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**If you have sold or transferred** all your shares in China Communications Services Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED APPOINTMENT OF  
NON-EXECUTIVE DIRECTOR AND SUPERVISOR  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED ADOPTION OF THE RULES OF  
PROCEDURE FOR THE GENERAL MEETING AND  
THE RULES OF PROCEDURE FOR THE BOARD  
AND  
NOTICE OF THE EGM**

A notice convening an extraordinary general meeting (“EGM”) of the Company to be held at 10:00 a.m. on Friday, 25 February 2022, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, is set out on pages 34 to 36 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same as soon as possible and in any event not less than 24 hours before the time designated for holding the EGM (i.e. on 24 February 2022, 10:00 a.m.) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

31 January 2022

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## DEFINITIONS

*In this circular, unless the context requires otherwise, the following expressions shall have the meanings set out below:*

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China (excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“China Telecom”	China Telecommunications Corporation (中國電信集團有限公司), a state-owned enterprise established under the laws of the PRC on 17 May 2000 and a substantial shareholder of the Company
“Company”	China Communications Services Corporation Limited (中國通信服務股份有限公司), a joint stock limited company incorporated in the PRC with limited liability on 30 August 2006, whose H shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 25 February 2022
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested share(s) in the Company’s issued share capital with a nominal value of RMB1.00 each which has been listed on the Stock Exchange
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for the Board”	The rules of procedure for the board of directors of the Company
“Rules of Procedure for the General Meeting”	The rules of procedure for the general meeting of the Company
“Shareholder(s)”	shareholder(s) of the Company

## DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company

*In addition, the terms “controlling shareholder”, “substantial shareholder” and “subsidiary” shall have the meanings ascribed to them under the Listing Rules.*

LETTER FROM THE BOARD



中國通信服務  
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)**

*Executive Directors*

Huang Xiaoqing  
Zhang Xu

*Non-executive Directors*

Gao Tongqing  
Mai Yanzhou

*Independent Non-executive Directors*

Siu Wai Keung, Francis  
Lv Tingjie  
Wu Taishi  
Liu Linfei

*Registered office*

Block No.1, Compound No.1  
Fenghuangzui Street  
Fengtai District  
Beijing  
PRC

*Place of business in Hong Kong*

Room 1101–1102, 11/F  
Great Eagle Centre  
23 Harbour Road Wanchai  
Hong Kong

31 January 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF  
NON-EXECUTIVE DIRECTOR AND SUPERVISOR  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED ADOPTION OF THE RULES OF  
PROCEDURE FOR THE GENERAL MEETING AND  
THE RULES OF PROCEDURE FOR THE BOARD  
AND  
NOTICE OF THE EGM**

**1. INTRODUCTION**

The purpose of this circular is to provide you the information on certain proposed resolutions to be considered at the EGM to enable you to make an informed decision on whether to vote for or against the resolutions at the EGM.

## LETTER FROM THE BOARD

At the EGM, amongst other things, ordinary resolutions will be proposed to approve the proposed appointment of a non-executive Director and a Supervisor as well as the proposed adoption of the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board, and a special resolution will be proposed to approve the proposed amendments to the Articles of Association.

### **2. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND SUPERVISOR**

Reference is made to the announcement of the Company dated 22 December 2021 in relation to, among other things, the proposed appointment of Mr. Huang Zhen as a non-executive Director of the Company and Ms. Ye Lichun as a Supervisor of the Company. Separate ordinary resolutions to approve their appointment will be proposed at the EGM for the Shareholders' consideration and approval. It is also proposed that any Director be authorized, on behalf of the Company, to enter into a director's service contract and a supervisor's service contract with Mr. Huang Zhen and Ms. Ye Lichun, respectively, effecting from the date when each of the resolution in relation to their appointment is passed until the expiration of the term of office of the fifth session of the Board and the supervisory committee of the Company.

The profiles of the proposed Director and Supervisor are set out below:

#### **Mr. Huang Zhen**

age 51, is currently the Chairman of State Grid Information & Telecommunication Technology Group Co., Ltd. Mr. Huang graduated from Xi'an Jiaotong University with a bachelor's degree in Power System and its Automation, and obtained a master's degree from China Electric Power Research Institute and a doctorate degree from Southwest Jiaotong University. Mr. Huang is a professor-level senior engineer. Mr. Huang previously served as the Deputy Director and Chief Engineer of Luzhou Power Bureau of Sichuan Electric Power Company, the Director of Bazhong Power Bureau of Sichuan Electric Power Company, the Divisional Director of Planning Division II of Development & Planning Department of State Grid Corporation of China, the Deputy General Manager of Xinjiang Electric Power Company of State Grid and General Manager of Urumqi Power Supply Company, the Director and General Manager of Ningxia Electric Power Company of State Grid, as well as the General Manager of State Grid Information & Telecommunication Technology Company and Head of Communication Network Construction Preparatory Work Team of State Grid Corporation of China.

