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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)

CONTINUING CONNECTED TRANSACTIONS

RENEWAL OF SERVICES AGREEMENT FOR PROVISION OF NETWORK CIRCUIT SERVICES

THE 2026 NETWORK SERVICES AGREEMENT

On 13 February 2026, (i) the Network Services Provider, being an associate of CITIC Group, and (ii) CEC, being a non-wholly owned subsidiary of the Company, entered into the 2026 Network Services Agreement, pursuant to which CEC shall, upon the expiry of the 2023 Network Services Agreement, continue to engage the Network Services Provider as service provider for the provision of network circuit services to CEC for a further term of three (3) years from 19 February 2026 to 18 February 2029 (both dates inclusive).

LISTING RULES IMPLICATIONS

As at the date of this announcement, CITIC Group, being the ultimate controlling shareholder of the Company, is indirectly interested in more than 30% of the entire equity interest in the Network Services Provider. Accordingly, Network Services Provider is an associate of CITIC Group and the entering into of the 2026 Network Services Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios as defined in the Listing Rules calculated with reference to the highest Annual Cap for the 2026 Network Services Agreement are more than 0.1% but less than 5%, the continuing connected transactions under the 2026 Network Services Agreement are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the announcement of the Company dated 17 February 2023 in relation to the 2023 Network Services Agreement entered into between the Network Services Provider and CEC for the provision of network circuit services by the Network Services Provider to CEC. As the 2023 Network Services Agreement is due to expire on 18 February 2026, CEC entered into the 2026 Network Services Agreement with the Network Services Provider to continue to engage the Network Services Provider as service provider of the network circuit services for a further term of three (3) years from 19 February 2026 to 18 February 2029 (both dates inclusive).

THE 2026 NETWORK SERVICES AGREEMENT

Date

13 February 2026

Parties

- (1) the Network Services Provider, an associate of CITIC Group
- (2) CEC, a non-wholly owned subsidiary of the Company

Subject Matter

As the 2023 Network Services Agreement is due to expire on 18 February 2026, CEC entered into the 2026 Network Services Agreement with the Network Services Provider on 13 February 2026, pursuant to which CEC shall continue to engage the Network Services Provider as service provider for the provision of network circuit services, such as leasing of circuits and racks for data networking to CEC for a further term of three (3) years from 19 February 2026 to 18 February 2029 (both dates inclusive). Instead of primarily relying on SDH technology to provide network circuit services to CEC under the 2023 Network Services Agreement, the Network Services Provider will adopt a more advanced mix of telecommunications technologies for signal transmission under the 2026 Network Services Agreement, enabling more efficient and enhanced service delivery.

Service Fees and Pricing Basis

For each service order under the 2026 Network Services Agreement, the Network Services Provider will charge CEC a service fee which shall include (i) a one-off set-up fee of RMB2,000 (equivalent to approximately HK\$2,240); and (ii) a monthly service fee, the amount of which will depend on the service location, technology, bandwidth and distance of the network circuits provided by the Network Services Provider based on the business needs of CEC. CEC will settle the service fee payable to the Network Services Provider under the 2026 Network Services Agreement on a monthly prepayment basis.

As a general principle, the prices and terms of the agreements with respect to the network circuit services provided by the Network Services Provider shall be determined in the ordinary course of business on normal commercial terms, negotiated on arm's length basis. The terms (including the prices payable by CEC to the Network Services Provider) will be no less favourable to the Company than those procured from other service providers which are independent third parties of the Group.

Historical Transaction Amounts

Set out below are the service fees paid/payable by CEC to the Network Services Provider under the 2023 Network Services Agreement for the period from 19 February 2023 to 31 December 2023 and the two financial years ended 31 December 2024 and 2025 (the "Historical Amount(s)"):

	For the period from 19 February to 31 December 2023	For the financial years ended 31 December	
		2024	2025
RMB (million)	8.0	8.9	7.8
Approximately equivalent to HK\$ (million)	9.0	10.0	8.7

Annual Caps

The service fees payable by CEC to the Network Services Provider under the 2026 Network Services Agreement for the period from 19 February 2026 to 31 December 2026, the two financial years ending 31 December 2027 and 2028 and the period from 1 January 2029 to 18 February 2029 shall not exceed the maximum amounts set out below (the "Annual Cap(s)"):

	For the period from 19 February to 31 December 2026	For the financial years ending 31 December		For the period from 1 January to 18 February 2029
		2027	2028	
RMB (million)	8.0	9.0	9.0	1.4
Approximately equivalent to HK\$ (million)	9.0	10.1	10.1	1.6

The Annual Caps were determined with reference to the following:

- (i) the Historical Amounts; and
- (ii) the estimated monthly service fee payable by CEC to the Network Services Provider, taking into account the expected increase in the demand for network circuit services by CEC due to possible expansion of its business, as it is expected that the demand for the aforesaid services from the end-customers of CEC would increase in terms of both quantities and bandwidth, driven by a variety of emerging technologies and applications.

