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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Communications Services Corporation Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 16 March 2018, at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC, to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTION

1. **THAT** the appointment of Mr. Zhang Zhiyong as an executive director of the Company be and is hereby considered and approved, with effect from the date on which this resolution is passed 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 Zhiyong.

And as special business to consider and, if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

2. **THAT** the amendments to the articles of association of the Company (the “**Articles of Association**”) be considered and approved, and such amendments shall take effect upon obtaining the approval, endorsement or registration as may be necessary from the relevant government authorities of the PRC; and the board of directors of the Company (the “**Board**”), or the director or company secretary of the Company as assigned by the Board (the “**Authorized Person**”) be authorized to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters arising from the amendments to the Articles of Association, and the Board or Authorized Person be authorized to amend the Articles of Association as appropriate so as to fulfill the possible requirements of the relevant authorities of the PRC in relation to approval, endorsement and/or registration of the amendments to the Articles of Association.

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

Beijing, PRC
30 January 2018

Notes:

- (1) Profile of the proposed director

Mr. Zhang Zhiyong, age 52, is the Vice President of China Telecommunications Corporation. Mr. Zhang is a senior engineer and received a bachelor degree in Radio Engineering from the Changchun Institute of Posts and Telecommunications in 1986, a master degree in Control Engineering from the Yanshan University in 2002 and a master of management degree from the BI Norwegian School of Management in 2005. Mr. Zhang previously worked as the General Manager of Beijing branch of China Telecom Corporation Limited, the General Manager of Xinjiang branch of China Telecom Corporation Limited, the Managing Director of the Sideline Industrial Management Department of China Telecommunications Corporation, and also the President and an Executive Director of our Company. Mr. Zhang has over 30 years of operational and management experience in the telecommunications industry in China.

Except for those stated in the above, Mr. Zhang did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, or taken up a post in any affiliated companies of the Company in the past three years. In addition, Mr. Zhang does not have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Mr. Zhang does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Zhang will be appointed subject to approval by the shareholders at the EGM, and his term will be effective from the date when the resolution in relation to his appointment is passed until the annual general meeting of the Company for the year 2017 to be held in 2018. Mr. Zhang will not receive any salary or director's fee from the Company during his term as an executive director of the Company.

Except for those stated in the above, the Company considers that there is no other information relating to Mr. Zhang to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any matter which needs to be brought to the attention of the shareholders of the Company.

(2) Proposed amendments to the Articles of Association

Pursuant to the Company Law of the People's Republic of China and in accordance with the Company's operation and management situation, the Board proposes to amend the legal representative from the Chairman of the Company to the general manager of the Company in the Articles of Association. In addition, due to the change of company names of our domestic shareholders, the Company need to make the corresponding amendments to the relevant contents in the Articles of Association. The details of the proposed amendments are as below:

1. Article 1.4 of the Articles of Association shall be amended and restated as follows:

“The legal representative of the Company is the general manager of the Company.”

2. Article 3.6 of the Articles of Association shall be amended and restated as follows:

“The Company issued 2,210,252,040 Overseas-Listed Foreign-Invested Shares (H Shares) after its incorporation. Pursuant to the Provisional Measures on the Administration of the Reduction of the State-Owned Shares for Raising Social Security Funds, the number of Overseas-Listed Foreign-Invested Shares (H Shares) converted from a reduction by holders of State-owned shares of their shareholdings of the State-owned shares amounted to 181,168,200 shares. The total Overseas-Listed Foreign-Invested Shares of the Company (H Shares) shall be 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company.

The Company's shareholding structure is as follows: the Company has 6,926,018,400 ordinary shares in issue, among which, China Telecommunications Corporation, the promoter of the Company, holds 3,559,362,496 shares, representing 51.39% of the total issued ordinary shares of the Company; each of the holders of the rest of the Domestic-Invested Shares of the Company: China Mobile Communications Group Co., Ltd., China United Network Communications Group Company Limited and China National Postal and Telecommunications Appliances Co., Ltd., holds 608,256,000 shares, 236,300,000 shares and 130,679,664 shares respectively, representing 8.78%, 3.41% and 1.89% of the total issued ordinary shares of the Company; the holders of the Overseas-Listed Foreign-Invested Shares of the Company (H Shares) hold a total of 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company.”

Pursuant to the Articles of Association and the relevant laws and regulations, the proposed amendments shall be considered and approved by shareholders at the EGM by way of special resolution.

Shareholders should be aware that the English version of the Articles of Association (and/or the proposed amendments thereto) as stated above is an approximate translation of the Chinese version of the Articles of Association and is provided for reference only. The Chinese version of the Articles of Association shall prevail in the case there are discrepancies in the translation and/or inconsistencies between the two versions.

(3) Closure of the register of members:

The H share register of members of the Company will be closed, for the purpose of determining the H shareholders' entitlement to attend the EGM to be held on Friday, 16 March 2018, from Wednesday, 14 February 2018 to Friday, 16 March 2018 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the EGM, 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, 13 February 2018. H shareholders of the Company who are registered on the register of members held by Computershare Hong Kong Investor Services Limited on Friday, 16 March 2018 are entitled to attend the EGM.

- (4) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. Each shareholder who wishes to appoint proxies should first review the circular, which is expected to be dispatched to shareholders on or around Tuesday, 30 January 2018.
- (5) 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 for holders of domestic shares or 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 EGM or any adjournment of it (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM if he/she 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

- (6) Resolution at the EGM will be voted by poll.
- (7) The registration procedure for attending the EGM:
- (a) Shareholders attending the EGM 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 its board or other decision making authority in order to attend the EGM.
- (b) Shareholders intending to attend the EGM shall return the attendance slip via hand delivery, mail or fax to the office of the Board on or before Friday, 23 February 2018.
- (8) The EGM is expected to last for half a day and shareholders (in person or by proxy) attending the EGM shall be responsible for their own transport and accommodation expenses.

(9) The address of the office of the Board is as follow:

No. 19 Chaoyangmen Beidajie
Dongcheng District
Beijing 100010
PRC

Contact person: Mr. 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. Shao Guanglu, and our independent non-executive directors are Mr. Zhao Chunjun, Mr. Siu Wai Keung, Francis, Mr. Lv Tingjie, Mr. Wu Taishi and Mr. Liu Linfei.