcement and approximately 27.3% of the Company's issued share capital as enlarged by the Rights Issue.

(b) Subscription Price

The Subscription Price of HK\$2.02 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of Rights Shares under the Rights Issue or, where applicable, upon application for excess Rights Shares or when a renounee of any provisional allotment of the Rights Shares or a transferee of nil-paid Rights Shares applies for the Rights Shares. The Subscription Price represents:

- (i) a discount of approximately 26.8% to the closing price of HK\$2.76 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 26.3% to the average of the closing prices per Share as quoted on the Stock Exchange for the five previous consecutive trading days up to and including the Last Trading Day of approximately HK\$2.74;
- (iii) a discount of approximately 28.1% to the average of the closing prices per Share as quoted on the Stock Exchange for the ten previous consecutive trading days up to and including the Last Trading Day of approximately HK\$2.81; and
- (iv) a discount of approximately 21.1% to the theoretical ex-rights price of approximately HK\$2.56 per Share based on the closing price of HK\$2.76 per Share as quoted on the Stock Exchange on the Last Trading Day.

Each Rights Share will have a par value of HK\$0.10. The Rights Shares will have an aggregate nominal value of not less than HK\$90,337,533 and not more than HK\$91,437,876.

The Subscription Price was determined by the Directors with reference to the current market environment and the prevailing Share prices. Each Qualifying Shareholder will be entitled to subscribe for the Rights Shares at the same Subscription Price in proportion to his/her/its shareholding held on the Record Date.

After taking into consideration the reasons for the Rights Issue as stated in the section headed “7. Reasons for the Rights Issue and Use of Proceeds” below, the Directors consider the terms of the Rights Issue, including the Subscription Price (and the discounts to the relative values as indicated above) and in the context of the Company’s long-term business strategy, to be fair and reasonable to, and in the best interests of, the Company and the Shareholders as a whole. The Directors intend to take up their entitlements under the Rights Issue (if any) in full.

(c) Basis of provisional allotment

The basis of the provisional allotment shall be 3 Rights Shares for every 8 existing Shares held by Qualifying Shareholders on the Record Date. Application for all or any part of a Qualifying Shareholder’s provisional allotment should be made by completing a PAL and lodging the same with a remittance for the Rights Shares being applied for.

(d) Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the then existing Shares in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the Rights Shares.

(e) Certificates for the Rights Shares and Refund Cheques

Subject to the fulfillment of the conditions of the Rights Issue as set out below, Share certificates for all fully-paid Rights Shares are expected to be sent by ordinary post on or before 7 June 2013 to allottees and those entitled thereto at their own risk.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be sent by ordinary post on or before 7 June 2013 to the applicants at their own risk.

(f) Fractions of the Rights Shares

The Company will not provisionally allot and will not accept applications for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number). All nil-paid Rights Shares arising from such aggregation will be provisionally allotted (in nil-paid form) to Ting Hong Nominees Limited, a subsidiary of DBS Bank (Hong Kong) Limited, as nominee of the Company, and will be sold in the market and the proceeds will be retained by the Company for its own benefit, if a net premium can be obtained. Any unsold Rights Shares arising from such aggregation will be made available for excess application by Qualifying Shareholders.

(g) Application for excess Rights Shares

Qualifying Shareholders shall be entitled to apply for (i) any unsold nil-paid Rights Shares which would have been allotted to Non-Qualifying Shareholders had they been Qualifying Shareholders; (ii) any nil-paid Rights Shares provisionally allotted but not validly accepted by Qualifying Shareholders or otherwise not validly subscribed for by renounees or transferees of nil-paid Rights Shares; and (iii) any unsold nil-paid Rights Shares created by aggregating fractions of the Rights Shares.

Applications for excess Rights Shares may be made only by Qualifying Shareholders and only by completing an EAF and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar by a time which is currently expected to be 4:00 p.m. on 30 May 2013 or such later time as may be agreed between the Company and the Joint Underwriters.

Any excess Rights Shares will be allocated and allotted on a fair and equitable basis and on a pro rata basis by reference to the number of excess Rights Shares being applied for, with flexibility to round up to whole board lots at the discretion of the Directors. No reference will be made to Rights Shares comprised in applications by PAL or the existing number of Shares held by Qualifying Shareholders. No preference will be given to topping-up odd lots to whole board lots.