REASONS FOR AND BENEFITS OF THE 2026 NETWORK SERVICES AGREEMENT

The Company believes that it will be able to secure a reliable supply of network circuit services to serve the Group's business in the PRC through the Network Services Provider, and enhance the diversity of its telecoms services providers.

None of the Directors has any material interest in the transactions contemplated under the 2026 Network Services Agreement or is required to abstain from voting on the Board resolutions of the Company for considering and approving the 2026 Network Services Agreement.

The Directors (including the independent non-executive Directors) consider that the terms of the 2026 Network Services Agreement and the Annual Caps are fair and reasonable, and that the transactions contemplated under the 2026 Network Services Agreement are on normal commercial terms and in the ordinary and usual course of business of the Group, and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CITIC Group, being the ultimate controlling shareholder of the Company, is indirectly interested in more than 30% of the entire equity interest in the Network Services Provider. Accordingly, the Network Services Provider is an associate of CITIC Group and the entering into of the 2026 Network Services Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios as defined in the Listing Rules calculated with reference to the highest Annual Cap for the 2026 Network Services Agreement are more than 0.1% but less than 5%, the continuing connected transactions under the 2026 Network Services Agreement are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTERNAL CONTROL PROCEDURES

The Company has adopted the following internal control measures to ensure that the transactions under the 2026 Network Services Agreement are conducted in accordance with the pricing basis and terms of the 2026 Network Services Agreement as well as the Listing Rules:

- (i) in respect of the service fees payable by CEC to the Network Services Provider for the provision of network circuit services, the engineering department of CEC will make enquiries or obtain quotations from at least two service providers which are independent third parties for similar services in similar locations with comparable technology, bandwidth and distance on a periodic basis and make comparison so as to determine if the rates of the service fee payable by CEC to the Network Services Provider are on normal commercial terms and on terms which are no less favourable to the Company than those offered by the service providers which are independent third parties;
- (ii) the finance department of CEC will monitor and ensure that the transactions under the 2026 Network Services Agreement are conducted in accordance with its terms and do not exceed the Annual Caps;
- (iii) the Board will continue to review on a regular basis the Group's internal control system and its effectiveness; and
- (iv) the Company will appoint an external auditor pursuant to the Listing Rules to conduct annual reviews of the transactions under the 2026 Network Services Agreement and the Annual Caps.

INFORMATION OF THE PARTIES TO THE TRANSACTIONS

The Group

The Company was established in 1997 in Hong Kong and was listed on the Stock Exchange on 3 April 2007.

As one of the largest international telecommunications hubs in Asia Pacific, the Group provides full-scale international telecommunications services to carrier clients around the globe, and ICT services in Southeast Asia through its wholly-owned subsidiary Acclivis Technologies and Solutions Pte. Ltd..

CITIC Telecom International CPC Limited ("CPC") is a wholly-owned subsidiary of the Company. CPC provides one-stop ICT solutions to multinational and business enterprises. CPC is one of the most trusted partners of leading multinational and business enterprises in the Asia-Pacific region and provides comprehensive ICT services for sizeable multinational and business enterprises in the Chinese mainland through its subsidiary CEC.

The Group holds 99% equity interest in Companhia de Telecomunicações de Macau, S.A. ("CTM"). CTM is one of the leading integrated telecommunications services providers in Macau, and is the only full telecommunications services provider in Macau. It has long provided quality telecommunications and ICT services to the residents, government and enterprises of Macau, and plays an important role in the ongoing development of Macau.

CEC

CEC is a non-wholly owned subsidiary of the Company. The Company and CITIC Group indirectly hold 49% and 45.09% equity interests respectively in CEC.

CEC is one of the leading VPN service providers in the PRC with a nationwide IP-VPN operating licence granted by the Ministry of Industry and Information Technology of the PRC, which allows CEC to provide domestic VPN services throughout China. CEC was founded in 2000 and has since built an extensive network in the PRC with its headquarters in Beijing.

