



# 中信國際電訊集團有限公司

CITIC TELECOM INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01883)

## FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 23 OCTOBER 2015

I/We<sup>(a)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>(b)</sup> of CITIC Telecom International Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**

or<sup>(c)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (and at any adjournment thereof) (the “Meeting”) of the Company to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 23 October 2015 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the Notice convening the Meeting, and at the Meeting to vote for me/us and in my/our name(s) in respect of such ordinary resolutions as indicated below<sup>(d)</sup> or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve the Acquisition Arrangement (as defined in the circular to the shareholders of the Company dated 2 October 2015 (the “Circular”)) and the transactions contemplated thereunder. <sup>(e)</sup>		
2.	To approve (i) the Share Subscription Agreement (as defined in the Circular) and the transactions contemplated thereunder; and (ii) to authorise the directors of the Company to allot and issue up to 520,713,219 ordinary shares at the Subscription Price (as defined in the Circular) pursuant to the terms of the Share Subscription Agreement. <sup>(e)</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Shareholder’s signature<sup>(f)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting or” herein inserted 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(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his 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 that referred to in the Notice convening the Meeting.
- The full text of the ordinary resolutions appear in the Notice of the Meeting contained in the circular to the shareholders of the Company dated 2 October 2015.
- 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 or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited at the Company’s registered office at 25th Floor, CITIC Telecom Tower, 93 Kwai Fuk Road, Kwai Chung, New Territories, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote at the meeting, from Thursday, 22 October 2015 to Friday, 23 October 2015, both days inclusive, during which period no transfers of shares will be effected. In order to be eligible to attend and vote at the meeting, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 20 October 2015.