Investors whose Shares are held by a nominee company (or which are deposited in CCASS) should note that the Board will regard the nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, investors whose Shares are registered in the name of a nominee (or which are deposited in CCASS) should note that the aforesaid arrangement for top-up of odd lots in relation to the allocation of the excess Rights Shares will not be extended to them individually. Beneficial owners with their Shares held by a nominee company (or which are deposited in CCASS) are advised to consider whether they would like to arrange for the relevant Shares to be registered in their own name(s) on or before the Record Date.

Investors whose Shares are held by nominee(s) (or which are deposited in CCASS) and who would like to have their names registered on the register of members of the Company must lodge all necessary documents with the Registrar for completion of the relevant registration by 4:30 p.m. on 9 May 2013.

(h) Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. Both nil-paid Rights Shares and fully-paid Rights Shares are expected to be traded in board lots of 1,000 (as the Shares are currently traded on the Stock Exchange in board lots of 1,000). No part of the securities of the Company in issue or for which listing or permission to deal is being or is proposed to be sought is listed or dealt in or on any other stock exchange.

(i) Stamp duty and other applicable fees and charges

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy and other applicable fees and charges in Hong Kong.

(j) Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

(k) Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must (i) be registered as a member of the Company as on the Record Date; and (ii) not be a Non-Qualifying Shareholder.

In order to be registered as members of the Company on the Record Date, all transfer documents of the Shares must be lodged (together with the relevant Share certificate(s)) with the Registrar by 4:30 p.m. (Hong Kong time) on 9 May 2013. The last day of dealings in the Shares on a cum-rights basis will be 7 May 2013. The Shares will be dealt with on an ex-rights basis from 8 May 2013. The particulars of the Registrar are as follows:

Tricor Investor Services Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

The Company will send the Rights Issue Documents to Qualifying Shareholders on the Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company will send copies of the Prospectus to Non-Qualifying Shareholders and if required by the terms of the Share Option Scheme, to the holders of Share Options for their information only but will not send any PAL or EAF to them.

Holders of the Vested Share Options who wish to participate in the Rights Issue should exercise the subscription rights attaching to the Vested Share Options in accordance with their respective terms and conditions and be registered as holders of Shares allotted and issued to them pursuant to such exercise with the Company before 4:30 p.m. on 9 May 2013.

The latest time for acceptance of and payment for the Rights Shares is expected to be 4:00 p.m. on the Latest Acceptance Date.

Qualifying Shareholders who take up their pro rata entitlement in full will not suffer any dilution to their interests in the Company. If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

(I) Non-Qualifying Shareholders

The Rights Issue Documents are not intended to be registered or filed under applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders on the Record Date may not be eligible to take part in the Rights Issue as explained below.

Prior to the issue of the Prospectus, the Company will make enquiries with overseas legal advisers regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. If, based on the legal opinions obtained by the Company, the Directors consider that it is necessary or expedient not to offer the Rights Shares to any Overseas Shareholder on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Rights Issue will not be available to such Overseas Shareholder pursuant to Rule 13.36(2)(a) of the Listing Rules. The basis for excluding Non-Qualifying Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued. The Company will, subject to the advice of its legal advisers and to the extent reasonably practicable, send copies of the Prospectus to Non-Qualifying Shareholders for their information only, but will not send any PAL and EAF to Non-Qualifying Shareholders.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence on the Stock Exchange but before the last date for dealings in nil-paid Rights Shares, if a premium over the expenses of sale can be obtained. The aggregate net proceeds of such sale, will be paid by the Company to the relevant Non-Qualifying Shareholder(s) pro-rata to their shareholdings in the Company as on the Record Date in Hong Kong dollars. The Company will retain individual amounts of less than HK\$100 for the benefit of the Company. Any unsold entitlements of Non-Qualifying Shareholders will, as referred to above in this announcement, be made available to meet excess applications on EAFs by Qualifying Shareholders.

Overseas Shareholders and beneficial owners of Shares who are residing outside Hong Kong should note that they may or may not be entitled to participate in the Rights Issue subject to the results of enquiries made by the Company. The Company reserves the right to treat as invalid any acceptances of or applications for the Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, such Overseas Shareholders and beneficial owners of Shares who are residing outside Hong Kong should exercise caution when dealing in the Shares.

(m) Closure of register of members

The register of members of the Company will be closed from 10 May 2013 to 14 May 2013 (both dates inclusive) for determining the entitlements to the Rights Issue. No transfer of Shares will be registered during the period.

