



# 中彩網通控股有限公司 China Netcom Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8071)

## FORM OF PROXY

For use at the extraordinary general meeting on 22 November 2012 (or any adjournment thereof)

I/We <sup>(Note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note b)</sup> \_\_\_\_\_ ordinary share(s) of  
HK\$0.005 each in the capital of China Netcom Technology Holdings Limited (“Company”) hereby appoint the chairman of the  
extraordinary general meeting of the Company (“Meeting”) or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(Note c)</sup> at the Meeting to be held at Unit 1006, 10th Floor, Tower One Lippo Centre, 89  
Queensway, Hong Kong on 22 November 2012 at 10:30 a.m. or at any adjournment thereof and to vote on my/our behalf  
as directed below:

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTION		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
1	To approve the Loan Capitalisation Agreement (as defined in the Company’s circular dated 29 October 2012) and all transactions contemplated thereunder, and the increase in authorised share capital of the Company from HK\$100,000,000 to HK\$110,000,000 by the creation of an additional 2,000,000,000 new preferred shares of par value of HK\$0.005 each of the Company.		
SPECIAL RESOLUTIONS			
2	To approve the amendments to the memorandum of association and articles of association of the Company as set out in the notice convening the Meeting		
3	To approve and adopt the amended and restated memorandum of association and the articles of association of the Company (incorporating the amendments stated in resolution (2) above and all previous amendments) in substitution for and to the exclusion of the existing memorandum of association and the articles of association of the Company.		

Date: \_\_\_\_\_

Signature: <sup>(Notes e, f, g and h)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) are to 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). 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the extraordinary general meeting of the Company (“Meeting”) or” and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a “✓” in the relevant box the way you wish your votes to be cast. If this form of proxy when returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his/her discretion on any amendment of a resolution put to the Meeting.
- In the case of joint registered holders of any share(s), this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder are present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members of the Company in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- This form of proxy must be signed by a member of the Company, or his/her attorney duly authorised in writing, or if the member is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialed by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.