HKT

HKT Trust

(a trust constituted on November 7, 2011 under the laws of Hong Kong and managed by HKT Management Limited)

and

HKT Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6823)

Form of proxy for use at the Annual General Meeting of the Holders of Share Stapled Units to be held on Thursday, May 7, 2015 at 2:00 p.m. (or any adjournment thereof) (the "AGM")

I/We[1] ____

of ____

being the registered holder(s) of[2] ______________________ share stapled units ("Share Stapled Units") jointly issued by the HKT Trust and HKT Limited (the "Company"), HEREBY APPOINT[3] the chairman of the AGM, or ______________________

of ____

as my/our proxy to attend for me/us at the AGM, as convened by HKT Management Limited (the "Trustee-Manager", in its capacity as the trustee-manager of the HKT Trust) and the Company, to be held in the Conference Room, 14th Floor, PCCW Tower, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong on Thursday, May 7, 2015 at 2:00 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the AGM and at the AGM to vote on behalf of me/us and in my/our name(s) in respect of the said resolutions as indicated below, or, if no indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions	For[4]	Against[4]
1.	To receive and adopt the audited Consolidated Financial Statements of the HKT Trust and the Company for the year ended December 31, 2014, the audited Financial Statements of the Trustee-Manager for the year ended December 31, 2014, the Combined Report of the Directors and the Independent Auditor's Reports.		
2.	To declare a final distribution by the HKT Trust in respect of the Share Stapled Units, of 23.30 HK cents per Share Stapled Unit (after deduction of any operating expenses permissible under the Trust Deed), in respect of the year ended December 31, 2014 (and in order to enable the HKT Trust to pay that distribution, to declare a final dividend by the Company in respect of the ordinary shares in the Company held by the Trustee-Manager, of 23.30 HK cents per ordinary share, in respect of the same period).		
3.	(a) To re-elect Mr Li Tzar Kai, Richard as a Director of the Company and the Trustee-Manager.		
	(b) To re-elect Mr Lu Yimin as a Director of the Company and the Trustee-Manager.		
	(c) To re-elect Mr Srinivas Bangalore Gangaiah as a Director of the Company and the Trustee-Manager.		
	(d) To re-elect Mr Sunil Varma as a Director of the Company and the Trustee-Manager.		
	(e) To re-elect Mr Aman Mehta as a Director of the Company and the Trustee-Manager.		
	(f) To authorize the Directors of the Company and the Trustee-Manager to fix their remuneration.		
4.	To re-appoint Messrs PricewaterhouseCoopers as Auditor of the HKT Trust, the Company and the Trustee-Manager and authorize the Directors of the Company and the Trustee-Manager to fix their remuneration.		
5.	To grant a general mandate to the Directors of the Company and the Trustee-Manager to issue new Share Stapled Units.*		

* *Please refer to the notice of AGM for the full text of the resolution.*

Signature[5] ______________________ Date ______________________

NOTES:

1. Full name(s) and address must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Share Stapled Units registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Share Stapled Units registered in your name(s).
3. If any proxy other than the chairman of the AGM is preferred, please strike out "the chairman of the AGM, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX IN THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RELEVANT RESOLUTION, TICK THE BOX IN THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion on the relevant resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized.
6. Any holder of Share Stapled Units entitled to attend and vote at the AGM (or any adjournment thereof) is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him in accordance with the amended and restated articles of association of the Company (the "Company's Articles") and the trust deed dated November 7, 2011 constituting the HKT Trust entered into between the Trustee-Manager and the Company as amended, supplemented, substituted or otherwise modified from time to time (the "Trust Deed"). A proxy need not be a holder of Share Stapled Units. A holder of Share Stapled Units may appoint more than one proxy to attend on the same occasion.
7. Where there are joint registered holders of any Share Stapled Unit, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share Stapled Unit as if he were solely entitled thereto; but if more than one of such joint holders is present at the AGM personally or by proxy, that one of the holders so present whose name stands first on the register of the registered holders of Share Stapled Units in respect of such Share Stapled Unit shall alone be entitled to vote in respect thereof.
8. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited with the registrar for the Share Stapled Units (the "Share Stapled Units Registrar"), Computershare Hong Kong Investor Services Limited, Investor Communications Centre, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 48 hours before the time appointed for holding the AGM at which the person named in such instrument proposes to vote, and otherwise the instrument of proxy shall not be treated as valid.
9. Delivery of an instrument appointing a proxy shall not preclude a holder of Share Stapled Units from attending and voting in person at the AGM should he so desire.
10. Each Share Stapled Unit comprises:
    (a) a unit in the HKT Trust;
    (b) one voting preference share in the Company, which is Stapled (as defined in the Trust Deed) to the unit; and
    (c) the beneficial interest in one specifically identified voting ordinary share in the Company which is held by the Trustee-Manager upon and subject to the terms and conditions of the Trust Deed and Linked (as defined in the Trust Deed) to the unit.

    Under the Trust Deed and the Company's Articles, the number of ordinary shares and preference shares of the Company in issue must be the same at all times and must also, in each case, be equal to the number of units of the HKT Trust in issue; and each of them is equal to the number of Share Stapled Units in issue.
11. The AGM has been convened as a combined meeting of unitholders of the HKT Trust and of shareholders of the Company. Each resolution proposed to approve a matter to be considered by the holders of Share Stapled Units at the AGM shall serve as both a resolution of unitholders of the HKT Trust and a resolution of shareholders of the Company.

    This form of proxy provided to holders of Share Stapled Units for use at the AGM is a single composite form. The effect of completing this form of proxy indicating a vote either for or against a resolution of holders of Share Stapled Units to be proposed at the AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
    (a) a vote of the units which are components of the relevant Share Stapled Units, in respect of the resolution of unitholders of the HKT Trust under the Trust Deed;
    (b) a vote of the preference shares which are components of the relevant Share Stapled Units, in respect of the resolution of shareholders of the Company under the Company's Articles; and
    (c) an instruction to the Trustee-Manager to vote the ordinary shares held by the Trustee-Manager which are also components of those Share Stapled Units in respect of the resolution of shareholders of the Company under the Company's Articles.
12. In respect of each individual Share Stapled Unit, the voting rights conferred by the unit, the preference share and the interest in an ordinary share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of holders of Share Stapled Units to be proposed at the AGM; and completion of this form of proxy in respect of a Share Stapled Unit will have that effect, as described in note 11 above.

Personal Information Collection Statement:

(i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the laws of Hong Kong ("PDPO").

(ii) Your supply of Personal Data to the Company and/or the Trustee-Manager is on a voluntary basis. Failure to provide sufficient information, the Company and/or the Trustee-Manager may not be able to process your instructions and/or requests as stated in this form.

(iii) Your Personal Data may be disclosed or transferred by the Company and/or the Trustee-Manager to the Company's subsidiaries, the Share Stapled Units Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.

(iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.