2. UNDERWRITING ARRANGEMENT

On 22 April 2013, the Company and the Joint Underwriters entered into the Underwriting Agreement in respect of the proposed Rights Issue on terms set out below.

(a) The Underwriting Agreement

Date : 22 April 2013

Joint Underwriters : CITIC Securities Corporate Finance, Standard Chartered, DBS, Deutsche Bank and UBS

Number of Rights Shares underwritten : The Rights Issue (other than the Rights Shares that are subject to the Irrevocable Undertakings of the Undertaking Shareholders as described in the section headed “3. Irrevocable Undertakings to take up Rights Shares”), being not less than 361,281,188 Rights Shares and not more than 372,284,625 Rights Shares, will be fully underwritten by the Joint Underwriters.

The Underwritten Shares will be underwritten by the Joint Underwriters in equal portions.

Joint Underwriters’ commission : 2% of the aggregate Subscription Price of the maximum number of Underwritten Shares

Subject to the fulfillment of the conditions (or any waiver, as the case may be, by the Joint Underwriters) contained in the Underwriting Agreement and provided that the Underwriting Agreement is not terminated prior to the Latest Time for Termination in accordance with the terms thereof, the Joint Underwriters have agreed to subscribe or procure the subscription for all Underwritten Shares that are not taken up by Qualifying Shareholders or renounees or transferees of the nil-paid Rights Shares.

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, Standard Chartered, DBS, Deutsche Bank and UBS are independent third parties and are not connected persons of the Company. CITIC Securities Corporate Finance is indirectly wholly-owned by CITIC Securities Company Limited, which is indirectly owned as to approximately 21% by CITIC Group Corporation, which is the

Company's ultimate holding company. CITIC Securities Corporate Finance is otherwise an independent third party, and it is not a connected person of the Company.

(b) Conditions of the Rights Issue and the Underwriting Agreement

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. The obligations of the Joint Underwriters under the Underwriting Agreement are conditional upon:

- (i) publication of this announcement pursuant to the Listing Rules by no later than 11:00 p.m. on the date of the Underwriting Agreement;
- (ii) permission to deal in and listing of all the Rights Shares (in their nil-paid and fully-paid forms) being granted (subject only to allotment and despatch of the appropriate documents of title) by the Stock Exchange by no later than the business day prior to the commencement of trading of the Rights Shares (in their nil-paid and fully-paid forms respectively) and such permission not being withdrawn or revoked prior to the Latest Time for Termination;
- (iii) the Stock Exchange issuing a certificate authorising registration of the Prospectus with the Hong Kong Companies Registry under section 38D of the Companies Ordinance not later than the Record Date (or such later time and/or date as the Company and the Joint Underwriters may agree in writing) and, following registration of the Prospectus, a copy of the Prospectus having been submitted to the Stock Exchange for publication on its website not later than the date of the Prospectus (or such later time and/or date as the Company and the Joint Underwriters may agree in writing);
- (iv) a duly certified copy of the Prospectus (and other required documents) having been lodged with the Hong Kong Companies Registry not later than the Record Date (or such later time and/or date as the Company and the Joint Underwriters may agree in writing), and the Hong Kong Companies Registry issuing a confirmation of registration letter not later than the Record Date (or such later time and/or date as the Company and the Joint Underwriters may agree in writing);
- (v) the Rights Shares (in nil paid and fully paid forms) being admitted as eligible securities for deposit, clearance and settlement in CCASS on or before the business day prior to their respective commencement of dealing and no notification having been received by the Company from HKSCC by such time that such admission or facility for holding and settlement has been or is to be refused;
- (vi) the representations, warranties or undertakings of the Company set out in the Underwriting Agreement being true and accurate and not misleading in any respect on and as of the date of the Underwriting Agreement and at any time before the Latest Time for Termination, as though they had been given and made at such time by reference to the facts and circumstances then subsisting;
- (vii) compliance by the Company with its obligations under the Underwriting Agreement; and
- (viii) compliance by the Undertaking Shareholders with their obligations under the Irrevocable Undertakings.

If any of the above conditions has not been fulfilled or waived in accordance with the terms of the Underwriting Agreement by the Latest Time for Termination, the Underwriting Agreement shall terminate (save in respect of certain rights and obligations under the Underwriting Agreement) and the Rights Issue will not proceed.

