



HKBN Ltd. 香港寬頻有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1310

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

Number of shares to which this
proxy form relates¹

I/We² _____
of _____
being the registered holder(s) of ordinary shares of HK\$0.0001 each in the abovenamed company (the "Company") HEREBY APPOINT³ the Chairman of the meeting,
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at WOW Land, 16th Floor, Trans Asia Centre, 18
Kin Hong Street, Kwai Chung, New Territories, Hong Kong at 10:00 a.m. on Friday, 16 November 2018 (or any adjournment thereof) in respect of the resolutions set
out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
To approve and confirm the following:--			
1.	(a) the purchase of the entire issued share capital in WTT Holding Corp. by Metropolitan Light Company Limited ("MLCL"), a wholly-owned subsidiary of the Company (the "Proposed Transaction"), pursuant to the terms and conditions of the sale and purchase agreement dated 7 August 2018 between the Company, MLCL, TPG Wireman, LP ("TPG Wireman") and Twin Holding Ltd ("Twin Holding") (the "Merger Agreement") be and is hereby approved; (b) the entry into of the agreements and documents in relation to the Proposed Transaction, including but not limited to the Merger Agreement and the convertible vendor loan instrument (the "Convertible Vendor Loan Instrument") by the Company and MLCL and the performance of their respective obligations under such documents be and are hereby approved, ratified and confirmed; and (c) the board of directors of the Company (the "Board") or any committee established by the board be and is hereby authorised to arrange for the execution of such documents and the taking of such actions by the Company or any of its subsidiaries as the board or such committee may consider necessary or desirable to be entered into or taken in connection with the Proposed Transaction.		
2.	Conditional upon the passing of resolution number 1, the grant of the specific mandate for the Board to issue the Consideration Shares (as defined under the Merger Agreement), the Vendor Loan Notes (as defined under the Convertible Vendor Loan Instrument) and the Conversion Shares (as defined under the Convertible Vendor Loan Instrument) upon the exercise of the conversion rights attaching to the Vendor Loan Notes be and are hereby approved: (a) pursuant to the Merger Agreement, a total of 152,966,345 Consideration Shares and the Vendor Loan Notes in the principal amount of up to HK\$970,468,828 to TPG Wireman; and (b) pursuant to the Merger Agreement, a total of 152,966,345 Consideration Shares and the Vendor Loan Notes in the principal amount of up to HK\$970,468,828 to Twin Holding.		
3.	Mr. Zubin Irani be appointed as a non-executive director of the Company, effective upon the completion of the Proposed Transaction in accordance with the Merger Agreement.		
4.	Mr. Teck Chien Kong be appointed as a non-executive director of the Company, effective upon the completion of the Proposed Transaction in accordance with the Merger Agreement.		

Dated this _____ day of _____ 2018.

Signature(s)⁵ _____

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting," and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK (✓) IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of member of the Company.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment of such meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

"PERSONAL INFORMATION COLLECTION STATEMENT Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address."