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China Cyber Port (International) Company Limited
神州奧美網絡(國際)有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8206)

**(i) MAJOR AND CONNECTED TRANSACTION INVOLVING
THE ISSUE OF CONSIDERATION SHARES;
(ii) CONTINUING CONNECTED TRANSACTION;
(iii) PROPOSED CHANGE OF COMPANY NAME;
AND
(iv) RESUMPTION OF TRADING**

All capitalised terms are defined in the definitions section below.

THE ACQUISITION AGREEMENT

Reference is made to the announcement of the Company dated 9 July 2009 in relation to, among other things, the potential cooperation opportunities with CCC, a substantial Shareholder, as regards the PICC Project. After the close of trading hours on 11 January 2010, Sino Key, an indirect wholly-owned subsidiary of the Company, and CCC entered into the Acquisition Agreement whereby CCC conditionally agreed to sell, and Sino Key conditionally agreed to purchase, the Sale Capital at a consideration of HK\$256.08 million, which shall be satisfied at the sole discretion of Sino Key in a combination of (i) cash at Completion; and (ii) by the allotment and issue of the Consideration Shares to CCC or its nominee(s) credited as fully paid at the Issue Price at Completion. The number of Consideration Shares to be allotted and issued to CCC at Completion shall be determined at the sole discretion of Sino Key, provided that the number of Consideration Shares so allotted and issued to CCC, when aggregated with the number of Shares being held by CCC and its associates as at the date of the allotment and issue of the Consideration Shares, shall not exceed 29.9% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

The Sale Capital represents the entire registered and paid-up capital in the Target Company. The Target Company is principally engaged in the provision of the distribution and management services in relation to the Designated Shentong Cards pursuant to the Service Contract.

* For identification purposes only

The maximum of 328,307,692 Consideration Shares to be allotted and issued by the Company, credited as fully paid, at the Issue Price upon Completion represent (i) approximately 40.92% of the issued share capital of the Company as at the date of this announcement; (ii) approximately 32.30% of the issued share capital of the Company as enlarged by the allotment and issue of the minimum number of the Placing Shares; and (iii) approximately 24.41% of the issued share capital of the Company as enlarged by the allotment and issue of the minimum number of the Placing Shares and the maximum number of the Consideration Shares.

CONTINUING CONNECTED TRANSACTION

In addition, prior to the entering into of the Acquisition Agreement, the Target Company had entered into certain CCT Agreements with CCC, including the Customers Service Hotline Rental Agreement, the Server Hosting Agreement, the Service Contract and the Web Advertising Agreement. It is expected that following the Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company. As CCC is a connected person to the Company, the CCT Agreements and the transactions contemplated thereunder would constitute a continuing connected transaction on the part of the Company under Rule 20.41 of the GEM Listing Rules. For the purpose of complying with the relevant GEM Listing Rules requirements, it is one of the conditions precedent to the Acquisition Agreement that CCC and the Target Company shall enter into the Supplemental CCT Agreements before Completion. The Supplemental CCT Agreements will be conditional and effective upon Completion.

GEM LISTING RULES IMPLICATION

As disclosed in the announcement of the Company dated 12 January 2010 in relation to the suspension of trading in Shares, it was estimated by the Company that the Acquisition shall constitute a very substantial acquisition and a connected transaction on the part of the Company. After re-examination of the relevant financial figures and the applicable percentage ratios, the Acquisition constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules. Also, as CCC is a connected person to the Company by virtue of its interest in 25% in CCP, a non-wholly owned subsidiary of the Company, as well as its interest in approximately 27.49% of the issued share capital of the Company through CCI, its wholly-owned subsidiary, the Acquisition also constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. Hence, the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares, are subject to the approval of the Independent Shareholders at the EGM by way of poll as required under the Listing Rules.

In addition, based on the annual caps set by the Company, the annual consideration which may be payable by CCC under the CCT Agreements (as supplemented by the Supplemental CCT Agreements) will exceed HK\$10,000,000 and 25% of the applicable ratios under the GEM Listing Rules. Accordingly, the transactions contemplated under the CCT Agreements (as supplemented by the Supplemental CCT Agreements) are subject to the reporting, announcements and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. Details of the CCT Agreements (as supplemented by the Supplemental CCT Agreements) will be included in the Company's next published annual reports and accounts for so long as the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) continue to be effective.

As the Acquisition is subject to a number of conditions precedent, it may or may not be completed. Shareholders and potential investors should exercise caution when dealings in the Shares.

PROPOSED CHANGE OF COMPANY NAME

The Board also announces that it intended to put forward a proposal to the Shareholders to approve the change of name of the Company from "China Cyber Port (International) Company Limited" to "China Communication Telecom Services Company Limited", and to adopt a new Chinese name "神通電信服務有限公司" as secondary name of the Company to replace "神州奧美網絡(國際)有限公司" which is currently adopted by the Company for identification purpose, to better reflect the core business of the Group in the future and provide the Company with a fresh new corporate image and identity.

The proposed change of name is subject to the condition as set out in the paragraph headed "Conditions" below.

GENERAL

An EGM will be convened at which the Independent Shareholders and the Shareholders (as appropriate) will consider and, where appropriate, approve (i) the Acquisition Agreement and the transactions contemplated thereunder; (ii) the CCT Agreements and the annual caps for the transactions contemplated thereunder; and (iii) the Proposed Change of Name.

An Independent Board Committee will be formed to advise the Independent Shareholders in relation to the Acquisition and as to how to vote at the EGM regarding the relevant resolutions to be proposed at the EGM to approve the Acquisition Agreement and the CCT Agreements and the transactions respectively contemplated thereunder. The Company will appoint an independent financial adviser to advise the Independent Board Committee in relation to the Acquisition Agreement, the CCT Agreements and the transactions contemplated thereunder respectively.

