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中国通信服务
CHINA COMSERVICE

中國通信服務股份有限公司

CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 552)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Communications Services Corporation Limited (the "Company") for the year 2014 will be held at 10:00 a.m. on 26 June 2015 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC, to consider and, if thought fit, pass the following businesses:

Ordinary Resolutions

1. **THAT** the consolidated financial statements of the Company, the report of the Directors, the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2014 be considered and approved, and the board of directors of the Company (the "Board") be authorized to prepare the budget of the Company for the year 2015;
2. **THAT** the profit distribution proposal and the declaration and payment of a final dividend for the year ended 31 December 2014 be considered and approved;
3. **THAT** the appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the international auditors and domestic auditors of the Company, respectively, for the year ending 31 December 2015 be considered and approved, and the Board be authorized to fix the remuneration of the auditors;
4. 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 fourth session of the Board:
 - 4.1 **THAT** the re-election of Mr. Sun Kangmin as an executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Sun Kangmin, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.2 **THAT** the re-election of Mr. Si Furong as an executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Si Furong, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.3 **THAT** the re-election of Ms. Hou Rui as an executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Ms. Hou Rui, and **THAT** the Board be and is hereby authorized to determine her remuneration.

- 4.4 **THAT** the re-election of Mr. Li Zhengmao as a non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Li Zhengmao, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.5 **THAT** the re-election of Mr. Zhang Junan as a non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Zhang Junan, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.6 **THAT** the re-election of Mr. Wang Jun as an independent non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Wang Jun, and **THAT** the Board be and is hereby authorized to determine his remuneration.

4.7 **THAT** the re-election of Mr. Zhao Chunjun as an independent non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Zhao Chunjun, and **THAT** the Board be and is hereby authorized to determine his remuneration.

4.8 **THAT** the re-election of Mr. Siu Wai Keung, Francis as an independent non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Siu Wai Keung, Francis, and **THAT** the Board be and is hereby authorized to determine his remuneration.

5. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the re-election of the members of the fourth session of the supervisory committee of the Company (supervisors who represent the shareholders):

5.1 **THAT** the re-election of Ms. Xia Jianghua as a supervisor of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018.

5.2 **THAT** the re-election of Mr. Hai Liancheng as a supervisor of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018.

5.3 **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with each supervisor, and **THAT** the supervisory committee of the Company be and is hereby authorized to determine the supervisor's remuneration.

and to consider and approve other businesses (if any).

And as special businesses, to consider and, if thought fit, pass the following special resolutions:

Special Resolutions

6. To consider and approve, by way of special resolutions, each of the following resolutions in relation to the granting of a general mandate to the Board to issue debentures:
 - 6.1. **THAT** the grant of a general mandate to the Board to issue debentures denominated in local or foreign currencies, in one or more tranches in the PRC and overseas, including but not limited to, short-term commercial paper, medium term note, company bond and corporate debts (the “Debentures”), with a maximum aggregate outstanding repayment amount of up to RMB6.0 billion be and is hereby approved.
 - 6.2. **THAT** the Board or any two of the three directors of the Company duly authorized by the Board, namely Mr. Sun Kangmin, Mr. Si Furong and Ms. Hou Rui (the “Authorized Directors”), taking into account the specific needs of the Company and market conditions, be and are hereby generally and unconditionally authorized to:
 - a) determine the specific terms and conditions of, and other matters relating to, the issue of Debentures, including but not limited to, the determination of the type, amount, interest rate, term, rating, security, time and place of the issue, any repurchase or redemption provisions, any placing arrangements, any option to adjust the nominal interest rates and the use of proceeds; determine the underwriting arrangements; 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;
 - b) do all such acts which are necessary and incidental to the issue of Debentures;
 - c) take all such steps which are necessary for the purposes of executing the issue of Debentures (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 aforementioned acts and steps that have already been undertaken by the Board or the Authorized Directors in connection with the issue of Debentures, be and are hereby approved, confirmed and ratified.

6.3. **THAT** the grant of the general mandate under this resolution shall come into effect upon approval from the general meeting and will be valid for 12 months from that date.

