



# 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 Annual General Meeting to be held on 29 May 2014

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_ being the registered  
 holder(s) of \_\_\_\_\_ H/domestic  
 shares <sup>(Note 2)</sup> of RMB1.00 each in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup>  
 or \_\_\_\_\_  
 of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) (the "AGM") of the said Company to be held at 11:00 am on 29 May 2014 at Grand Ballroom, Lobby Level, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice of Annual 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. <sup>(Note 4)</sup>

	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1	<b>THAT</b> the consolidated financial statements of the Company, the report of the Board of Directors, the report of the Supervisory Committee and the report of the international auditor for the year ended 31 December 2013 be considered and approved, and the Board of Directors of the Company be authorised to prepare the budget of the Company for the year 2014.		
2	<b>THAT</b> the profit distribution proposal and the declaration and payment of a final dividend for the year ended 31 December 2013 be considered and approved.		
3	<b>THAT</b> the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the international auditor and domestic auditor of the Company respectively for the year ending on 31 December 2014 be considered and approved, and the Board be authorised to fix the remuneration of the auditors.		
4	4.1 Ordinary resolution numbered 4.1 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Wang Xiaochu as a Director of the Company)		
	4.2 Ordinary resolution numbered 4.2 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Yang Jie as a Director of the Company)		
	4.3 Ordinary resolution numbered 4.3 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Madam Wu Andi as a Director of the Company)		
	4.4 Ordinary resolution numbered 4.4 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Zhang Jiping as a Director of the Company)		
	4.5 Ordinary resolution numbered 4.5 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Yang Xiaowei as a Director of the Company)		
	4.6 Ordinary resolution numbered 4.6 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Sun Kangmin as a Director of the Company)		
	4.7 Ordinary resolution numbered 4.7 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Ke Ruiwen as a Director of the Company)		
	4.8 Ordinary resolution numbered 4.8 of the Notice of AGM dated 9 April 2014 (to approve the election of Mr. Zhu Wei as a Director of the Company)		
	4.9 Ordinary resolution numbered 4.9 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Tse Hau Yin, Aloysius as an Independent Director of the Company)		
	4.10 Ordinary resolution numbered 4.10 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Madam Cha May Lung, Laura as an Independent Director of the Company)		
	4.11 Ordinary resolution numbered 4.11 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Xu Erming as an Independent Director of the Company)		
	4.12 Ordinary resolution numbered 4.12 of the Notice of AGM dated 9 April 2014 (to approve the election of Madam Wang Hsuehming as an Independent Director of the Company)		

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
5	5.1 Ordinary resolution numbered 5.1 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Shao Chunbao as a Supervisor of the Company)		
	5.2 Ordinary resolution numbered 5.2 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Hu Jing as a Supervisor of the Company)		
	5.3 Ordinary resolution numbered 5.3 of the Notice of AGM dated 9 April 2014 (to approve the re-election of Mr. Du Zuguo as a Supervisor of the Company)		
SPECIAL RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
6	6.1 Special resolution numbered 6.1 of the Notice of the AGM dated 9 April 2014 (subject to the passing of all ordinary resolutions under No. 4 above, to approve the amendments to article 94 of the articles of association of the Company)		
	6.2 Special resolution numbered 6.2 of the Notice of the AGM dated 9 April 2014 (subject to the passing of all ordinary resolutions under No. 5 above, to approve the amendments to article 117 of the articles of association of the Company)		
	6.3 Special resolution numbered 6.3 of the Notice of the AGM dated 9 April 2014 (subject to the passing of all ordinary resolutions under No. 5 above, to approve the amendments to article 118 of the articles of association of the Company)		
	6.4 Special resolution numbered 6.4 of the Notice of EGM dated 9 April 2014 (to authorise any Director of the Company to complete registration or filing of the amendments to the articles of association)		
7	7.1 Special resolution numbered 7.1 of the Notice of the AGM dated 9 April 2014 (to consider and approve the issue of debentures by the Company)		
	7.2 Special resolution numbered 7.2 of the Notice of the AGM dated 9 April 2014 (to authorise the Board to issue debentures and determine the specific terms, conditions and other matters of the debentures)		
8	8.1 Special resolution numbered 8.1 of the Notice of the AGM dated 9 April 2014 (to consider and approve the issue of company bonds in the People's Republic of China)		
	8.2 Special resolution numbered 8.2 of the Notice of the AGM dated 9 April 2014 (to authorise the Board to issue company bonds and determine the specific terms, conditions and other matters of the company bonds in the People's Republic of China)		
9	Special resolution numbered 9 of the Notice of AGM dated 9 April 2014 (To grant a general mandate to the Board to issue, allot and deal with additional shares in the Company not exceeding 20% of each of the existing domestic Shares and H Shares in issue.)		
10	Special resolution numbered 10 of the Notice of AGM dated 9 April 2014 (To authorise the Board to increase the registered capital of the Company and to amend the articles of association of the Company to reflect such increase in the registered capital of the Company under the general mandate.)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signed *(Note 6)* \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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 Annual General Meeting.
5. The full descriptions of the ordinary resolutions and the special resolutions proposed to be considered and approved at the Annual General Meeting are set out in the Notice of Annual General Meeting and the circular dated 9 April 2014, which is also available at the Company's website [www.chinatelecom-h.com](http://www.chinatelecom-h.com).
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 or other person duly authorised to sign the same.
7. 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).
8. 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.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. 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.