The Circular containing, amongst other things, further information of the Acquisition, the CCT Agreements (to be supplemented by the Supplemental CCT Agreements), the Proposed Change of Name, the recommendations of the Independent Board Committee, the letter of advice from the independent financial adviser to the Independent Board Committee, the Business Valuation Report, certain financial information of the Group and the Target Company as required under the GEM Listing Rules and the notice of the EGM will be despatched to the Shareholders as soon as possible in compliance with the GEM Listing Rules.

SUSPENSION AND RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was suspended at the request of the Company with effect from 9:30 a.m. on 12 January 2010 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 18 January 2010.

INTRODUCTION

Reference is made to the announcement of the Company dated 9 July 2009 in relation to, among other things, the potential cooperation opportunities with CCC, a substantial Shareholder, as regards the PICC Project. After the close of trading hours on 11 January 2010, Sino Key and CCC entered into the Acquisition Agreement whereby CCC conditionally agreed to sell and the Company conditionally agreed to purchase the Sale Capital at a consideration of HK\$256,080,000.

THE ACQUISITION AGREEMENT

The parties and the date

Date: 11 January 2010

Parties:

Purchaser: the Company

Vendor: CCC, a substantial Shareholder (as defined in the GEM Listing Rules) interested in approximately 27.49% of the issued share capital of the company as at the date of this announcement

Assets to be acquired:

The Sale Capital, being the entire registered and paid-up capital of the Target Company. Upon Completion, the Company will own 100% of the equity interest in the Target Company. The original acquisition costs of the Target Company by CCC is RMB1,000,000 (equivalent to approximately HK\$1,132,000), being the entire registered and paid-up capital of the Target Company.

Please refer to the paragraph headed “Information on the Target Company” below for further details on the Target Company.

Valuation of the Target Company

Based on the preliminary valuation of the Target Company prepared on a discounted cash flow basis by an independent valuer, Grant Sherman Appraisal Limited, the fair value of the entire equity interest in Target Company is valued at approximately HK\$300 million as at 31 December 2009 (subject to finalisation of the Business Valuation Report).

The Board has been given to understand that the discount rate used for the preliminary valuation of the Target Company has factored in risk adjustments including small capitalisation risk premium, specific risks associated with start-up company and discount for lack of marketability. As such, the Board considers that the preliminary valuation of the Target Company based on a discounted cash flow basis was prepared with an appropriate discount rate and the forecasts adopted therein are made after due and careful enquiry. Pursuant to Rule 20.56(8) of the GEM Listing Rules, should the announcement of the Company contains a profit forecast in respect of the Company or a company which is, or is proposed to be become, one of its subsidiaries, the Company is required to include, among other things, (i) details of the principal assumptions upon which the forecast is based, (ii) a letter from the reporting accountants of the Company to confirm the arithmetical accuracy of the forecast (together with their report), and (iii) a report from the financial adviser confirming they are satisfied that the forecast has been made by the Directors after due and careful enquiry.

As the valuation on the Target Company as disclosed in this announcement is only a preliminary estimated figures and may subject to further adjustment to be included in the finalised Business Valuation Report, additional time is therefore required for finalising the prescribed information under the GEM Listing Rules as mentioned above. The Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 20.56(8) of the GEM Listing Rules. Such that the finalised Business Valuation Report and the reports in relation to the valuation of the Target Company to be issued by the Company's reporting accountants and the financial adviser as to the valuation of the Target Company will be included in the Circular. The Shareholders should note that the waiver is still under the consideration of the Stock Exchange and may or may not be granted.

The Consideration

The Consideration is HK\$256,080,000, which shall be satisfied by Sino Key, in its sole discretion, in the following manner:

- (i) an amount to be determined by Sino Key be payable by Sino Key to CCC in cash at Completion; and
- (ii) the balance by procuring the allotment and issue of Consideration Shares to CCC or its nominee(s) credited as fully paid at the Issue Price at Completion by the Company.

The cash portion of the Consideration would be financed by the net proceeds derived from the fund-raising activities of the Company which has been agreed by the parties and set as a condition precedent to Completion.

The number of Consideration Shares to be allotted and issued to CCC at Completion shall be determined at the sole discretion of Sino Key, provided that the number of Consideration Shares so allotted and issued to CCC, when aggregated with the number of Shares being held by CCC and its associates as at the date of the allotment and issue of the Consideration Shares, shall not exceed 29.9% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

If the conditions precedent to the Acquisition are not satisfied or, where applicable, waived, on or before the Long Stop Date, or such later date as the parties to the Acquisition Agreement may agree, the Acquisition Agreement shall cease and determine.

The Consideration was determined after arm's length negotiations between Sino Key and CCC and taking into account: (i) the Consideration was set at a discount to the preliminary valuation conducted by the independent valuer on the fair value of the entire equity interest of the Target Company of approximately HK\$300 million as at 31 December 2009 (subject to finalisation of the Business Valuation Report); (ii) Completion will not take place if the valuation on the Target Company as set out in the finalised Business Valuation Report is less than HK\$260 million; (iii) part of the Consideration will be satisfied by the allotment and issue of the Consideration Shares, except for the cash Consideration in the amount to be determined by Sino Key which will be financed by the net proceeds derived from the fund-raising activities of the Company which has been agreed by the parties and set as a condition precedent to Completion; and (iv) the growth potential of the insurance industries in the PRC. The Directors (excluding the independent non-executive Directors) are of the opinion that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Consideration Shares

The maximum of 328,307,692 Consideration Shares to be allotted and issued by the Company, credited as fully paid, at the Issue Price upon Completion represent (i) approximately 40.92% of the issued share capital of the Company as at the date of this announcement; (ii) approximately 32.30% of the issued share capital of the Company as enlarged by the allotment and issue of the minimum number of the Placing Shares (assuming none of the Options have been exercised); and (iii) approximately 24.41% of the issued share capital of the Company as enlarged by the allotment and issue of the maximum number of the Consideration Shares and the minimum number of the Placing Shares (assuming none of the Options have been exercised).

