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Centron Telecom International Holding Limited

星辰通信国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1155)

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to the Facility Agreement, which contains specific performance obligations on the controlling shareholders of the Company.

This announcement is made by Centron Telecom International Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.18 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Directors**”) of the Company announces that on 15 July 2010, the Company, as borrower, entered into a facility agreement (the “**Facility Agreement**”) with Bank of China (Hong Kong) Limited, Hang Seng Bank Limited, CITIC Bank International Limited, Bank of Ayudhya Public Company Limited, Hong Kong Branch, Industrial Bank of Taiwan, Hong Kong Branch and The Shanghai Commercial and Savings Bank, Ltd., Hong Kong Branch as lenders (the “**Lenders**”), and Hang Seng Bank Limited (the “**Agent**”) as coordinator, agent and security trustee (each of the Lenders and the Agent being a third party independent of the Company and its connected persons (as defined in the Listing Rules)), whereby the Lenders agreed, among other things, to grant the Company a term loan facility up to US\$43,000,000 (the “**Facility**”), subject to the terms and conditions of the Facility Agreement.

The Facility will mature on the date falling 36 months from the date of the Facility Agreement. The Facility was granted for the purpose of financing the capital expenditure and the general corporate requirements of the Group.

Nice Group Resources Limited and Centron Telecom System (Asia) Limited (星辰通訊系統(亞洲)有限公司), wholly-owned subsidiaries of the Company, have entered into the Facility Agreement as guarantors (the “**Guarantors**”) to guarantee the punctual performance by, among other parties, the Company, the Guarantors and Centron Communications Technologies Fujian Co., Ltd. (福建先創電子有限公司) of their obligations under the Facility Agreement and ancillary documents.

The Facility Agreement provides for the following events, among other events, as events of default:

- (i) Mr. Dai Guoliang is not or ceases to be Chairman of the Company;
- (ii) Mr. Dai Guoliang does not or ceases to maintain control over the management and business of the Group;
- (iii) Mr. Dai Guoliang, Mr. Dai Guoyu and Mr. Dai Guowei collectively do not or cease to own, directly or indirectly, at least 70% of the beneficial shareholding carrying at least 70% of the voting rights in Oriental City Profits Limited; and
- (iv) Oriental City Profits Limited does not or ceases to own, directly or indirectly, at least 30% of the beneficial shareholding carrying at least 30% of the voting rights in the Company.

Any breach of the above specific performance obligations constitutes an event of default under the Facility Agreement. Such default will allow the Agent to cancel the Facility and/or declare all loans and interest under the Facility Agreement immediately due and payable.

As at the date of this announcement, Oriental City Profits Limited held 34.49% interest in the issued share capital of the Company, and the issued share capital of Oriental City Profits Limited was beneficially owned as to 61.64% by Mr. Dai Guoliang, 17.56% by Mr. Dai Guoyu, and 6.10% by Mr. Yi Zhangtao, all being executive Directors.

In accordance with the requirements under Rule 13.21 of the Listing Rules, disclosure will be included in the interim and annual reports of the Company for so long as any of the above specific performance obligations continue to exist.

Yours faithfully,
By Order of the Board
Centron Telecom International Holding Limited
Dai Guoliang
Chairman

Hong Kong, 15 July 2010

As at the date of this announcement, the board of Directors comprises Mr. Dai Guoliang, Mr. Guo Zeli, Mr. Dai Guoyu and Mr. Yi Zhangtao as executive Directors, Mr. Paul Steven Wolansky and Mr. Leung Ping-chung, Hermann as non-executive Directors, and Mr. Lin Yuanfang, Mr. Li Hongbin and Mr. Hung Ee Tek as independent non-executive Directors.