(c) Termination of the Underwriting Agreement

The Joint Underwriters may terminate the arrangements set out in the Underwriting Agreement by written notice to the Company at any time prior to the Latest Time for Termination if:

- (i) any matter or circumstance arises as a result of which any of the conditions referred to above has become incapable of satisfaction as at the required time;
- (ii) the fact that any of the Company's representations, warranties or undertakings contained in the Underwriting Agreement is untrue, inaccurate, misleading or breached comes to the knowledge of the Joint Underwriters, or there has been a breach on the part of the Company of any other provision of the Underwriting Agreement, or a breach on the part of the Undertaking Shareholders of the Irrevocable Undertakings, or the Joint Underwriters have cause to believe that any such breach has occurred;
- (iii) any event occurs or matter arises or is discovered, which, if it had occurred before the date of the Underwriting Agreement or before any of the dates or before any time on which the Company's representations, warranties and undertakings are deemed to be repeated, would have rendered any of those representations, warranties or undertakings untrue, inaccurate, incomplete or misleading in any respect, comes to the knowledge of the Joint Underwriters;
- (iv) the Company's application to the Main Board of the Stock Exchange for permission for the listing of the Rights Shares (nil paid and fully paid) and permission to deal in the Rights Shares (nil paid and fully paid) on the Stock Exchange is withdrawn by the Company and/or refused by the Stock Exchange; and
- (v)
 - (a) any statement contained in this announcement or an Rights Issue Document has become or been discovered to be untrue, inaccurate, incomplete or misleading in any respect;
 - (b) any matter arises or is discovered which would, if this announcement or an Rights Issue Document was to be issued at the time, constitute an omission therefrom;
 - (c) there is any adverse change or prospective adverse change in the business or in the financial or trading position or prospects of any member of the Group;
 - (d) there has occurred, happened, come into effect or become public knowledge any event, series of events or circumstances concerning or relating to (whether or not foreseeable): (i) a suspension or a material limitation in trading in securities generally on the New York Stock Exchange, the London Stock Exchange plc, the Stock Exchange and/or any other stock exchange on which the Company's securities are traded; (ii) a suspension or a material limitation in trading in the Company's securities on the Stock Exchange and/or any other stock exchange on which the Company's securities are traded for a period of

more than three business days if any of such period occurs during the period of dealings in nil-paid Rights Shares, or for a period of more than five business days if any of such period occurs outside the period of dealings in nil-paid Rights Shares (other than pending publication of announcing the Rights Issue or any other announcement relating to the Rights Issue); (iii) a general moratorium on commercial banking activities in the United States, Hong Kong, Macau and/or the United Kingdom declared by the relevant authorities or a material disruption in commercial banking or securities settlement or clearance services in the United States, Hong Kong, Macau or the United Kingdom; or (iv) a change or development involving a prospective change in taxation affecting the Company, the Shares or the transfer thereof;

- (e) there shall have occurred any event or series of events (including without limitation the occurrence of any local, national or international outbreak or escalation of disaster, riot, public disorder, civil commotion, fire, flood, explosion, outbreak of an infectious disease, calamity, crisis, strike, lock-out, hostility, insurrection, armed conflict, act of terrorism, act of God or epidemic); or;
- (f) the Company is required to publish a supplementary prospectus in accordance with Rule 11.13 of the Listing Rules or otherwise,

which in the sole opinion of at least four of the five Joint Underwriters:

- (x) is or will be, or is likely to be, materially adverse to the business, financial, trading, condition or prospects of the Group or to any present or prospective Shareholder in its capacity as such;
- (y) has or will have or is likely to have a material adverse impact on the completion of the Rights Issue or dealings in the Rights Shares in the secondary market; or
- (z) makes it impracticable, inadvisable or inexpedient to proceed with the Rights Issue on the terms and in the manner contemplated in this announcement and the Rights Issue Documents,

then in any such case at least four of the five Joint Underwriters, acting jointly, may by notice in writing to the Company, served prior to the Latest Time for Termination, rescind or terminate the Underwriting Agreement.

Upon the giving of notice of termination, all the liabilities of the Joint Underwriters and the Company under the Underwriting Agreement (other than certain liabilities of the Company) shall cease and determine and no party shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (other than antecedent breaches and in respect of certain liabilities of the Company). If the Joint Underwriters exercise such right, the Rights Issue will not proceed.