The Consideration Shares will be allotted and issued subject to a specific mandate to be sought from the Shareholders at the EGM. The Consideration Shares shall rank equally among themselves and *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Consideration Shares.

Issue Price

The issue price of HK\$0.78 for each Consideration Share was determined after arm's length negotiations between Sino Key and CCC. The Issue Price represents:

- (i) the closing price of the Shares of HK\$0.78 per Share as quoted on the Stock Exchange on the Last Trading Day;

- (ii) a premium of approximately 4% over the average of the closing prices of the Shares of approximately HK\$0.75 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including Last Trading Day; and
- (iii) a premium of approximately 5.41% over the average of the closing prices of the Shares of approximately HK\$0.74 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day.

The Consideration, including the Issue Price, was determined after arm's length negotiations between CCC and Sino Key and taking into account, apart from the factors considered as set out under the paragraph headed "The Consideration" under the section headed "The Acquisition Agreement" in this announcement, (i) the Consideration is to be satisfied by way of the allotment and issue of the Consideration Shares and by the net proceeds to be derived from the fund-raising activities of the Company which has been agreed by the parties and set as a condition precedent to Completion, it is in the interests of the Company to finance the Acquisition without incurring any costs of borrowing and reducing the impact on the Company's liquidity and financial position as a result of the Acquisition; and (ii) the Consideration was based on the valuation on the Target Company. Based on the aforesaid, the Directors consider that the Consideration (including the Issue Price) is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Application for listing

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares to be allotted and issued pursuant to the Acquisition Agreement.

Conditions precedent

Completion shall be conditional upon the satisfaction or waiver (as the case may be) of the following conditions:

- (i) all necessary consents and approvals required to be obtained on the part of CCC in respect of the Acquisition Agreement and the transactions contemplated thereunder having been obtained and subsisting;
- (ii) there being no matter, fact or circumstance which will constitute or likely to constitute a breach of the warranties or the provisions in the Acquisition Agreement;
- (iii) all necessary consents and approvals required to be obtained on the part of Sino Key in respect of the Acquisition Agreement and the transactions contemplated thereunder having been obtained and subsisting;
- (iv) the passing of an ordinary resolution by the Independent Shareholders at the EGM to approve the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to, the allotment and issue of the Consideration Shares and the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) and the transactions contemplated thereunder;

- (v) the obtaining of a PRC legal opinion (in form and substance satisfactory to Sino Key) from a firm of PRC legal advisers appointed by Sino Key in relation to the Acquisition Agreement and the transactions contemplated thereunder;
- (vi) the listing of and permission to deal in the Consideration Shares having been granted by the GEM Listing Committee;
- (vii) Sino Key is satisfied with the results of the due diligence review to be conducted under the Acquisition Agreement;
- (viii) completion of a fund-raising activity by the Company with net proceeds of not less than HK\$150 million, and the issue price for each unit of such securities of the Company to be issued pursuant to such fund-raising activity shall be no less than HK\$0.7;
- (ix) the entering into of the Supplemental CCT Agreements (in form and substance satisfactory to Sino Key) between CCC and the Target Company to amend certain terms and conditions of the CCT Agreements;
- (x) the obtaining of a valuation report (in form and substance satisfactory to Sino Key) from an independent valuer appointed by Sino Key showing the valuation of the Target Company to be not less than HK\$260 million; and
- (xi) the issue of the Circular by the Company as required under the GEM Listing Rules.

Sino Key may waive in whole or in part all or any of the conditions (v) and (vii) as stated above (while other conditions are incapable to be waived). The waiver of conditions may be made by Sino Key subject to other conditions which may be agreed by CCC and Sino Key. In the event that the conditions above are not satisfied or, where applicable waived, on or before 4:00 p.m. on the Long Stop Date, the Acquisition Agreement shall cease and determine and thereafter neither party shall have any obligations and liabilities towards each other thereunder (save for any antecedent breaches).

Completion

Completion shall take place on the date falling on the third Business Day after the fulfillment or, where applicable, waiver of the conditions precedent to the Acquisition Agreement or such other date as CCC and Sino Key may agree in writing. Upon Completion, the Company has no plans to change the composition of the Board as a result of the Acquisition.

CONTINUING CONNECTED TRANSACTION

Prior to the entering into of the Acquisition Agreement, the Target Company had entered into certain CCT Agreements with CCC, including the Customers Service Hotline Rental Agreement, the Server Hosting Agreement, the Service Contract and the Web Advertising Agreement. Major terms and conditions of each of the CCT Agreements are summarised as follows:

Customers Service Hotline Rental Agreement

Date: 11 January 2010 (to be supplemented by the Supplemental Customers Service Hotline Rental Agreement effective upon Completion).

Parties: CCC and the Target Company.

Services: CCC shall provide a designated national customers service hotline number 95130*** to the Target Company.

Pricing basis: CCC will charge the Target Company (i) an annual fee of RMB20,000 (equivalent to approximately HK\$22,642); (ii) a calling charge of RMB0.06 (equivalent to approximately HK\$0.068) per 6 seconds for long distance incoming calls (subject to the scaled-discount rates); and (iii) a calling charge of RMB0.3 (equivalent to approximately HK\$0.34) per minute for outgoing calls via internet through the “VoIP” (Voice-Over Internet Protocol) telephone system. The calling charges are subject to adjustment in accordance with any new charging standard to be announced by the PRC government from time to time.

The annual fee shall be payable by the Target Company on 1 April of each year during the term of the Customers Service Hotline Rental Agreement, whereas the calling charges shall be settled by the Target Company on a monthly basis in arrears. A daily default interest of 0.3% on the outstanding amount payable will be accrued should the Target Company fail to pay the service fee payable on time.

