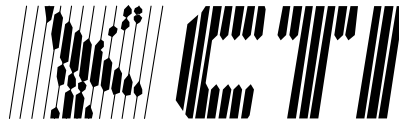


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CITY TELECOM (H.K.) LIMITED

城市電訊(香港)有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 1137)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached Form 6-K which was filed with the U.S. Securities and Exchange Commission on 28 April 2010 by City Telecom (H.K.) Limited (the “Company”).

This announcement and its attachment (collectively the “Documents”) do not constitute a prospectus under section 342C of the Companies Ordinance (chapter 32 of the laws of Hong Kong). The Documents (no matter whether in draft form or in their finalized version) have not been prepared in accordance with the requirements of the said Ordinance and have not been registered with the Registrar of Companies in Hong Kong. As such, these Documents do not constitute or form part of an offer or invitation, or solicitation or inducement of an offer, to any person in Hong Kong to subscribe for or purchase any securities of the Company. The Documents shall not be issued, circulated or distributed in Hong Kong in connection with any offer or invitation for subscription for or purchase of any securities of the Company.

By Order of the Board
City Telecom (H.K.) Limited
Lai Ni Quiaque

*Executive Director, Chief Financial Officer and
Company Secretary*

Hong Kong, 29 April 2010

As at the date of this announcement, the executive directors of the Company are Mr. Wong Wai Kay, Ricky (Chairman), Mr. Cheung Chi Kin, Paul (Vice Chairman), Mr. Yeung Chu Kwong, William (Chief Executive Officer), Mr. Lai Ni Quiaque (Chief Financial Officer); the non-executive director is Dr. Cheng Mo Chi, Moses; and the independent non-executive directors are Mr. Lee Hon Ying, John, Dr. Chan Kin Man and Mr. Peh Jefferson Tun Lu.

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6 - K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

April 28, 2010

Commission File Number 000-30354

CITY TELECOM (H.K.) LIMITED

(Translation of registrant's name into English)

Level 39
Tower I, Metroplaza
No. 223 Hing Fong Road
Kwai Chung
New Territories
Hong Kong

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): _____.

On April 28, 2010, City Telecom (H.K.) Limited (the “Company”) closed an underwritten public offering (the “Offering”) of 4,025,000 American Depositary Shares, representing 80,500,000 ordinary shares, at \$13.00 per American Depositary Share. The Offering was made pursuant to the Company’s effective registration statement on Form F-3, as amended and supplemented (File No. 333-164768) (the “Registration Statement”) filed with the Securities and Exchange Commission. This Report of Foreign Private Issuer on Form 6-K is being furnished with the Securities and Exchange Commission by the Company for the purpose of providing Jones Day’s opinion on the validity of the ordinary shares, a copy of which is filed as Exhibit 5.1 hereto.

This Report on Form 6-K is deemed to be incorporated by reference into the Registration Statement.

<u>Exhibit Number</u>	<u>Document</u>
5.1	Opinion of Jones Day with respect to Hong Kong law regarding the validity of the ordinary shares

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CITY TELECOM (H.K.) LIMITED

/s/ Lai Ni Quiaque

Lai Ni Quiaque

Executive Director, Chief Financial Officer
and Company Secretary

Date: April 28, 2010

Exhibit Index

<u>Exhibit Number</u>	<u>Document</u>
5.1	Opinion of Jones Day with respect to Hong Kong law regarding the validity of the ordinary shares

[Letterhead of Jones Day]

April 28, 2010

City Telecom (H.K.) Limited
Level 39, Tower 1, Metroplaza
No. 223 Hing Fong Road
Kwai Chung, New Territories
Hong Kong

Re: Registration Statement on Form F-3 Filed by City Telecom (H.K.) Limited

We have acted as legal advisers on the laws of the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong") for City Telecom (H.K.) Limited (the "Company"), a company incorporated with limited liability under the laws of Hong Kong, in connection with the authorization of the issuance and sale by the Company (the "Offering") of 80,500,000 ordinary shares of the Company (the "Ordinary Shares"), as represented by 4,025,000 American Depositary Shares ("ADSs"), as contemplated by the Registration Statement on Form F-3 (File No. 333-164786) to which this opinion has been incorporated by reference as an exhibit (the "Registration Statement"). The Offering will be consummated pursuant to an underwriting agreement (the "Underwriting Agreement") dated as of April 23, 2010, by and between the Company and Oppenheimer & Co. Inc., as representative of the several underwriters named therein.