(d) Lock up provisions under the Underwriting Agreement

The Company has undertaken to the Joint Underwriters that for the period from the date of the Underwriting Agreement and ending on the date which is 90 days from the date of commencement of dealing in Rights Shares in fully paid form, the Company shall not (except for the Rights Shares):

- (i) undertake any consolidation or subdivision of its share capital, allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares (except any Shares, Share Options or other securities or rights issued or granted under the Share Option Scheme);
- (ii) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (i) above; or
- (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above,

unless with the prior written consent of the Joint Underwriters (such consent not to be unreasonably withheld or delayed).

3. IRREVOCABLE UNDERTAKINGS TO TAKE UP RIGHTS SHARES

As at the date of this announcement, CITIC Group Corporation and CITIC Pacific together hold (via their respective holding vehicles) an aggregate of 1,445,584,370 Shares, representing approximately 60.01% of the issued share capital of the Company.

Ease Action Investments Corp. and Richtone Enterprises Inc. are indirectly wholly-owned subsidiaries of CITIC Pacific, and together hold an aggregate of 1,001,084,370 Shares (representing approximately 41.56% of the issued share capital of the Company) as at the date of this announcement. They have each given an irrevocable undertaking to the Company and the Joint Underwriters that, among other things, it will take up the Rights Shares to be provisionally allotted to it (i.e. in aggregate 375,406,638 Rights Shares, representing their full entitlements to the new Shares under the Rights Issue).

Silver Log Holdings Ltd. is an indirectly wholly-owned subsidiary of CITIC Group Corporation, and holds 444,500,000 Shares (representing approximately 18.45% of the issued share capital of the Company) as at the date of this announcement. CITIC Group Corporation also has an indirect interest of approximately 57.51% in CITIC Pacific as at the date of this announcement. Silver Log Holdings Ltd. has given an irrevocable undertaking to the Company and the Joint Underwriters that, among other things, it will take up the Rights Shares to be provisionally allotted to it (i.e. 166,687,500 Rights Shares, representing its full entitlement to the new Shares under the Rights Issue).

Save for the undertakings mentioned above, the Company has not obtained any undertakings from any other Shareholders to subscribe for any or all of the Rights Shares to be provisionally allotted to them.

4. EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDINGS IN THE COMPANY

The changes in the shareholding structure of the Company arising from the Rights Issue are as follows:

Scenario 1:

Assuming no new Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue:

	Existing shareholding as at the date of this announcement (Note 1)		Immediately after completion of the Rights Issue (assuming 0% of Rights Shares will be taken up by Qualifying Shareholders (other than any Shareholders subject to the Irrevocable Undertakings)) (Note 1)		Immediately after completion of the Rights Issue (assuming 100% of Rights Shares will be taken up by Qualifying Shareholders) (Note 1)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Ease Action Investments Corp.	903,018,087	37.49	1,241,649,869	37.49	1,241,649,869	37.49
Richtone Enterprises Inc.	98,066,283	4.07	134,841,139	4.07	134,841,139	4.07
Silver Log Holdings Ltd.	444,500,000	18.45	611,187,500	18.45	611,187,500	18.45
Directors	502,000	0.02	502,000	0.02	690,250	0.02
Joint Underwriters (Note 2)	-	0.00	361,281,188	10.91	-	0.00
Public Shareholders	962,914,500	39.97	962,914,500	29.07	1,324,007,438	39.97
Total	2,409,000,870	100.00	3,312,376,196	100.00	3,312,376,196	100.00

Notes:

- (1) Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- (2) Pursuant to the Joint Underwriters' underwriting obligations under the Underwriting Agreement.

Scenario 2:

Assuming new Shares have been allotted and issued on or before the Record Date pursuant to the full exercise of the Vested Share Options, but otherwise no other Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue:

	Existing shareholding as at the date of this announcement <i>(Note 1)</i>		Immediately after completion of the Rights Issue (assuming 0% of Rights Shares will be taken up by Qualifying Shareholders (other than any Shareholders subject to the Irrevocable Undertakings)) <i>(Note 1)</i>		Immediately after completion of the Rights Issue (assuming 100% of Rights Shares will be taken up by Qualifying Shareholders) <i>(Note 1)</i>	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Ease Action Investments Corp.	903,018,087	37.49	1,241,649,869	37.03	1,241,649,869	37.03
Richtone Enterprises Inc.	98,066,283	4.07	134,841,139	4.02	134,841,139	4.02
Silver Log Holdings Ltd.	444,500,000	18.45	611,187,500	18.23	611,187,500	18.23
Directors	502,000	0.02	502,000	0.01	690,250	0.02
Holder of Vested Share Options <i>(Note 2)</i>	-	0.00	29,342,500	0.88	40,345,937	1.20
Joint Underwriters <i>(Note 3)</i>	-	0.00	372,284,625	11.10	-	0.00
Public Shareholders	962,914,500	39.97	962,914,500	28.72	1,324,007,438	39.49
Total	2,409,000,870	100.00	3,352,722,133	100.00	3,352,722,133	100.00

Notes:

- (1) Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- (2) Pursuant to the full exercise of the subscription rights attaching to the Vested Share Options.
- (3) Pursuant to the Joint Underwriters' underwriting obligations under the Underwriting Agreement.