#### **Ms. Ye Lichun**

age 50, is currently the Vice President of the Audit Department of China Telecommunications Corporation and the Vice President of the Audit Department of China Telecom Corporation Limited. Ms. Ye graduated from the Shanghai University of Finance and Economics in 1999 with a master's degree in Accounting. Ms. Ye is a certified public accountant in PRC and a senior accountant. Ms. Ye previously worked as the Manager of Finance Department of Zhejiang Branch of China Telecom, the Vice President of China

## LETTER FROM THE BOARD

Telecom Global Limited, and the Vice President of International Business Department of China Telecom Corporation Limited. Ms. Ye has over 20 years of finance and audit experience in the telecommunications industry.

Saved as disclosed in this circular, neither Mr. Huang nor Ms. Ye has held any directorship or supervisor position in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, or taken up a post in the Company and its subsidiaries in the past three years. In addition, saved as disclosed in this circular, neither Mr. Huang nor Ms. Ye has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder (as defined under the Listing Rules) of the Company. Neither Mr. Huang nor Ms. Ye has 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).

The appointments of Mr. Huang and Ms. Ye will be subject to approval by the Shareholders at the EGM, and their terms will be effective from the date when each of the resolution in relation to their appointment is passed until the expiration of the term of office of the fifth session of the Board and the supervisory committee of the Company, respectively. Mr. Huang and Ms. Ye will not receive any salary or fee from the Company during their terms as a non-executive Director and a Supervisor, respectively.

Saved as disclosed in this circular, the Company considers that there is no other information relating to Mr. Huang or Ms. Ye that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

### **3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PROPOSED ADOPTION OF RULES OF PROCEDURE FOR THE GENERAL MEETING AND RULES OF PROCEDURE FOR THE BOARD**

Reference is made to the announcement of the Company dated 24 January 2022 in relation to the proposed amendments to the Articles of Association and the proposed adoption of the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board. In order to further improve the corporate governance of the Company, the Board proposes certain amendments to the Articles of Association in accordance with the relevant provisions in the *Company Law of the People's Republic of China*, the *Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises* and other relevant rules and regulations. In addition, the Board also proposes to adopt the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board respectively with an aim to further enhance the standardized and effective operation of the relevant meetings.

Besides, reference is made to the announcement of the Company dated 26 November 2021 in relation to the completion of the transfer of 166,000,000 domestic shares of the Company (representing 2.40% of the total issued share capital of the Company) from China Telecom, the controlling shareholder of the Company, to State Grid Information & Telecommunication Technology Group Co., Ltd. Such share transfer will result in changes in shareholding structure of the Company and therefore the Company shall make amendment to Article 3.6 of the Articles of Association to reflect such change.

## LETTER FROM THE BOARD

For details of the proposed amendments to the Articles of Association, please refer to Appendix I to this circular. For details of the proposed adoption of the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board, please refer to Appendix II and III to this circular.

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

#### **4. EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at 10:00 a.m. on Friday, 25 February 2022, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, is set out on pages 34 to 36 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not Shareholders are able to attend the EGM, they are requested to complete and return the enclosed form of proxy to (i) for domestic share Shareholders, the Office of the Board of the Company, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC; and (ii) for H share Shareholders, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event by no later than 24 hours before the time designated for holding the EGM (i.e. on 24 February 2022, 10:00 a.m.). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM should they so wish.

#### **5. RECOMMENDATION**

The Board considers that all resolutions proposed at the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favor of the relevant resolutions to be proposed at the EGM.

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



The Company proposed to amend the Articles of Association, details of which are set out as follows:

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
1	<p><b>Article 1.9</b></p> <p>In accordance with the provisions under Company Law and the Constitution of the Communist Party of China, the Company shall establish the organization of the Communist Party of China (the “Party”), which shall undertake the function of leadership core and political core in the Company. The Company shall set up the working institution of the Party, equip it with adequate staff of party affairs and ensure its working fund.</p>	<p><b>Article 1.9</b></p> <p>In accordance with the provisions under Company Law and the Constitution of the Communist Party of China, the Company shall establish the organization of the Communist Party of China (the “Party”); <u>the Party Committee shall play a core leadership role, setting direction, managing the overall situation and ensuring the implementation, and discuss and decide on major issues of the Company in accordance with regulations.</u> The Company shall set up the working institution of the Party, equip it with adequate staff of party affairs and ensure its working fund.</p>
2	<p><b>Article 3.6</b></p> <p>.....</p> <p>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.</p>	<p><b>Article 3.6</b></p> <p>.....</p> <p>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 <u>3,393,362,496</u> shares, representing <u>48.99%</u> 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, <u>State Grid Information &amp; Telecommunication Technology Group Co., Ltd.</u> and China National Postal and Telecommunications Appliances Co., Ltd., holds 608,256,000 shares, 236,300,000 shares, <u>166,000,000</u> shares and 130,679,664 shares respectively, representing 8.78%, 3.41%, <u>2.40%</u> 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.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
3	<p><b>Article 8.2</b></p> <p>The shareholders’ general meeting shall have the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to decide on the Company’s operational policies and investment plans;</li> <li>(2) to elect, remove and replace directors and to decide on matters relating to the remuneration of directors;</li> <li>(3) to elect and replace supervisors who represent the shareholders and to decide on matters relating to the remuneration of supervisors;</li> <li>(4) to examine and approve the board of directors’ reports;</li> <li>(5) to examine and approve the supervisory committee’s reports;</li> <li>(6) to examine and approve the Company’s proposed preliminary and final annual financial budgets;</li> <li>(7) to examine and approve the Company’s profit distribution plans and loss recovery plans;</li> <li>(8) to decide on the increase or reduction of the Company’s registered capital;</li> <li>(9) to decide on matters such as merger, division, dissolution, liquidation and change of form of business of the Company;</li> <li>(10) to decide on the issue of debentures by the Company;</li> <li>(11) to decide on the appointment, dismissal and non-reappointment of the accounting firm of the Company;</li> <li>(12) to amend this Articles of Association;</li> <li>(13) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;</li> <li>(14) to decide on the repurchase of share capital of the Company;</li> <li>(15) to decide on other matters which, according to law, administrative regulation or this Articles of Association, need to be approved by shareholders in general meetings;</li> </ol>	<p><b>Article 8.2</b></p> <p>The shareholders’ general meeting shall have the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to decide on the Company’s operational policies and investment plans;</li> <li>(2) <u>to elect and replace directors and supervisors who represent by non-employee representatives, and to decide on matters relating to the remuneration of directors and supervisors;</u></li> <li>(3) to examine and approve the board of directors’ reports;</li> <li>(4) to examine and approve the supervisory committee’s reports;</li> <li>(5) to examine and approve the Company’s proposed preliminary and final annual financial budgets;</li> <li>(6) to examine and approve the Company’s profit distribution plans and loss recovery plans;</li> <li>(7) to decide on the increase or reduction of the Company’s registered capital;</li> <li>(8) to decide on matters such as merger, division, dissolution, liquidation and change of form of business of the Company;</li> <li>(9) to decide on the issue of debentures by the Company;</li> <li>(10) to decide on the appointment, dismissal and non-reappointment of the accounting firm of the Company;</li> <li>(11) to amend this Articles of Association;</li> <li>(12) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;</li> <li>(13) to decide on the repurchase of share capital of the Company;</li> <li>(14) <u>to consider the purchases or sale of material assets, or guarantee of the Company within one year in which the amount exceeds 30% of the most recently audited total assets;</u></li> <li>(15) <u>to consider the external investment of the Company in which the amount of each investment exceeds 3% or more of the most recently audited total assets;</u></li> </ol>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>The shareholders in a general meeting may authorize the board of directors to carry out matters on their behalf, or may sub-delegate the carrying out of such matters to the board of directors.</p>	<p>(16) <u>to consider share incentive plan;</u>  (17) <u>to consider and approve connected transactions which shall be approved at the shareholder's general meeting as required by the laws, administrative regulations, departmental rules, relevant regulatory documents and the securities regulatory authorities in the place where the Company's shares are listed;</u>  (18) to decide on other matters which, according to law, administrative regulation or this Articles of Association, need to be approved by shareholders in general meetings;</p> <p>The shareholders in a general meeting may authorize the board of directors to carry out matters on their behalf, or may sub-delegate the carrying out of such matters to the board of directors.</p>