In giving this opinion we have examined copies of the following documents with respect to the Company:

- (a) the certificate of incorporation dated May 19, 1992, memorandum and articles of association, and current business registration certificate;
- (b) a copy of the resolution of the shareholders of the Company passed at the Company's Annual General Meeting held on December 18, 2009 authorizing the directors to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make, issue or grant offers, agreements or options with an aggregate nominal amount not exceeding 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the said resolution;

- (c) extract from the minutes of the meeting of the board of directors of the Company held on February 4, 2010 approving the filing of the Registration Statement and the allotment and issue of the Ordinary Shares, including the notice of such meeting;
- (d) extract from the minutes of the meeting of the board of directors of the Company held on February 4, 2010 approving, among others, the issue of the Ordinary Shares, including the notice of such meeting;
- (e) written resolutions of an executive committee of the board of directors dated April 22, 2010 approving the issuance of up to 80,500,000 Ordinary Shares and execution of the Underwriting Agreement; and
- (f) minutes of a meeting of the executive committee of the board of directors held on April 27, 2010 approving and authorizing the allotment and issuance of 80,500,000 Ordinary Shares to HSBC Nominees (Hong Kong) Limited, as nominee for the Custodian for the Depository, as underlying securities for 4,025,000 American Depositary Shares.

In such examination, we have assumed, without any independent investigation and verification that:

- (i) all signatures, seals, chops and markings (if any) on all documents are genuine and have been duly affixed, all documents submitted to us as originals are authentic and complete and all documents submitted to us as certified or photostatic copies conform to the authentic originals which are authentic and complete and have not been amended, superseded, revoked or revised in any manner;
- (ii) the constitutional documents referred to in paragraph (a) on page 1 of this opinion are up-to-date;
- (iii) the meetings of the shareholders and the board of directors of the Company (including any duly authorized committee thereof) at which any of the resolutions upon which we rely in giving this opinion were duly convened with proper notice and were quorate at the time the relevant resolutions were passed;
- (iv) the resolutions contained in the written resolutions of the board of directors of the Company referred to in paragraphs ý(c), ý(d), ý(e) and ý(f) on pages 1 and 2 of this opinion remain in full force and effect without modifications, and have not been superseded;
- (v) the Registration Statement, and any amendments thereto, have become effective (and remained effective at the time of issuance of the American Depositary Shares thereunder);
- (vi) a prospectus supplement describing the Offering, to the extent required by applicable law and relevant rules and regulations of the United States Securities and Exchange Commission (the "Commission"), has been timely filed with the Commission; and

(vii) the Ordinary Shares and the American Depositary Shares, respectively, have been issued in compliance with applicable Hong Kong law and applicable United States federal and state securities laws.

We are qualified to advise the Company regarding the laws of Hong Kong in force at the date hereof and as currently interpreted by the Hong Kong courts. We do not express any opinion in respect of those matters governed by or construed in accordance with the laws of any jurisdiction other than Hong Kong.

Based upon and subject to the assumptions and qualifications contained herein, we are of the opinion that the 80,500,000 Ordinary Shares issued as underlying securities for 4,025,000 American Depositary Shares will, upon receipt by the Company of the full amount of the lawful consideration therefor as contemplated by the Underwriting Agreement, be validly issued, fully paid and nonassessable.

This opinion is limited to the matters specifically stated herein and is not to be read as extended by implication to any other matters not specifically referred to herein. In addition, this opinion speaks only as of the date hereof and we expressly disclaim any responsibility to advise you or any other person who is permitted to rely on the opinions expressed herein of any development or circumstance of any kind including any change of law or fact that may occur after the date of this opinion even though such development, circumstance or change may affect the legal analysis, a legal conclusion or any other matter set forth in or relating to this opinion.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Report of Foreign Private Issuer on Form 6-K dated the date hereof filed by the Company and incorporated by reference into the Registration Statement and to the reference to Jones Day under the caption "Legal Matters" in the prospectus constituting a part of such Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ JONES DAY