The Directors consider that the above pricing basis was made on an arm’s length basis in the ordinary course of business and on normal commercial terms with reference to similar transactions carried out in the market and are no less favourable than terms available from independent third parties.

Term: For the period commencing from 1 January 2010 until 31 March 2013, which shall be automatically renewed for successive periods of one (1) year unless terminated by either party by 90 days’ written notice prior to the expiry of the term or renewed terms.

Server Hosting Agreement

Date: 11 January 2010 (to be supplemented by the Supplemental Server Hosting Agreement effective upon Completion).

Parties: CCC and the Target Company.

Services:

- (i) Server hosting service: The Target Company will place its servers in CCC's server rooms and CCC will provide monitoring, management and technical support services to the Target Company; and
- (ii) Dedicated leased lines: CCC will provide designated 300M-bandwidth share of the broadband leased lines to the Target Company for the operation of its website. CCC will also provide 90 IP addresses and five (5) racks of servers for the use of the Target Company. CCC will also supply 2200W (10A) electricity for each rack of servers rented to the Target Company.

Pricing basis: CCC will charge the Target Company an annual rental fee of RMB2.7 million (equivalent to approximately HK\$3.1 million) and payable in four equal instalments quarterly in advance. A daily default interest of 3% on the outstanding amount payable will be accrued should the Target Company fail to pay the outstanding amount payable within 5 days from the date of receipt of the relevant demand note, provided that the default interest shall start to accrue on the 20th day of the relevant month.

The Directors consider that the above pricing basis was made on an arm's length basis in the ordinary course of business and on normal commercial terms with reference to similar transactions carried out in the market and are no less favourable than terms available from independent third parties.

Term: For the period commencing from 1 January 2010 until 31 March 2013, which may be renewed for a term of one (1) year by written notice from the Target Company to CCC filed during the period of 30 days prior to the expiry of the term or renewed terms. Notwithstanding the above, the Server Hosting Agreement may be terminated by the Target Company by 30 days prior written notice.

Service Contract

Date: 30 November 2009 (to be supplemented by the Supplemental Service Contract which will become effective upon Completion).

Parties: CCC and the Target Company.

Services: The services to be provided by the Target Company to CCC under the Service Contract include (i) management and sale of the designated “Shentong Cards” preloaded with certain telecommunication and insurance products of CCC; (ii) assisting CCC in the after-sale services for the Designated Shentong Card; (iii) following up with the enquiries and/or complaints raised by the users of the Designated Shentong Card; and (iv) customer management service, and promotion and marketing of the Designated Shentong Card.

Pricing basis:

- (i) issuance handling fees of RMB5 (equivalent to approximately HK\$5.7) for each Designated Shentong Card issued by the Target Company;
- (ii) technical service commission of 20% of the total value of purchases made by the users through the Designated Shentong Card issued by the Target Company;
- (iii) sale commission of RMB3 (equivalent to approximately HK\$3.4) for the insurance products preloaded in the Designated Shentong Card issued by the Target Company; and
- (iv) sale commission of 20% of the total value of purchases made by the users through the Designated Shentong Card for the property and life insurance products and 10% for the purchases of health insurance products.

The above issuance handling fees and the commissions shall be settled by CCC on a monthly basis in arrears.

Term: Five (5) years from 30 November 2009, which shall be automatically renewed unless terminated by any party by 15-day’s written notice prior to the expiry of the term or the renewed terms.

Web Advertising Agreement

Date: 11 January 2010 (to be supplemented by the Supplemental Web Advertising Agreement which will become effective upon Completion).

Parties: CCC and the Target Company.

Services: The Target Company agreed to place and CCC agreed to arrange for the web advertisements of the Target Company be published on the website of CCC “Shentong Net”. 24-hour technical support services shall also be provided by CCC to the Target Company to handle all technical issues arising out the publication of the advertisements.

Pricing basis: The amount of advertising fees to be incurred by the Target Company during the term of the Web Advertising Agreement shall not be more than RMB5 million (equivalent to approximately HK\$5.7 million) for each of three years ended 31 March 2013. Details of the advertising arrangement and the payment methods shall be determined based on mutual agreement of the Target Company and CCC to be reached at least three (3) days prior to the publication of the relevant advertisement.

The above pricing basis was made on an arm's length basis in the ordinary course of business and on normal commercial terms with reference to similar transactions carried out in the market and are no less favourable than terms available from independent third parties.

Term: For the period commencing from 1 January 2010 until 31 March 2013.

Common terms of the Supplemental CCT Agreements

It is expected that following the Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company. As CCC is a connected person to the Company, the CCT Agreements and the transactions contemplated respectively thereunder would constitute continuing connected transactions on the part of the Company under Rule 20.41 of the GEM Listing Rules. For the purpose of complying with the relevant GEM Listing Rules requirements, it is one of the conditions precedent to the Acquisition Agreement that CCC and the Target Company shall enter into the Supplemental CCT Agreements before Completion. The Supplemental CCT Agreements will be conditional and effective upon Completion.

The Supplemental CCT Agreements shall contain the following terms:

1. The terms of the CCT Agreements shall not extend beyond 31 March 2013. The Target Company will be entitled to extend the CCT Agreements on or before 31 March 2013 and to take such action as may be appropriate to comply with the GEM Listing Rules. Without prejudice to the right of any party to terminate the Service Contract pursuant to its terms, the CCT Agreements shall automatically terminate on 31 March 2013 (or such later date as the parties may agree) if:
 - (i) the Company considers that it is not feasible to comply with the GEM Listing Rules at the relevant time; or
 - (ii) compliance with the GEM Listing Rules would require changes to the Service Contract which are not acceptable to any of the parties.
2. All changes made to the CCT Agreements shall be subject to compliance by the Company with the GEM Listing Rules.
3. The total annual consideration payable/receivable by the Target Company under the CCT Agreements shall be subject to a yearly cap set by the parties.