4	<p><b>Article 10.3</b></p> <p>The board of directors is accountable to the shareholders in general meeting and exercises the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings;</li> <li>(2) to implement the resolutions passed by the shareholders in general meetings;</li> <li>(3) to determine the Company's business plans and investment proposals;</li> <li>(4) to consider and approve the Company's preliminary and final annual financial budgets;</li> <li>(5) to consider and approve the Company's profit distribution proposal (including the payment of final dividend proposal) and loss recovery proposal;</li> <li>(6) to consider and approve the Company's debt and financial policies, proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures;</li> <li>(7) to draw up the Company's material acquisition and disposal proposals and plans for the merger, division, dissolution or change of form of business of the Company;</li> </ol>	<p><b>Article 10.3</b></p> <p>The board of directors <u>is responsible for formulating strategies, making decisions and preventing risks,</u> and it is accountable to the shareholders in general meeting and exercises the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings;</li> <li>(2) to implement the resolutions passed by the shareholders in general meetings;</li> <li>(3) <u>to make decisions on the medium and long-term development of the enterprise and formulate the Company's strategies and development plans,</u> and to determine the Company's business plans and investment proposals;</li> <li>(4) <u>to decide on the major financial matters, and to formulate</u> the Company's preliminary and final annual financial budgets;</li> <li>(5) <u>to formulate</u> the Company's profit distribution proposal (including the payment of final dividend proposal) and loss recovery proposal;</li> <li>(6) <u>to formulate</u> the Company's debt and financial policies, proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures;</li> <li>(7) to draw up the Company's material acquisition, disposal proposals, <u>share repurchase</u> and plans for the merger, division, dissolution or change of form of business of the Company;</li> </ol>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	<p>(8) to determine the Company’s internal management structure and the establishment of the Company’s branch organizations;</p> <p>(9) to appoint or remove the general manager and the chief financial officer of the Company, to appoint or remove the deputy general managers and the finance director of the Company based on the recommendations of the general manager, and to decide on their remuneration;</p> <p>(10) to consider and approve the basic management system of the Company;</p> <p>(11) to consider and approve the proposals for any amendment of this Articles of Association;</p> <p>(12) to propose the appointment or removal of the Company’s auditors to the general meetings of the shareholders;</p> <p>(13) except matters that the Company Law and this Articles of Association require to be resolved by the shareholders in general meeting, to decide on other important and administrative matters of the Company and to execute other important agreements;</p> <p>(14) to exercise any other powers conferred by the shareholders in general meetings and this Articles of Association.</p> <p>Other than the board of directors’ resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (11) of this Article which shall be passed by the affirmative vote of more than two-thirds of all the directors, the board of directors’ resolutions in respect of all other matters may be passed by the affirmative vote of more than half of all the directors.</p>	<p>(8) <u>to determine the Company’s internal management structure and the establishment or revocation, reorganization or conversion of its subsidiaries (branch companies), as well as the public transfer of assets and public capital injection, etc;</u></p> <p>(9) <u>to formulate the selection and appointment plans of the management; to decide on the appointment or removal of the general manager of the Company, to appoint or remove the Company’s deputy general managers, financial in-charge and the general counsel based on the recommendations of the general manager; to appoint or remove the secretary of the board of directors; and to formulate the appraisal and compensation administrative measures of the management, and to determine their remuneration, rewards and penalties and to conduct performance appraisal, etc;</u></p> <p>(10) <u>to formulate</u> the basic management system of the Company;</p> <p>(11) <u>to receive work report submitted by the general manager;</u></p> <p>(12) <u>to determine the purchases or sale of material assets, or guarantee of the Company in which the amount does not exceed 30% of the total assets of the Company;</u></p> <p>(13) <u>to determine the external investment of the Company or projects that may have a significant impact on the Company, in which the amount of each investment is 0.6% or more but below 3% of the total assets of the Company;</u></p> <p>(14) <u>to approve the connected transaction that shall be approved by the board of directors in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange at the place where the shares of the Company are listed and the Articles of Association;</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p>(15) to consider and approve the proposals for any amendment of this Articles of Association;</p> <p>(16) to propose the appointment or removal of the Company’s auditors to the general meetings of the shareholders;</p> <p>(17) except matters that the Company Law and this Articles of Association require to be resolved by the shareholders in general meeting, to decide on other important and administrative matters of the Company and to execute other important agreements;</p> <p>(18) <u>to consider and approve the material operation and management matters of the Company;</u></p> <p>(19) <u>to consider and approve the material matters relating to remuneration management, including the determination mechanism for total amount of salary, etc;</u></p> <p>(20) <u>to determine other matters that shall be decided by the board of directors as required by the laws, administrative regulations, and the listing rules of the stock exchange at the place where the shares of the Company are listed, and to exercise other powers conferred by the shareholders in general meetings and this Articles of Association.</u></p> <p><u>The board of directors shall conduct risk analysis and adopt necessary measures for risk prevention when making material operational decisions.</u> Other than the board of directors’ resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (15) of this Article which shall be passed by the affirmative vote of more than two-thirds of all the directors, the board of directors’ resolutions in respect of all other matters may be passed by the affirmative vote of more than half of all the directors.</p>
