CCT TELECOM HOLDINGS LIMITED

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

(Stock Code: 00138)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON MONDAY, 8 JULY 2013 OR ANY ADJOURNMENT THEREOF (THE "SGM")

I/We[1] _____

of _____

_____

being the registered holder(s) of[2] _____ share(s) (the "**Share(s)**") of HK$0.10 each in the share capital of CCT Telecom Holdings Limited (the "**Company**"), hereby appoint THE CHAIRMAN OF THE SGM[3], or _____

of _____

_____

as my/our proxy to attend and act for me/us and on my/our behalf at the SGM to be held at 31/F., Fortis Tower, 77–79 Gloucester Road, Hong Kong on Monday, 8 July 2013 at 10:45 a.m. or at any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, passing the ordinary and special resolutions as set out in the notice convening the SGM (the "**Notice**") and at the SGM to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the SGM in such manner as he/she thinks fit.

ORDINARY RESOLUTION[5]	**FOR**[4]	**AGAINST**[4]
THAT: (a) To approve, ratify and confirm the execution of the Agreement by the Company and the Land Company (details as set out under ordinary resolution sub-section (a) in the Notice); (b) To approve the Subscription and the Assignment, and any other transactions contemplated under the Agreement (details as set out under ordinary resolution sub-section (b) in the Notice); and (c) To authorise any one Director, or any two Directors if the affixation of the common seal is necessary, to execute documents and do all such acts or things on behalf of the Company (details as set out under ordinary resolution sub-section (c) in the Notice).		
SPECIAL RESOLUTION[5]		
THAT: (a) To approve the change of the name of the Company (details as set out under special resolution sub-section (a) in the Notice); and (b) To authorise any one Director, or any two Directors if the affixation of the common seal is necessary, to execute documents and do all such acts or things on behalf of the Company (details as set out under special resolution sub-section (b) in the Notice).		

Signature[6] _____ Dated _____

Notes:

1. Full name(s) and address(es) must 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) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Share(s) registered in your name(s).
3. If any proxy other than the chairman of the SGM is preferred, please strike out the words "THE CHAIRMAN OF THE SGM" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PUT A TICK IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than the resolution referred to in the Notice.
5. Full text of the resolutions appears in the Notice incorporated in the circular of the Company dated 14 June 2013.
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. In the case of joint registered holders of any Share(s), any one of such persons may vote at the SGM, 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 SGM in person or by proxy, that one of the said persons so present whose name stands first in 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 SGM or any adjournment thereof (as the case may be).
9. A proxy need not be a shareholder of the Company but must attend the SGM in person to represent you.
10. Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the SGM if you so wish. If you attend and vote at the SGM in person, the authority of your proxy will be revoked.
11. Capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 14 June 2013, unless the context requires otherwise.