4. For the Service Contract only, CCC shall not, during the term of the Service Contract, engage any parties other than the Target Company to provide services similar to those to be provided by the Target Company under the Service Contract, save for other agreements which had been entered into by CCC prior to the date of the Service Contract.

Annual caps of the CCT Agreements (to be supplemented by the Supplemental CCT Agreements)

The fees paid by the Target Company to CCC or receivable by the Target Company from CCC under the CCT Agreements for the period commencing from their respective effective date until 31 December 2009 were summarised in the table below.

Taking into account (i) the historical amounts paid by/receivable by the Target Company to/from CCC; (ii) the business projections for the Target Company for the years to follow; and (iii) the possible inflation and exchange rate of RMB in the coming years, the Company has set the following annual caps for each of the years ending 31 March 2011, 2012 and 2013:

The CCT Agreements (to be supplemented by respective Supplemental CCT Agreement)	Terms of the Supplemental CCT Agreements	Historical figures from the respective effective date to	Annual caps for the years ending 31 March				
		31 December	2010	2011	2012	2013	
		2009 RMB	2010 RMB	2011 RMB	2012 RMB	2013 RMB	
Customers Service Hotline Rental Agreement	1/1/2010 – 31/3/2013	–	120,000	500,000	700,000	900,000	
Server Hosting Agreement	1/1/2010 – 31/3/2013	–	700,000	2,700,000	2,700,000	2,700,000	
Service Contract	1/12/2009 – 31/3/2013	–	10,000,000	130,000,000	230,000,000	340,000,000	
Web Advertising Agreement	1/1/2010 – 31/3/2013	–	500,000	5,000,000	5,000,000	5,000,000	

The Board (excluding independent non-executive Directors who will only form their view upon considering the letter of advice from the independent financial adviser) is of the opinion that the terms and the annual caps in respect of the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) are fair and reasonable and in the interests of the Company and the Shareholders as a whole. In the event that any of these caps is exceeded, the Company will re-comply with its obligations under the GEM Listing Rules.

INFORMATION ON CCC AND THE TARGET COMPANY

CCC is a nationwide telecom operator and internet network operator in the PRC covering a wide range of value-added telecom services, including telecommunication services, value-added telecommunication platform, payment and billing system. The electronic billing and payment system is operated through “Shentong Card” (神通卡) platform.

The Target Company was established under the laws of the PRC with limited liability on 19 November 2009 and is principally engaged in the provision of the distribution and management services in relation to the Designated Shentong Cards pursuant to the Service Contract.

According to the unaudited financial statements of the Target Company for the period commencing from 19 November 2009 (its date of incorporation) until 31 December 2009 prepared under the PRC accounting standards, the net profit before and after tax of the Target Group for the period commencing from 19 November 2009 until 31 December 2009 are both nil, and the net assets of the Target Company as at 31 December 2009 is RMB1,000,000 (equivalent to approximately HK\$1,132,000).

CCC has launched an electronic wallet called “Shentong Card” (神通卡) which is approved by the Industrial and Commercial Bank of China whereby money can be transferred between an individual’s bank account and his designated “Shentong Card”. As an electronic wallet, “Shentong Card” can be used to pay transportation fees, bank charges, IP phone fees, online trading fees and home utilities fees etc.

As disclosed in the announcement of the Company dated 9 July 2009, the Company was informed by CCC that on 20 March 2009, CCC had established a strategic partnership with PICC in respect of the PICC Project. Various cooperation and implementation agreements had been/will be entered into between CCC and members of the PICC Group during the period commencing from March 2009 to December 2009, and pursuant to which users of “Shentong Card” can purchase insurance services covering property insurances, life insurance and health insurances products provided by PICC Property, PICC Life and PICC Health, while obtaining the telecommunication services and value-added telecommunication services provided by CCC. In return, CCC will receive corresponding commissions calculated at different rates as agreed between CCC and the PICC Group.

To implement the PICC Project, CCC entered into the Service Contract with the Target Company on 30 November 2009, and pursuant to which the Target Company will be responsible for, inter alia, the management, marketing and sale of the Designated Shentong Card.

In addition to the existing features of the Shentong Card, the Designated Shentong Card to be distributed by the Target Company will be preloaded with two insurances, including a passenger insurance provided by PICC Life, and a fire and explosion insurance provided by PICC Property. Details of the Service Contract are been set out in the section headed “Continuing connected transactions” in this announcement.

According to CCC, various promotion activities had been launched on the sale platforms established by CCC through the PRC and the details are as follows:

- (1) Shentong Nationwide Wanjia Internet Cafes Union (神通全國萬家網吧聯盟): The union was initiated by CCC with the aim to holding activities to advocate the development of environmental friendly, knowledge enriching and safe internet cafes nationwide. All internet cafes which joined the union will become a point of sale for the Designated Shentong Cards, including the Designated Shentong Cards, and hence increasing the number of users of Shentong Cards. In return, CCC will provide sales incentives to the internet cafes according to the sales volume of Designated Shentong Cards and complimentary property insurance or third party fire disaster insurance to the internet cafes.
- (2) Shentong Nationwide Wanjia Society Union (神通全國萬家社區聯盟): This union was initiated by CCC targeted at the general public nationwide, with the aim to expanding the coverage of Shentong Cards' users through the sale of Shentong Cards in the residential communities. Besides, the Shentong Cards sold through this union would be bundled with fire and explosion disaster insurance and air, train, vessels and car passengers accident insurance.
- (3) Shentong Nationwide Tertiary Institution Union (神通全國高校聯盟): This union is initiated by CCC for organising various activities to promote the Shentong Cards to the college students and high schools students nationwide. Free Shentong Cards will be distributed to the student users through this union and students can redeem students' quarter property insurance and medical insurance products using the bonus points preloaded in those Designated Shentong Cards.

CCC believes that the above promotion activities, together with other publication and publicity, will be able to stimulate the sale of the Shentong Cards throughout the PRC, and hence the revenue of CCC and the Target Company.

