



CHINA RESOURCES PEOPLES TELEPHONE COMPANY LIMITED

華潤萬眾電話有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 331)

Form of Proxy for use at the Annual General Meeting to be held on 28th April, 2005 (and at any adjournment thereof)

I/We (Note 1), _____
of _____,
being the registered holder(s) of _____ shares (Note 2) of HK\$0.48 each in the share capital of China Resources Peoples Telephone Company Limited (the "Company") HEREBY APPOINT (Note 3) _____
of _____
or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at 50th Floor, China Resources Building, 16 Harbour Road, Wanchai, Hong Kong on Thursday, 28th April, 2005 at 10:00 a.m. (and at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit (Note 4):

	RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1.	To adopt the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st December, 2004.		
2.	To declare a Final Dividend.		
3.	(a) To re-elect Mr. Henshaw Charles Guy as executive director;		
	(b) To re-elect Mr. Wong Man Kwan, Willie as executive director;		
	(c) To re-elect Ms. Wong Leung Ka On, Charlotte as executive director;		
	(d) To re-elect Mr. Yan Biao as non-executive director;		
	(e) To re-elect Mr. Li Fu Zuo as non-executive director;		
	(f) To re-elect Dr. Huang Zhi Jian as non-executive director;		
	(g) To re-elect Mr. Ma Chiu Cheung, Andrew as independent non-executive director;		
	(h) To re-elect Professor Chen Kwan Yiu, Edward as independent non-executive director;		
	(i) To re-elect Mr. Tan Henry as independent non-executive director;		
	(j) To re-elect Mr. Lam Kwong Yu as independent non-executive director.		
4.	To authorize the Board of Directors to fix the remuneration of the directors.		
5.	To re-appoint Messrs. KPMG as auditors and to authorize the Board of Directors to fix their remuneration.		
6.	To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
7.	To give a general mandate to the directors to repurchase its shares not exceeding 10% of the issued share capital of the Company.		
8.	To extend the general mandate granted to the directors to issue shares by adding to it the number of shares repurchased.		
9.	To approve the amendments to the articles of association of the Company.		

Dated this _____ day _____ of 2005 Signed (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote(s) 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 convening the 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 executed either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at the office of the Company's Registrar, Tricor Investor Services Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.