7. **THAT:**

- (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of additional domestic shares or overseas-listed foreign invested shares (“H shares”) (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company, shall not exceed 20% of each of the Company’s existing domestic shares and H shares (as the case may be) in issue at the date of passing this special resolution; and
- (d) for the purpose of this special resolution 7:

“Relevant Period” means the period from the passing of special resolution 7 until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12 months period following the passing of these special resolutions; and
- (iii) the revocation or variation of the authority given to the Board under these special resolutions by a special resolution of the Company’s shareholders by way of a general meeting.

8. **THAT** the Board be authorized to increase the registered capital of the Company to reflect the issue of shares in the Company authorized under special resolution 7, and to make such appropriate and necessary amendments to the Articles of Association of the Company as they think fit to reflect such increases in the registered capital of the

Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company.

By Order of the Board
China Communications Services Corporation Limited
Chung Wai Cheung, Terence
Company Secretary

Beijing, PRC
20 April 2015

Notes:

- (1) Buyers who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on 26 May 2015 (Tuesday) and then register as shareholders on the register of members of the Company are entitled to attend the annual general meeting.
- (2) Each shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend and vote on his behalf at the annual general meeting. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2014, which is expected to be despatched to shareholders on around 20 April 2015 (Monday).
- (3) To be valid, the form of proxy together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be delivered to the Office of the Board of the Company for holders of domestic shares and to the Computershare Hong Kong Investor Services Limited for holders of H shares not less than 24 hours before the designated time for the holding of the annual general meeting. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the annual general meeting if he so wishes.

The address of the share registrar for the Company's H shares is as follow:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong

- (4) All resolutions at the general meeting will be voted by poll.
- (5) The registration procedure for attending the annual general meeting:
 - (a) Shareholders attending the annual general meeting in person or by proxy shall present their identity certification. If the attending shareholder is a corporation, its legal representative or person authorized by the board or other decision making authority shall present a copy of the relevant resolution of the board or other decision making authority in order to attend the annual general meeting.
 - (b) Shareholders intending to attend the annual general meeting shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before 5 June 2015 (Friday).

(6) Closure of the register of members:

(a) Annual General Meeting

The H share register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend the Annual General Meeting, from Wednesday, 27 May 2015 to Friday, 26 June 2015 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 May 2015. H share shareholders who are registered with Computershare Hong Kong Investor Services Limited on 26 June 2015 are entitled to attend the Annual General Meeting.

(b) Proposed Final Dividend

The Board proposes a final dividend of RMB0.0931 per share (pre-tax) for the year ended 31 December 2014. The dividend proposal will be submitted for consideration at the Annual General Meeting to be held on 26 June 2015. If such proposed dividend distribution is approved by the shareholders, the final dividend will be distributed to those shareholders whose names appear on the register of members of the Company on Monday, 13 July 2015. The register of members will be closed from Wednesday, 8 July 2015 to Monday, 13 July 2015 (both days inclusive). In order to be entitled to the final dividend, H share shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 7 July 2015. Dividends will be denominated and declared in Renminbi. Dividends on domestic shares will be paid in Renminbi, whereas dividends on H shares will be paid in Hong Kong dollars. The relevant exchange rate will be the average of the mid-point rates of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of the approval of declaration of dividends at the Annual General Meeting.

(7) The annual general meeting is expected to last for half a day and shareholders (in person or by proxy) attending the annual general meeting shall be responsible for their own transport and accommodation expenses.

(8) The address of the Office of the Board is as follows:

No. 19, Chaoyangmen Beidajie
Dongcheng District
Beijing 100010
PRC

Contact person: Chung Wai Cheung, Terence
Telephone: (8610) 5850 2290
Facsimile: (8610) 5850 1534

As at the date of this notice, our executive directors are Mr. Sun Kangmin, Mr. Si Furong and Ms. Hou Rui, our non-executive directors are Mr. Li Zhengmao and Mr. Zhang Junan, and our independent non-executive directors are Mr. Wang Jun, Mr. Zhao Chunjun, Mr. Wei Leping and Mr. Siu Wai Keung, Francis.