Reasons for the Acquisition

The Group is principally engaged in (i) the operation of an e-Sports platform for online computer games tournaments; (ii) the operation of the online game "Sudden Attack" (突襲OL) in the PRC; and (iii) distributing and selling computer games in the PRC.

As disclosed in the 2009 interim report of the Company, apart from the continuous efforts to monitor the market development, restructure and streamline the business operations as and when necessary so as to improve the financial status of the Group, the Directors have always been proactive in looking for attractive opportunities so as to boarden the revenue base of the Group.

According to China Insurance Regulatory Commission (CIRC), the total revenue of the PRC's insurance industry in 1999 was only RMB139.3 billion. However, the total insurance revenue in the end of 2008 has already reached RMB978.4 billion, which was increased by approximately 600% as compared with the revenue recorded in year 1999. It was also indicated by CIRC that the total revenue of the insurance industry in the PRC for the nine months ended September 2009 was approximately RMB858 billion, comprising approximately

RMB572.3 billion of life insurance, approximately RMB223.4 billion of property insurance, approximately RMB43.8 billion of health insurance and approximately RMB18.5 billion of casualty insurance. Such remarkable growth of revenue of the insurance market indicates a vast room of development of the insurance business in the PRC.

Currently, most of the insurance companies sell their insurance products through concurrent-business insurance agencies, including banks, post offices, railways, airlines, motor vehicles etc. The Directors believe that the introduction of Designated Shentong Cards as a means of distribution of the insurance products can provide a convenient and safe channel of sale of insurance products in the PRC.

The Group is presently engaged in the operation of various online game platforms in the PRC. The Directors consider that the Acquisition is an opportune investment for the Group to allow it to diversify and expand its existing business by introducing a new line of business in the insurance market in the PRC with significant growth potential. The sale and management of the Designated Shentong Cards by the Target Company will be conducted with the existing infrastructures, network and management of the Group. The Board expects that the Acquisition will present the Group with favorable long term prospects.

In consideration of the aforesaid, the Board is of the opinion that the terms of the Acquisition Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following chart set out the shareholding structure of the Company, assuming there are no other changes to the issued share capital of the Company, (i) Scenario 1: as at the date of this announcement; (ii) Scenario 2: immediately after the issue of the Placing Shares (assuming none of the Options have been exercised); (iii) Scenario 3: immediately after the issue of the Placing Shares and the Consideration Shares (assuming none of the Options have been exercised); and (iv) Scenario 4: immediately after the allotment and issue of the Placing Shares and the Consideration Shares and all the Options have been exercised in full):

	Scenario 1		Scenario 2		Scenario 3 (note 5)		Scenario 4 (notes 1 & 5)	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Shareholders								
CCI (note 2)	220,542,000	27.49	220,542,000	21.69	220,542,000	16.40	220,542,000	16.34
Mr. Xiao Haiping (note 3)	1,000,000	0.12	1,000,000	0.09	1,000,000	0.07	1,000,000	0.07
CCC								
- Consideration Shares	-	-	-	-	328,307,692	24.41	328,307,692	24.33
Public Shareholders								
Placees (note 4)	-	-	214,285,714	21.09	214,285,714	15.94	214,285,714	15.88
Holders of the Options	-	-	-	-	-	-	4,500,000	0.33
Other public Shareholders	580,744,761	72.39	580,744,761	57.13	580,744,761	43.18	580,744,761	43.05
Total	<u>802,286,761</u>	<u>100.00</u>	<u>1,016,572,475</u>	<u>100.00</u>	<u>1,344,880,167</u>	<u>100.00</u>	<u>1,349,380,167</u>	<u>100.00</u>

Notes:

1. As at the date of this announcement, there are 4,500,000 outstanding Options entitling the holders thereof to subscribe for a total of 4,500,000 new Shares. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, all the Options are held by the consultants of the Group and each of the holders of the Options is an Independent Third Party.
2. The entire issued share capital of CCI is wholly and beneficially owned by CCC.
3. Mr. Xiao Haiping is an executive Director.
4. The number of Placing Shares of 214,285,714 is derived based on the minimum amount of the net proceeds of HK\$150,000,000 and the minimum placing price of HK\$0.70 per unit of the securities issued under the fund-raising activity as set as a condition precedent to the Completion.
5. Scenarios 3 and 4 are for illustration purpose only. Under the Acquisition Agreement, the number of Consideration Shares to be allotted and issued to CCC at Completion, when aggregated with the number of Shares being held by CCC and its associates as at the date of the allotment and issue of the Consideration Shares, shall not exceed 29.9% of the entire issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

PROPOSED CHANGE OF NAME OF THE COMPANY

The Proposal

The Board announces that it intended to put forward a proposal to the Shareholders to approve the change of name of the Company from “China Cyber Port (International) Company Limited” to “China Communication Telecom Services Company Limited”, and to adopt a new Chinese name “神通電信服務有限公司” as secondary name of the Company to replace “神州奧美網絡(國際)有限公司” which is currently adopted by the Company for identification purpose. The adoption of the Chinese name “神通電信服務有限公司” as secondary name of the Company is also subject to the pre-approval of the Company Registrar of the Cayman Islands, and the result of which will only be available in approximately three weeks after the date of this announcement. Should the relevant pre-approval be unable to be obtained, the Board intends that the Chinese name “神通電信服務有限公司” will still be adopted for identification purpose.

Conditions

The proposed change of Company name will be subject to the following:

1. the passing of a special resolution by the Shareholders approving the Proposed Change of Name at the EGM; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Name.

The new name of the Company will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong and the Cayman Islands.

Reasons for the change of name

The Board believes that the Proposed Change of Name will better reflect the core business of the Group in the future and provide the Company with a fresh new corporate image and identity which is in the interests of the Company and the Shareholders as a whole.

Effects on change of name

The Proposed Change of Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position.