5. RIGHTS ISSUE TIMETABLE

(a) Expected timetable

Last day of dealings in Shares on a cum-rights basis	7 May 2013
First day of dealings in Shares on an ex-rights basis	8 May 2013
Latest time for lodging transfers of Shares in order to qualify for the Rights Issue	4:30 p.m. on 9 May 2013
Register of members closes (both dates inclusive)	10-14 May 2013
Record Date	14 May 2013
Rights Issue Documents expected to be despatched on.....	15 May 2013
Register of members re-opens	15 May 2013
First day of dealings in nil-paid Rights Shares	20 May 2013
Latest time for splitting of nil-paid Rights Shares	4:30 p.m. on 22 May 2013
Last day of dealings in nil-paid Rights Shares.....	27 May 2013
Latest time for acceptance and payment for Rights Shares and application and payment for excess Rights Shares	4:00 p.m. on 30 May 2013
Rights Issue expected to become unconditional.....	4:00 p.m. on 4 June 2013
Announcement of results of the Rights Issue to be published on the Stock Exchange's and the Company's website on or before	6 June 2013
Refund cheques in respect of unsuccessful or partially successful applications for excess Rights Shares expected to be despatched on or before	7 June 2013
Share certificates for fully-paid Rights Shares expected to be despatched on or before	7 June 2013
Expected first day of dealings in fully-paid Rights Shares.....	10 June 2013

Note: All dates and times referred to in this announcement are Hong Kong dates and times. Dates or deadlines specified in this announcement for events in the timetable for (or otherwise in relation to) the Rights Issue are indicative only and may be extended or varied by agreement between the Company and the Joint Underwriters. Further announcement will be made in the event that there is any change to the expected timetable for the Rights Issue.

(b) Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares

The latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place if:

- (i) a tropical cyclone warning signal no. 8 or above; or
- (ii) a “black” rainstorm warning

is in force in Hong Kong at any local time:

- (A) before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. In such event, the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same business day; or
- (B) between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. In such event, the latest time of acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place on the Latest Acceptance Date, the dates mentioned in the section headed “5(a) Expected Timetable” above may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

6. WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

As mentioned, the Underwriting Agreement contains provisions granting the Joint Underwriters a right to terminate their obligations under the Underwriting Agreement upon the occurrence of certain events. Please refer to the section headed “2(c) Termination of the Underwriting Agreement” above for further details.

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. If this condition is not fulfilled or waived, the Rights Issue will not proceed, in which case a further announcement will be made by the Company at the relevant time.

The Shares are expected to be dealt in on an ex-rights basis from 8 May 2013. Dealings in the Rights Shares in the nil-paid form are expected to take place from 20 May 2013 to 27 May 2013 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled (or waived), the Underwriting Agreement will terminate and the Rights Issue will not proceed. If the Underwriting Agreement is terminated by the Joint Underwriters, the Rights Issue also will not proceed.

Any Shareholder or other person contemplating transferring, selling or purchasing Shares and/or the Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any person who is in doubt about his/her/its position or any action to be taken is advised to consult his/her/its

own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Joint Underwriters' right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. If in any doubt, investors are advised to consult their professional advisers.

7. REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

Reference is made to the joint announcements of the Company and CITIC Pacific dated 17 October 2012 and 13 January 2013, the announcement of the Company dated 18 February 2013 and the circular of the Company dated 21 March 2013 (the “**Announcements and Circular**”) in relation to the Company’s acquisitions of a total of 79% interest in Companhia de Telecomunicações de Macau, S.A.R.L. (the “**Acquisitions**”). As disclosed in the Announcements and Circular, the Company has already obtained commitments on a certain funds basis for short and long-term loan facilities from a group of banks and other financial institutions to cover all of its funding requirements in relation to the Acquisitions, and the Company may consider reducing the amount to be drawn down under such facilities through a combination of equity issuance and/or bond issuance.

