



China Telecom Corporation Limited
中国电信股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
 (Stock Code: 728)

Form of proxy for the Extraordinary General Meeting to be held on 16 October 2012

I/We ^(Note 1) _____
 of _____
 being the registered holder(s) of _____ H/domestic shares ^(Note 2) of RMB1.00 each
 in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3)
 or _____
 of _____
 as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (and any adjournment thereof) (the "EGM") of the said
 Company to be held at 10:00 am on 16 October 2012 at 31 Jinrong Street, Xicheng District, Beijing, PRC for the purposes of considering and,
 if thought fit, passing the Resolutions as set out in the Notice of Extraordinary General Meeting and at such Meeting (and at any adjournment
 thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below. ^(Note 4)

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	Ordinary resolution numbered 1 of the Notice of EGM dated 30 August 2012 (to approve the agreement in relation to the acquisition of certain assets and associated liabilities of the CDMA Network)		
2.	Ordinary resolution numbered 2 of the Notice of EGM dated 30 August 2012 (to approve the continuing connected transactions contemplated under the Engineering Framework Agreement and the proposed Annual Caps)		
3.	Ordinary resolution numbered 3 of the Notice of EGM dated 30 August 2012 (to approve the continuing connected transactions contemplated under the Ancillary Telecommunications Services Framework Agreement and the proposed Annual Caps)		
4.	Ordinary resolution numbered 4 of the Notice of EGM dated 30 August 2012 (to approve the election of Mr. Chen Liangxian as a Director of the Company)		
5.	Ordinary resolution numbered 5 of the Notice of EGM dated 30 August 2012 (to approve the election of Mr. Shao Chunbao as a Supervisor of the Company)		
6.	Ordinary resolution numbered 6 of the Notice of EGM dated 30 August 2012 (to approve the election of Mr. Hu Jing as a Supervisor of the Company)		
SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	7.1 Special resolution numbered 7.1 of the Notice of EGM dated 30 August 2012 (to approve the amendments to Article 13 of the articles of association of the Company)		
	7.2 Special resolution numbered 7.2 of the Notice of EGM dated 30 August 2012 (to approve the amendments to Article 118 of the articles of association of the Company)		
	7.3 Special resolution numbered 7.3 of the Notice of EGM dated 30 August 2012 (to authorise any Director of the Company to complete registration or filing of the amendments to the articles of association)		

Dated this _____ day of _____ 2012 Signed ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of Extraordinary General Meeting.
- The full descriptions of the ordinary resolutions and the special resolutions proposed to be considered and approved at the Extraordinary General Meeting are set out in the Notice of Extraordinary General Meeting and the circular dated 30 August 2012, which is also available at the Company's website www.chinatelecom-h.com.
- 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 or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and 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).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at the General Affairs Office of the Company, 31 Jinrong Street, Xicheng District, Beijing, PRC or the Company's share registrar (as the case may be) not less than 24 hours before the time for holding the Meeting or any adjournment thereof (as the case may be). Domestic shareholders shall deposit the relevant documents with the General Affairs Office of the Company and H Share shareholders shall deposit the relevant documents to the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- 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. In such event, the instrument appointing a proxy shall be deemed to be revoked.