The change of name will be effective on the date of which the relevant special resolution is passed at the EGM. Thereafter, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company or Chinainfo Holdings Limited or HK6 Holdings Limited will, after the Proposed Change of Name has become effective, continue to be effective as documents of title to and be valid for trading, settlement and registration purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Further announcement will be made by the Company to inform the Shareholders of results of the EGM, the effective dates of the change of name of the Company and the new stock short name of the Shares.

GEM LISTING RULES IMPLICATION

As disclosed in the announcement of the Company dated 12 January 2010 in relation to the suspension of trading in Shares, it was estimated by the Company that the Acquisition shall constitute a very substantial acquisition and a connected transaction on the part of the Company. After re-examination of the relevant financial figures and the applicable percentage ratios, the Acquisition constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules. Also, as CCC is a connected person to the Company by virtue of its interest in 25% in CCP, a non-wholly owned subsidiary of the Company, as well as its interest in approximately 27.49% of the issued share capital of the Company through CCI, its wholly-owned subsidiary, the Acquisition also constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. Hence, the Acquisition Agreement and the transactions contemplated thereunder, including, but not limited to the allotment and issue of the Consideration Shares, are subject to the approval of the Independent Shareholders at the EGM by way of poll as required under the GEM Listing Rules.

In addition, based on the annual caps set by the Company, the annual consideration which may be payable by and/or received from the Target Company to/from CCC under the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) will exceed HK\$10,000,000 and 25% of the applicable ratios under the GEM Listing Rules. Accordingly, the transactions contemplated under the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) are subject to the reporting, announcements and Independent

Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. Details of the CCT Agreements (as supplemented by the Supplemental CCT Agreements) will be included in the Company's next published annual reports and accounts for so long as the CCT Agreements (to be supplemented by the CCT Agreements) continue to be effective.

As CCC is a party to the Acquisition Agreement and the CCT Agreements (to be supplemented by the Supplemental CCT Agreements), CCC and its ultimate beneficial owners and their respective associates are required to abstain from voting at the EGM in respect of the resolutions related to the Acquisition Agreement and the CCT Agreements (to be supplemented by the Supplemental CCT Agreements).

Save as disclosed above, no Shareholder has a material interest in the Acquisition and the CCT Agreements, and is therefore required to abstain from voting on the relevant resolutions to be proposed at the EGM to approve the Acquisition Agreement, and the CCT Agreements (to be supplemented by the Supplemental CCT Agreements) and the transactions respectively contemplated thereunder.

As the Acquisition is subject to a number of conditions precedent, it may or may not be completed. Shareholders and potential investors should exercise caution when dealings in the Shares.

GENERAL

An EGM will be convened at which the Independent Shareholders and the Shareholders (as appropriate) will consider and, where appropriate, approve (i) the Acquisition Agreement and the transactions contemplated thereunder; (ii) the CCT Agreements and the annual caps for the transactions contemplated respectively thereunder; and (iii) the Proposed Change of Name.

An Independent Board Committee will be formed to advise the Independent Shareholders in relation to the Acquisition and as to how to vote at the EGM regarding the relevant resolutions to be proposed at the EGM to approve the Acquisition Agreement, the CCT Agreements and the transactions contemplated thereunder respectively. The Company will appoint an independent financial adviser to advise the Independent Board Committee in relation to the Acquisition Agreements, the CCT Agreements and the transactions contemplated thereunder respectively.

The Circular containing, amongst other things, further information of the Acquisition, the CCT Agreements (to be supplemented by the Supplemental CCT Agreements), the Proposed Change of Name, the recommendations of the Independent Board Committee, the letter of advice from the independent financial adviser to the Independent Board Committee, the Business Valuation Report, certain financial information of the Group and the Target Company as required under the GEM Listing Rules and the notice of the EGM will be despatched to the Shareholders as soon as possible in compliance with the GEM Listing Rules.

SUSPENSION AND RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was suspended at the request of the Company with effect from 9:30 a.m on 12 January 2010 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 18 January 2010.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“Acquisition”	the proposed acquisition of the Sale Capital by Sino Key from CCC pursuant to the Acquisition Agreement
“Acquisition Agreement”	the conditional acquisition agreement dated 11 January 2010 entered into between Sino Key and CCC in relation to the Acquisition
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Business Valuation Report”	the business valuation report to be issued by the independent valuer, Grant Sherman Appraisal Limited, on the fair value of the entire equity interest of the Target Company
“CCC”	神州通信集團有限公司 (China Communication Group Co., Ltd.) [#] , a company established under the laws of the PRC, a substantial Shareholder by virtue of its interest in 25% in CCP as well as its interest as to approximately 27.49% of the issued share capital of the Company through CCI, its wholly-owned subsidiary
“CCI”	神州通信投資有限公司 (China Communication Investment Limited), a company incorporated in British Virgin Islands with limited liability, a wholly-owned subsidiary of CCC

“CCP”	神州奧美網絡有限公司 (China Cyber Port Co. Ltd.) [#] , a company established under the laws of the PRC, a non-wholly owned subsidiary of the Company, with its entire equity interests owned by the Company and CCC as to 75% and 25% respectively
“CCT Agreements”	together, the Customers Service Hotline Rental Agreement, the Server Hosting Agreement, the Service Contract and the Web Advertising Agreement
“Circular”	the circular to be issued to the Shareholders by the Company in accordance with the GEM Listing Rules in respect of, among other things, further details of the Acquisition Agreement, the CCT Agreements and the transactions respectively contemplated thereunder and the Proposed Change of Name
“Code”	the Hong Kong Code on Takeovers and Mergers
“Company”	China Cyber Port (International) Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Completion”	the completion of the Acquisition
“connected person”	the meaning ascribed to it in the GEM Listing Rules
“Consideration”	the consideration of the Acquisition, being the sum of HK\$256.08 million
“Consideration Share(s)”	the maximum of 328,307,692 new Shares to be allotted and issued by the Company to CCC or its nominee(s) at the Issue Price per Consideration Share at Completion credited as fully paid pursuant to the Acquisition Agreement
“Customers Service Hotline Rental Agreement”	the customers service hotline rental agreement entered into between the Target Company and CCC on 11 January 2010 in relation to the provision of the designated national customers service hotline number 95130*** by CCC to the Target Company
“Designated Shentong Card”	the designated “Shentong Card” preloaded with certain telecommunication and insurance products of CCC
“Director(s)”	the director(s) of the Company