On 27 February 2013, the Company announced the issue of US\$450 million 6.1% guaranteed bonds due 2025 by its wholly-owned subsidiary. The net proceeds of such bonds issue and the net proceeds of the Rights Issue are intended to be used to finance part of the consideration payable by the Company in respect of the Acquisitions, and the amount of funds to be drawn down under the aforesaid facilities may be reduced accordingly. On this basis, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to raise capital through the Rights Issue.

As disclosed in the Announcements and Circular, completion of the Acquisitions is subject to certain conditions. The Board is pleased to inform Shareholders and potential investors that the necessary consents/approvals from shareholders of Cable & Wireless Communications Plc, the Shareholders and the PRC Government have already been obtained from the relevant parties respectively. Pending the obtaining of the approval from the Macau Government, completion of the Acquisitions will proceed pursuant to the terms of the relevant sale and purchase agreements. The Company expects completion of the Acquisitions to take place in or before the third quarter of 2013. The Company will make further announcement(s) as and when appropriate.

The net proceeds of the Rights Issue, after the deduction of all estimated expenses, are estimated to be not less than approximately HK\$1,804.7 million (assuming that no new Shares have been allotted and issued pursuant to the Share Option Scheme on or before the Record Date) and not more than approximately HK\$1,826.9 million (assuming 29,342,500 new Shares have been allotted and issued pursuant to the full exercise of the Vested Share Options on or before the Record Date). The net proceeds of the Rights Issue are intended to be used to finance part of the consideration payable by the Company in respect of the Acquisitions, thereby reducing the amount to be drawn down under the available facilities, or otherwise as general working capital for the Company.

The expenses of the Rights Issue (including professional fees and other related expenses) are estimated to be approximately HK\$20.1 million, and will be borne by the Company.

The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares (which is calculated by dividing the net proceeds of the Rights Issue by the total number of Rights Shares) will be approximately HK\$2.00.

8. TAXATION

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

9. EQUITY FUND RAISING BY THE COMPANY

The Company has not engaged in or initiated any equity fund raising exercises or any other issue of equity securities during the 12 months immediately preceding the date of this announcement.

10. POSSIBLE ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the Rights Issue, the exercise prices of, and/or the number or nominal amount of Shares subject to, the outstanding Share Options may be adjusted in accordance with the terms and conditions of the Share Option Scheme. The Company will make further announcements on the appropriate adjustments (if any) and the date they are expected to take effect in due course.

11. INFORMATION ON THE GROUP

The Group is one of Asia's leading telecoms service providers specialising in hub-based services. In addition to serving its key markets in China and Hong Kong, the Group is actively expanding its business to international telecoms operators. The Group has four main types of business, namely voice services, short message services (SMS), mobile value added services (VAS) and data services. Its independent hub connects with over 650 telecoms operators in 75 countries or areas.

12. GENERAL

On the basis that the Rights Issue are being offered to Shareholders (excluding, for these purposes, Non-Qualifying Shareholders) pro rata to their existing shareholdings (apart from fractional entitlements to Rights Shares), in accordance with Listing Rule 13.36(2), there is no requirement for the Directors to issue the Rights Shares pursuant to the current general mandate granted to the Directors at the annual general meeting of the Company held on 12 April 2013.

As the proposed Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the approval of the Shareholders in a general meeting.

The Prospectus containing, among other things, further information on the Rights Issue together with the PALs and the EAFs is expected to be despatched by the Company to Qualifying Shareholders on or before 15 May 2013. A copy of the Prospectus will also be made available on the websites of the Company (www.citictel.com) and the Stock Exchange (www.hkexnews.hk). Subject to the advice of the Company's legal advisers in the relevant

jurisdictions and to the extent reasonably practicable, the Company will send copies of the Prospectus to Non-Qualifying Shareholders for their information only but will not send any PAL or EAF to them.

13. DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this announcement:

“associate(s)”, “connected person(s)”, “subsidiary(ies)”	each has the meaning ascribed to it by the Listing Rules;
“Board”	the board of Directors;
“business day”	any weekday (other than a Saturday or a day on which a tropical cyclone warning signal no. 8 or above or a “black” rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.) on which banks in Hong Kong are generally open for business;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CITIC Group Corporation”	中國中信集團有限公司(CITIC Group Corporation), a wholly state-owned enterprise established under the laws of the PRC;
“CITIC Pacific”	CITIC Pacific Limited (中信泰富有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 00267);
“CITIC Securities Corporate Finance”	CITIC Securities Corporate Finance (HK) Limited;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the laws of Hong Kong);
“Company”	CITIC Telecom International Holdings Limited (中信國際電訊集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 01883);
“DBS”	DBS Asia Capital Limited;
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch;
“Director(s)”	the director(s) of the Company;

“EAF(s)”	the excess application form(s) to be issued to Qualifying Shareholders in respect of applications for excess Rights Shares;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Irrevocable Undertakings”	the irrevocable undertakings dated 19 April 2013 given by the Undertaking Shareholders to the Company and the Joint Underwriters, among other things, to take up in aggregate 542,094,138 Rights Shares (being the Rights Shares attributable to their entire present holding of 1,445,584,370 Shares);
“Joint Underwriters”	CITIC Securities Corporate Finance, Standard Chartered, DBS, Deutsche Bank and UBS;
“Last Trading Day”	19 April 2013, being the last trading day of the Shares on the Stock Exchange immediately prior to the publication of this announcement;
“Latest Acceptance Date”	30 May 2013, being the last day for acceptance of, and payment for, the Rights Shares or such other date as the Company and the Joint Underwriters may agree in writing;
“Latest Time for Termination”	4:00 p.m. on 4 June 2013;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) whom the Directors, based on the legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of the legal restrictions under the laws of the relevant place or the requirement of the relevant regulatory body or stock exchange in that place;
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) as shown on such register is/are outside Hong Kong;

“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to Qualifying Shareholders in respect of the Rights Shares proposed to be issued to them under the Rights Issue;
“PRC”	the People’s Republic of China;
“Prospectus”	the prospectus to be issued by the Company in relation to the Rights Issue;
“Posting Date”	the business day on which the Rights Issue Documents will be despatched to Shareholders, which is now expected to be 15 May 2013 (or such other date to be agreed in writing between the Company and the Joint Underwriters);
“Qualifying Shareholder(s)”	Shareholder(s), other than Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date;
“Record Date”	14 May 2013, the record date by reference to which entitlements to the Rights Issue will be determined;
“Registrar”	Tricor Investor Services Limited, the share registrar of the Company at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong;
“Rights Issue”	the proposed issue by the Company of the Rights Shares at the Subscription Price on the basis of 3 Rights Shares for every 8 existing Shares held on the Record Date, payable in full on acceptance;
“Rights Issue Documents”	the Prospectus, the PAL(s) and the EAF(s);
“Rights Share(s)”	the new Share(s) to be allotted and issued under the Rights Issue;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s) on the register of members of the Company;
“Share Option(s)”	the share option(s) granted by the Company pursuant to the Share Option Scheme;
“Share Option Scheme”	the share option scheme of the Company adopted on 17 May 2007;
“Standard Chartered”	Standard Chartered Securities (Hong Kong) Limited;

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the subscription price of HK\$2.02 per Rights Share;
“UBS”	UBS AG, Hong Kong Branch;
“Undertaking Shareholders”	Ease Action Investments Corp., Richtone Enterprises Inc. and Silver Log Holdings Ltd., which in aggregate hold 1,445,584,370 existing Shares as at the date of this announcement;
“Underwriting Agreement”	the underwriting agreement dated 22 April 2013 entered into between the Company and the Joint Underwriters in relation to the underwriting and certain other arrangements in respect of the Rights Issue;
“Underwritten Shares”	the Rights Shares underwritten by the Joint Underwriters pursuant to the terms of the Underwriting Agreement;
“Vested Share Options”	Share Options which have been validly vested to the holders entitling them to subscribe for Shares on or before the Record Date (being Share Options in respect of 29,342,500 Shares as at the date of this announcement); and
“%”	per cent.

* *The number of Rights Shares attributable to a particular Shareholder set out in this announcement is for illustration purpose only and the actual number may change due to the fact that the Shares may be held by different nominees and as a result of rounding resulting from fractional entitlements.*

By Order of the Board
CITIC Telecom International Holdings Limited
Xin Yue Jiang
Chairman

Hong Kong, 22 April 2013

The Directors of the Company as at the date of this announcement are: Executive Directors: Xin Yue Jiang (Chairman), Yuen Kee Tong and Chan Tin Wai, David; Non-Executive Directors: Liu Jifu and Luo Ning; and Independent Non-Executive Directors: Yang Xianzu, Liu Li Qing and Kwong Che Keung, Gordon.