PCCW Limited
電訊盈科有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0008)

SCHEME OF ARRANGEMENT
IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 2382 OF 2008

Form of Proxy for the Meeting of the holders of the Scheme Shares (as defined in the Scheme of Arrangement) convened by direction of the High Court of the Hong Kong Special Administrative Region and reconvened to be held on Wednesday, 4 February, 2009 at 2:00 p.m. (or any adjournment thereof)

IF YOU HAVE DULY COMPLETED AND SUBMITTED ANY FORM(S) OF PROXY AND YOU WISH THE SUBMITTED FORM(S) OF PROXY TO REMAIN IN PLACE, YOU DO NOT NEED TO TAKE ANY ACTION. PLEASE REFER TO APPENDIX II OF THE SUPPLEMENTAL SCHEME DOCUMENT.

I/We,[1] ____________________

of ____________________

being the registered holder(s) of[2] ____________________
ordinary shares of HK$0.25 each in the capital of PCCW Limited (the "Company"), HEREBY APPOINT[3] the Chairman of the aforesaid Meeting, or ____________________

of ____________________

as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the aforesaid holders of the Scheme Shares (or any adjournment thereof) reconvened to be held at the Convention Hall, the Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wan Chai, Hong Kong (please use the Harbour Road entrance) on Wednesday, 4 February, 2009, at 2:00 p.m. for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the "**Scheme of Arrangement**") referred to in the Notice dated 12 January, 2009 of the reconvened Meeting; and, at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification, as my/our proxy may approve) or against the Scheme of Arrangement as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

This form of proxy revokes any form(s) of proxy previously submitted by me/us in respect of the number of shares to which this form of proxy relates, for use at the Meeting of the holders of the Scheme Shares originally convened to be held on Tuesday, 30 December, 2008 (or any adjournment thereof).

FOR[4]	AGAINST[4]

Dated this ____________ day of ____________ 2009 Signature(s)[5] ____________________

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
2. Please insert the number of the ordinary shares of HK$0.25 each in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
3. If any proxy other than the Chairman of the reconvened Meeting is preferred, strike out the words "the Chairman of the aforesaid Meeting, or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more proxies (who must be an individual) to attend and vote in your stead. Your proxy need not be a member of the Company, but your proxy must attend the reconvened Meeting to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SCHEME OF ARRANGEMENT, TICK IN THE BOX MARKED "AGAINST". Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the reconvened Meeting other than that referred to in the notice of the reconvened Meeting.
5. This form of proxy must be signed by you or your attorney authorised in writing or, if the appointor is a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised by it to sign the same.
6. You are requested to lodge this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, by hand or by post, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the reconvened Meeting or any adjournment thereof. Forms of proxy may also be returned by facsimile at (852) 2962 5926 up to the time of the reconvened Meeting or may be handed to the Chairman of the reconvened Meeting at the reconvened Meeting if not so lodged. Completion and delivery of this form of proxy will not preclude you from attending the reconvened Meeting and voting in person at the reconvened Meeting if you so wish, but in the event of you attending the reconvened Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the reconvened Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share(s) as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the reconvened Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.