“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving, inter alia, the Acquisition Agreement, the CCT Agreements and the transactions respectively contemplated thereunder and the Proposed Change of Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	a committee comprising Mr. Yip Tai Him, Ms. Cao Huifang and Ms. Liu Hong, all being the independent non-executive Directors, to be established to advise the Independent Shareholders in relation to the Acquisition Agreement, the CCT Agreements and the transactions respectively contemplated thereunder
“Independent Shareholder(s)”	Shareholder(s) other than CCC and Shareholders who are connected to or otherwise associated with CCC or interested in the Acquisition Agreement and the CCT Agreements other than being a Shareholder of the Company
“Independent Third Party(ies)”	the independent third party(ies) who is/are, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of the Company and connected persons (as defined under the GEM Listing Rules) of the Company
“Issue Price”	the issue price of HK\$0.78 for each Consideration Share
“Last Trading Day”	11 January 2010, being the last trading day on which the Shares were traded on the Stock Exchange prior to suspension of trading in the Shares pending the release of this announcement
“Long Stop Date”	30 June 2010 (or such later date as may be agreed by the parties to the Acquisition Agreement)
“Option(s)”	the share options granted or to be granted under the share option scheme adopted by the Company on 28 October 2002

“PICC”	The People’s Insurance Company (Group) of China
“PICC Group”	PICC and its subsidiaries
“PICC Health”	PICC Health Insurance Company Limited
“PICC Life”	PICC Life Insurance Company Limited
“PICC Project”	the strategic partnership formed between PICC Group and CCC in respect of the purchase of insurance services covering property insurances, life insurance and health insurances products provided by the PICC Group through “Shentong Cards”
“PICC Property”	PICC Property and Casualty Company Limited
“Placing Share(s)”	up to 214,285,714 Shares, being the minimum amount of Shares may be issued upon completion of the proposed fund-raising activity of the Company, which is set as one of the conditions precedent to the Completion
“PRC”	the People’s Republic of China, which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Name”	the proposed change of name of the Company from “China Cyber Port (International) Company Limited” to “China Communication Telecom Services Company Limited”, and to adopt a new Chinese name “神通電信服務有限公司” as secondary name of the Company to replace “神州奧美網絡(國際)有限公司” which is currently adopted by the Company for identification purpose
“Sale Capital”	registered and paid-up capital of the Target Company in a sum of RMB1,000,000, being the entire registered capital of the Target Company as at the date of the Acquisition Agreement
“Server Hosting Agreement”	the server hosting agreement entered into between the Target Company and CCC on 11 January 2010 in relation to the provision of server hosting service and the broadband leased line by CCC to the Target Company
“Service Contract”	the service contract entered into between the Target Company and CCC on 30 November 2009 in relation to the provision of management service by the Target Company to CCC regarding the Designated Shentong Cards

“SFC”	the Securities and Future Commission of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Sino Key”	Sino Key International Limited, a company incorporated in the British Virgin Islands on 8 November 2002 with limited liability, being an indirect wholly owned subsidiary of the Company and the purchaser in the Acquisition Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental CCT Agreements”	together, the Supplemental Customers Service Hotline Rental Agreement, the Supplemental Server Hosting Agreement, the Supplemental Service Contract and the Supplemental Web Advertising Agreement
“Supplemental Customers Service Hotline Rental Agreement”	the supplemental service contract to be entered into between CCC and the Target Company to supplement certain terms in the Customers Service Hotline Rental Agreement for the purpose of complying with the provisions regarding continuing connected transactions under the GEM Listing Rules
“Supplemental Server Hosting Agreement”	the supplemental service contract to be entered into between CCC and the Target Company to supplement certain terms in the Server Hosting Agreement for the purpose of complying with the provisions regarding continuing connected transactions under the GEM Listing Rules
“Supplemental Service Contract”	the supplemental service contract to be entered into between CCC and the Target Company to supplement certain terms in the Service Contract for the purpose of complying with the provisions regarding continuing connected transactions under the GEM Listing Rules
“Supplemental Web Advertising Agreement”	the supplemental service contract to be entered into between CCC and the Target Company to supplement certain terms in the Web Advertising Agreement for the purpose of complying with the provisions regarding continuing connected transactions under the GEM Listing Rules

“Target Company”	北京神通益家科技服务有限公司 (Beijing Shentong Yijia Technology Service Company Limited [#]), a company established under the laws of the PRC on 19 November 2009 with limited liability
“Web Advertising Agreement”	the web advertising agreement dated 11 January 2010 entered into between the Target Company and CCC in relation to the provision of advertising space by CCC to the Target Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

[#] English translation of the name for identification purpose only

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK\$ is calculated at the approximate exchange rate of RMB0.8833 to HK\$1.00. This exchange rate is adopted for the purpose of illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rate at all.

By Order of the Board
CHINA CYBER PORT (INTERNATIONAL) COMPANY LIMITED
He Chenguang
Chairman

Hong Kong, 15 January 2010

As at the date of this announcement, the executive Directors are Mr. He Chenguang, Mr. Xiao Haiping, Mr. Zhang Peng and Ms. Weng Pinger and the independent non-executive Directors are Mr. Yip Tai Him, Ms. Cao Huifang and Ms. Liu Hong.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain at www.hkgem.com on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at www.ccpi.com.hk.