



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares (the "Shares") of HK\$0.10 each in the
share capital of City Telecom (H.K.) Limited (the "Company"), **HEREBY APPOINT**^(Note 3) **THE CHAIRMAN OF THE MEETING**
or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") of the Company to be held at The Ballroom Three, 18th Floor, The Mira Hong Kong, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 25 May 2012 at 12:00 noon (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated^(Note 4):-

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>(a) To approve and adopt the Telecom Group Agreement (as defined and described in the circular to the shareholders of the Company dated 2 May 2012 (the "Circular")) and the transactions contemplated thereunder; and to approve, confirm and ratify the entering into and execution of the Telecom Group Agreement by the Company;</p> <p>(b) To approve and adopt the Guangzhou Agreement (as defined and described in the Circular) and the transactions contemplated thereunder; and to approve, confirm and ratify the entering into and execution of the Guangzhou Agreement by the Company;</p> <p>(c) To approve and confirm the amendment of the vesting period of 9,526,128 share options held by the Excluded Directors (as defined in the Circular); and</p> <p>(d) To ratify, confirm and approve all acts done and things executed and all such documents or deeds entered into in connection with or to give effect to the Telecom Group Agreement, the Guangzhou Agreement, the Reorganisation (as defined and described in the Circular), and the amendment of the vesting period of share options, and to authorise the board of directors of the Company (the "Board") to do all such acts and things and execute all such documents or deeds and to take all such steps as it considers necessary, desirable or expedient in connection with or to give effect to the above and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of the Board, necessary or desirable.</p>		

Date _____

Signature^(Note 5) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy does not need to be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain 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 be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, this completed and signed form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment meeting, as the case may be.
- Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, then one of the said holders so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or adjourned meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.