



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)

SECOND FORM OF PROXY

**For use at the extraordinary general meeting to be held on Thursday, 22 November 2012
(or any adjournment thereof)**

I/We ^(Note a) _____
of _____
being the registered holder(s) of ^(Note b) _____ 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 ^(Note c) at the Meeting to be held at Unit 1006, 10th Floor, Tower One Lippo Centre,
89 Queensway, Hong Kong on Thursday, 22 November 2012 at 10:30 a.m. or 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 votes to be cast.

ORDINARY RESOLUTION		FOR ^(Note d)	AGAINST ^(Note d)
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 dated 29 October 2012.		
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.		
ORDINARY RESOLUTION			
4	(a) To re-elect Mr. Niu Zhihui as director of the Company; and		
	(b) To authorise the board of director of the Company to fix his remuneration.		

Date: _____

Signature: ^(Notes e, f, g and h) _____

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- b. Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c. A proxy need not be a shareholder of the Company ("**Shareholder**"). 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.
- d. Please indicate with a "✓" in the relevant box the way you wish your votes to be cast. If this second form of proxy when returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his/her discretion on any amendment of a resolution put to the Meeting.
- e. In the case of joint registered holders of any share(s), this second 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.
- f. This second form of proxy must be signed by a Shareholder, or his/her attorney duly authorised in writing, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g. To be valid, this second 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 ("**Share Registrar**"), 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.
- h. Any alteration made to this second form of proxy should be initialed by the person who signs the form.
- i. Completion and return of this second form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE MEETING DATED 29 OCTOBER 2012 (THE "FIRST FORM OF PROXY") SHOULD NOTE THAT:

- (i) if no second form of proxy is lodged with the Share Registrar, the First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolutions properly put to the Meeting including the resolution for the re-election of Mr. Niu Zhihui as a director of the Company set out in the supplemental circular dated 7 November 2012;
- (ii) if this second form of proxy is lodged with the Share Registrar 48 hours prior to the time appointed for holding of the Meeting (the "**Closing Time**"), such second form of proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the First Form of Proxy previously lodged by the Shareholder; and
- (iii) if this second form of proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy/proxies so appointed by the Shareholder under this second form of proxy will be invalid. The First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Form of Proxy will be entitled to vote in the manner as mentioned in (i) above as if no second form of proxy was lodged with the Share Registrar.