



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: 0728)

Form of proxy for the Extraordinary General Meeting to be held on 5 September 2008

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) of the said Company to be held at 10:00 a.m. on 5 September 2008 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.	To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the election of the members of the third session of the board of directors of the Company:		
1.1	THAT the re-election of Wang Xiaochu as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Wang Xiaochu, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.2	THAT the election of Shang Bing as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Shang Bing, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.3	THAT the re-election of Wu Andi as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Wu Andi, and THAT the board of directors of the Company be and is hereby authorized to determine her remuneration.		
1.4	THAT the re-election of Zhang Jiping as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Zhang Jiping, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.5	THAT the re-election of Zhang Chenshuang as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Zhang Chenshuang, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		

ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.6 THAT the election of Yang Xiaowei as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Yang Xiaowei, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.7 THAT the re-election of Yang Jie as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Yang Jie, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.8 THAT the re-election of Sun Kangmin as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Sun Kangmin, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.9 THAT the re-election of Li Jinming as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Li Jinming, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.10 THAT the election of Wu Jichuan as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Wu Jichuan, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.11 THAT the election of Qin Xiao as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Qin Xiao, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.12 THAT the re-election of Tse Hau Yin, Aloysius as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Tse Hau Yin, Aloysius, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		
1.13 THAT the election of Cha May Lung, Laura as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Cha May Lung, Laura, and THAT the board of directors of the Company be and is hereby authorized to determine her remuneration.		
1.14 THAT the re-election of Xu Erming as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Xu Erming, and THAT the board of directors of the Company be and is hereby authorized to determine his remuneration.		

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
2.	To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the election of the members of the third session of the Supervisory Committee of the Company (Supervisors who represent the Shareholders):		
2.1	THAT the re-election of Xiao Jinxue as a supervisor of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Xiao Jinxue, and THAT the supervisory committee of the Company be and is hereby authorized to determine his remuneration.		
2.2	THAT the re-election of Xu Cailiao as a supervisor of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Xu Cailiao, and THAT the supervisory committee of the Company be and is hereby authorized to determine his remuneration.		
2.3	THAT the election of Han Fang as a supervisor of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Han Fang, and THAT the supervisory committee of the Company be and is hereby authorized to determine her remuneration.		
2.4	THAT the re-election of Zhu Lihao as a supervisor of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Zhu Lihao, and THAT the supervisory committee of the Company be and is hereby authorized to determine her remuneration.		
SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
3.	To consider and approve, by way of special resolutions, each of the following resolutions in relation to the proposed granting of a general mandate to the board of directors of the Company to issue debentures:		
3.1	THAT the granting of a general mandate to the board of directors of the Company to issue debentures denominated in local or foreign currencies, in one or more tranches, including, but not limited to, short-term commercial paper, company bonds, corporate debts, convertible bonds, asset securitization products and asset-backed notes, from the date of this meeting until the date on which the annual general meeting of the Company for the year 2008 is held, with a maximum outstanding repayment amount of up to RMB80 billion be and is hereby approved (the "General Mandate"); and THAT when the resolutions relating to the General Mandate become effective, they will replace the resolutions passed by the shareholders at the annual general meeting of the Company for the year 2007 held on 30 May 2008 relating to the approval of the Company's issue of debentures with an aggregate principal amount of up to RMB60 billion ("Previous Resolutions"), but the steps taken and board resolutions passed in connection with the Previous Resolutions will continue to be effective;		
3.2	THAT the board of directors of the Company or any two or more directors of the Company duly authorized by the board of directors, taking into account the specific needs of the Company and market conditions, be and are hereby generally and unconditionally authorized to: <p>(a) determine the specific terms and conditions of, and other matters relating to, the issue of debentures under the General Mandate (including, but not limited to, the determination of the type, aggregate principal amount, interest rate, term, rating, security, any repurchase or redemption provisions, any placing arrangements, any option to adjust the nominal interest rate and use of proceeds), secure approvals, engage professional advisors, disseminate relevant application documents to the regulatory authorities, obtain approvals from the regulatory authorities, execute all requisite legal documentation relating to the issue as requested by the regulatory authorities and make relevant disclosure;</p> <p>(b) do all such acts which are necessary and incidental to the issue of debentures under the General Mandate (including, but not limited to, the securing of approvals, the determination of underwriting arrangements, preparation and dissemination of relevant application documents to the regulatory authorities, and the securing of approvals from the regulatory authorities);</p> <p>(c) take all such steps which are necessary for the purposes of executing the issue of debentures under the General Mandate (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with applicable laws),</p> <p>and to the extent that any of the aforementioned acts and steps that have already been undertaken by the board of directors of the Company or the duly authorized directors in connection with the issue of debentures under the General Mandate, be and are hereby approved, confirmed and ratified.</p>		

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
4.	To consider and approve, by way of special resolutions, each of the following resolutions in relation to the proposed issue of company bonds:		
4.1	<p>THAT the Company's issue of company bonds with an aggregate principal amount of up to RMB50 billion in the People's Republic of China in one or more tranches be and is hereby approved:</p> <p>(a) Size of issue: Up to RMB50 billion.</p> <p>(b) Placing to existing shareholders: The company bonds will not be issued to existing shareholders on a preferred basis by way of placing.</p> <p>(c) Term: The company bonds will have a term not exceeding 10 years and may have the same term or different terms, which will be determined in accordance with the market conditions and the Company's capital requirements.</p> <p>(d) Use of proceeds: The company bonds issued will be for the purpose of supplementing the general working capital of the Company.</p> <p>(e) Effective period of the resolutions relating to the issue of the Company Bonds: From the date on which the resolutions relating to the issue of the Company Bonds are passed to the date on which the annual general meeting of the Company for the year 2008 is held.</p>		
4.2	<p>THAT the board of directors of the Company (the "Board") or any two or more directors of the Company duly authorized by the board of directors (the "Directors") be and are hereby generally and unconditionally authorized to:</p> <p>(a) determine the type, specific terms and conditions of, and other matters relating to, the issue (including, but not limited to, the determination of the type, aggregate principal amount, interest rate, term, rating, security, whether there will be repurchase or redemption provisions, whether there will be an option to adjust the nominal interest rate and specific arrangements relating to the use of proceeds within the scope approved by the shareholders in this meeting);</p> <p>(b) do all such acts which are necessary and incidental to the issue (including, but not limited to, the securing of approvals, engaging professional advisors, the determination of underwriting arrangements, preparation and dissemination of relevant application documents to the regulatory authorities, and the securing of approvals from the regulatory authorities);</p> <p>(c) take all such steps which are necessary for the purposes of executing the issue (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with applicable laws), and to the extent that any of the above acts and steps that have already been undertaken by the Board or the Directors in connection with the issue, be and are hereby approved, confirmed and ratified;</p> <p>(d) if there are changes in the regulatory policies or market conditions, adjust the specific proposal relating to the issue and related matters in accordance with the opinion of the regulatory authorities;</p> <p>(e) after completion of the issue, determine and approve matters relating to the listing of the relevant company bonds.</p>		

Dated this _____ day of _____, 2008

Signed^(Note 5) _____

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 RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX 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.
- 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 Office of the Board of Directors 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 Office of the Board of Directors of the Company and H shareholders shall deposit the relevant documents to the Company's share registrar, Computershare Hong Kong Investor Services Limited, Room 1806-1807, 18th 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.