Network Services Provider

Based on the public search records available to the Company, apart from CITIC Group, the other ultimate beneficial owners of Network Services Provider are Zhu Yihang, Zhu Waihang and Liu Huiying who are all independent third parties of the Company to the best of the Directors' knowledge, information and belief having made all reasonable enquiry.

The Network Services Provider is principally engaged in the provision of communications network and system services in Guangdong province.

CITIC Group

CITIC Group, the ultimate controlling shareholder of each of CEC, the Network Services Provider and the Company, and is a Chinese state-owned enterprise under the Ministry of Finance of the PRC. Since its establishment in 1979, CITIC Group has been a pioneer of China's economic reform. It makes investments in areas with long-term potential as well as those aligned with national priorities.

DEFINITIONS

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

“2023 Network Services Agreement”	the services agreement dated 17 February 2023 entered into between the Network Services Provider and CEC in relation to the provision of network circuit services by the Network Services Provider to CEC for a term of three (3) years from 19 February 2023 to 18 February 2026 (both dates inclusive);
“2026 Network Services Agreement”	the services agreement dated 13 February 2026 entered into between the Network Services Provider and CEC in relation to the provision of network circuit services by the Network Services Provider to CEC for a term of three (3) years from 19 February 2026 to 18 February 2029 (both dates inclusive);
“associate”, “continuing connected transaction(s)”, “controlling shareholder”, “percentage ratio(s)” and “subsidiary(ies)”	each has the meaning ascribed to it in the Listing Rules;
“Annual Cap(s)”	has the meaning as defined under the section headed “THE 2026 NETWORK SERVICES AGREEMENT – Annual Caps” of this announcement;
“Board”	the board of Directors;
“CEC”	China Enterprise ICT Solutions Limited (中企網絡通信技術有限公司), a company established under the laws of the PRC and an indirect non-wholly owned subsidiary of the Company and also an associate of CITIC Group;
“CITIC Group”	CITIC Group Corporation (中國中信集團有限公司), a Chinese state-owned enterprise established under the laws of the PRC, and the ultimate controlling shareholder of each of CEC, the Network Services Provider and the Company;
“Company”	CITIC Telecom International Holdings Limited (中信國際電訊集團有限公司), a company incorporated under the laws of Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 01883);

“CPC”	has the meaning as defined under the section headed “INFORMATION OF THE PARTIES TO THE TRANSACTIONS – The Group” of this announcement;
“CTM”	has the meaning as defined under the section headed “INFORMATION OF THE PARTIES TO THE TRANSACTIONS – The Group” of this announcement;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Historical Amount(s)”	has the meaning as defined under the section headed “THE 2026 NETWORK SERVICES AGREEMENT – Historical Transaction Amounts” of this announcement;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“ICT”	Information and Communications Technology (ICT), an umbrella term that includes any communication device or application, encompassing: radio, television, cellular phones, computer and network hardware and software, satellite systems etc., as well as the various services and applications associated with them;
“IP-VPN”	internet protocol virtual private network;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Macau”	the Macau Special Administrative Region of the PRC;
“PRC” or “China” or “the Chinese mainland”	the People’s Republic of China (for the purposes of this announcement, excludes Hong Kong, Macau and Taiwan);
“RMB”	Renminbi, the lawful currency of the PRC;
“SDH”	Synchronous Digital Hierarchy, a kind of telecommunications technology for signal transmission used by the Network Services Provider to provide network circuit services to CEC under the 2023 Network Services Agreement;

“Network Services Provider”	Guangdong Eastern Fibernet Investment Company Limited (廣東盈通網絡投資有限公司), a company incorporated and existing under the laws of the PRC and an associate of CITIC Group;
“Share(s)”	ordinary share(s) in the issued share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“VPN”	virtual private network, which extends a private network across a shared or public network. VPN enables a computer or network-enabled device to send and receive data across shared or public networks as if it were directly connected to the private network; and
“%”	per cent.

For illustration purposes in this announcement, unless otherwise specified, the exchange rate of RMB1.00 = HK\$1.12 is adopted. The exchange rate does not constitute a representation that any amount has been, could have been or may be converted at the above rate or any other rates.

The English names of the PRC entities referred to in this announcement are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

By Order of the Board
CITIC Telecom International Holdings Limited
Luo Xicheng
Chairman

Hong Kong, 13 February 2026

The Directors as at the date of this announcement are: Executive Directors: Luo Xicheng (Chairman) and Wu Jun; Non-Executive Directors: Zhao Lei, Wang Hua and Yang Feng (Liu Kaiyuan as his alternate); and Independent Non-Executive Directors: Zuo Xunsheng, Lam Yiu Kin and Wen Ku.