CCT TELECOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00138)

FORM OF PROXY

Form of proxy for use at the 2012 annual general meeting (the "**AGM**") of CCT Telecom Holdings Limited (the "**Company**") to be held at 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Thursday, 24 May 2012 at 10:45 a.m. (or at any adjourned meeting thereof)

I/We[1] _____

of _____

_____

being the registered holder(s) of[2] _____ share(s) of HK$0.10 each (the "**Share(s)**") in the share capital of the Company, HEREBY APPOINT[3] _____

of _____

_____

or failing him/her, the Chairman of the AGM, to act for me/us as my/our proxy at the AGM (or at any adjourned meeting thereof) to be held at 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Thursday, 24 May 2012 at 10:45 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the AGM (or at any adjourned meeting thereof) to vote for me/us and on my/our behalf in respect of the said resolutions as hereinunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS[4]	**FOR**[5]	**AGAINST**[5]
1.	To receive and consider the audited Financial Statements, the Report of the Directors and the Independent Auditors' Report for the year ended 31 December 2011.		
2.	To declare a final dividend.		
3.	(a) To re-elect Ms. Cheng Yuk Ching, Flora as an executive director of the Company.		
	(b) To re-elect Dr. William Donald Putt as an executive director of the Company.		
	(c) To authorise the board of directors to fix the remuneration of the directors.		
4.	To re-appoint Ernst & Young as auditors and to authorise the board of directors to fix the remuneration of the auditors.		
5.	To approve the grant of the general mandate to repurchase Shares.		
6.	To approve the grant of the general mandate to issue new Shares.		
7.	To approve the extension of the general mandate to issue additional new Shares.		
	SPECIAL RESOLUTION[4]		
8.	To approve the proposed amendments to the bye-laws of the Company.		

Dated: _____ Signature[6]: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of the Share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Share(s) registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The full text of all the resolutions appear in the notice of the AGM incorporated in the circular of the Company dated 24 April 2012.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK IN THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to complete any or all of the boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution which has been properly put to the AGM other than those referred to in the notice convening the AGM.
6. 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 executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation's behalf.
7. Where they are joint registered holders of any Share(s), any one of such persons may vote at the AGM or at any adjourned meeting thereof (as the case may be), either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM or at any adjourned meeting thereof (as the case may be) in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
8. In order to be valid, 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 thereof, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the AGM.
9. A proxy need not be a shareholder of the Company but must attend the AGM or any adjourned meeting thereof (as the case may be) in person to represent you.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or at any adjourned meeting thereof (as the case may be) should you so wish. If you attend and vote at the AGM or at any adjourned meeting thereof (as the case may be), the authority of your proxy will be revoked.