



# CHINA CHIEF CABLE TV GROUP LIMITED

中國3C集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

## FORM OF PROXY FOR USE AT SPECIAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup>  
of HK\$0.01 each in the share capital of the China Chief Cable TV Group Limited (the "Company"), HEREBY APPOINT the chairman of the SGM  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us and on my/our behalf at the special general meeting (the "SGM") (or at any adjournment thereof) of the Company to be held at the Conference Room, 19th Floor, CMA Building, 64-66 Connaught Road Central, Hong Kong on Wednesday, 1 April 2009 at 5:00 p.m. to consider and, if thought fit, pass the resolutions set out in the notice convening the SGM and at such Meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions specified below in the manner indicated or, if no such indication is given, as my/our proxy thinks fit:

Ordinary Resolutions <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To ratify, confirm and approve the grant of options to Mr. Wong Man Hung Patrick under Scheme II and to authorise the directors to do all such acts and execute all such documents as may be necessary or expedient to give effect to the grant of options to and exercise of options by Mr. Wong under Scheme II.		
2.	To ratify, confirm and approve the grant of options to Mr. Ko Shang Min under Scheme II and to authorise the directors to do all such acts and execute all such documents as may be necessary or expedient to give effect to the grant of options to and exercise of options by Mr. Ko under Scheme II.		
3.	To ratify, confirm and approve the grant of options to Mr. Chang Tak Chun under Scheme II and to authorise the directors to do all such acts and execute all such documents as may be necessary or expedient to give effect to the grant of options to and exercise of options by Mr. Chang under Scheme II.		
4.	To ratify, confirm and approve the grant of options to Mr. Ng Kwok Wing Michael under Scheme II and to authorise the directors to do all such acts and execute all such documents as may be necessary or expedient to give effect to the grant of options to and exercise of options by Mr. Ng under Scheme II.		
5.	To ratify, confirm and approve the grant of options to Mr. Wong William under Scheme II and to authorise the directors to do all such acts and execute all such documents as may be necessary or expedient to give effect to the grant of options to and exercise of options by Mr. Wong under Scheme II.		
6.	To approve the refreshment of the scheme limit of the share option schemes of the Company up to 10 per cent of the number of Shares in issue as at the date of passing this resolution and to authorise the directors to do all such acts and execute all such documents as may be necessary or expedient to give effect to the New Scheme Limit.		

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

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) should be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy shall be deemed to relate to all the Shares in the Company registered in your name(s).
3. If any proxy other than the chairman of the SGM is preferred, please strike out "the chairman of the SGM or" and insert the name and address of the proxy desired in the space provided. Any alternation made to this form of proxy shall be initialled by you.
4. The full text of the resolutions is set out in the notice of SGM dated 16 March 2009.
5. **IMPORTANT:** If you wish to vote for the resolution, please tick in the box marked "For". If you wish to vote against the resolution, please tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his discretion.
6. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if such appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the principal register and where applicable any branch register of members to be kept pursuant to the provisions of the Companies Act 1981 of Bermuda in respect of the joint holding.
8. This form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or adjourned meeting at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
9. This form of proxy shall not be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.
10. Delivery of this form of proxy shall not preclude you from attending and voting in person at the meeting convened and in such event, this form of proxy shall be deemed to be revoked.

\* For identification purpose only