5	<p><b>Article 10.14</b></p> <p>The Board shall seek advice from the Party organization before determining any significant issues of the Company. In the process of appointment of senior officers of the Company by the Board, the Party organization shall consider and provide advice and suggestions on the candidates proposed by the Board or the general manager, or recommend candidates to the Board and the general manager.</p>	<p><b>Article 10.14</b></p> <p>The board of directors shall seek advice from the <u>Party Committee of the Company</u> before determining any significant issues of the Company.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
6	<p><b>Article 13.3</b></p> <p>The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the Company’s production, operation and management and to organize the implementation of the resolutions of the board of directors;</li> <li>(2) to organize the implementation of the Company’s annual business plan and investment proposal;</li> <li>(3) to draft plans for the establishment of the Company’s internal management structure;</li> <li>(4) to draft plans for the establishment of the Company’s branch organizations;</li> <li>(5) to draft the Company’s basic management system;</li> <li>(6) to formulate basic rules and regulations for the Company;</li> <li>(7) to propose the appointment or dismissal of the deputy general managers and financial in-charge of the Company;</li> <li>(8) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</li> <li>(9) other powers conferred by this Articles of Association and the board of directors.</li> </ol>	<p><b>Article 13.3</b></p> <p><u>The general manager and other senior officers shall be responsible for business operation, decision implementation and management improvement.</u> The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the Company’s production, operation and management and to organize the implementation of the resolutions of the board of directors;</li> <li>(2) <u>to research, formulate and adjust the medium and long-term development strategies and plans of the Company in accordance with changes in markets and seek the approval from the board of directors pursuant to the provisions of the Articles of Association;</u></li> <li>(3) to organize the implementation of the Company’s annual business plan and investment proposal;</li> <li>(4) to draft plans for the establishment of the Company’s internal management structure;</li> <li>(5) <u>to draft plans for the establishment or revocation, reorganization or conversion of its subsidiaries (branch companies), as well as the public transfer of assets and public capital injection, etc;</u></li> <li>(6) to draft the Company’s basic management system;</li> <li>(7) to formulate basic rules and regulations for the Company;</li> <li>(8) to propose the appointment or dismissal of the deputy general managers and financial in-charge <u>and the general counsel</u> of the Company;</li> <li>(9) to appoint or dismiss <u>the relevant</u> management personnel other than those required to be appointed or dismissed by the board of directors;</li> <li>(10) other powers conferred by this Articles of Association and the board of directors.</li> </ol> <p><u>In exercising the above-mentioned powers, the general manager shall seek advice from the Party Committee of the Company in advance for those matters within the scope of major issues involving decision-making of the Party Committee of the Company.</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
7	N/A, the clause is newly added and numbering of articles afterwards would be updated accordingly.	<p><b><u>Chapter 16 Party Committee</u></b></p> <p><b><u>Article 16.1</u></b></p> <p><u>The Company shall establish the Party Committee consisting of one secretary and several other members. Eligible members of the Party Committee may join the board of directors, the supervisory committee and the management through legal procedures, and eligible Party members in the board of directors, the supervisory committee and the management may join the Party Committee in accordance with relevant regulations and procedures. The Company shall establish the discipline committee in accordance with relevant regulations.</u></p> <p><b><u>Article 16.2</u></b></p> <p><u>The Party Committee of the Company shall perform its duties in accordance with the internal laws and regulations of the Party including the Constitution of the Communist Party of China and the Regulations on the Work at Primary-level Party Organizations of State-owned Enterprises of the Communist Party of China (Trial).</u></p> <p>(1) <u>to ensure and supervise the Company's implementation of policies and guidelines of the Communist Party of China and the State, and implement major strategic decisions of the Central Committee of the Communist Party of China and the State Council, as well as important work arrangements of the Party committee of the State-owned Assets Supervision and Administration Commission of the State Council and the Party organizations of higher levels;</u></p> <p>(2) <u>to uphold a principle combining the principle of management of cadres by the Party, the board of directors' legitimate right to appoint the management, and the management's legitimate right to staffing; to consider and opine on the candidates nominated by the board of directors or the general manager of the Company, or recommend nominees to the board of directors or the general manager of the Company; to evaluate the proposed candidates in conjunction with the board of directors, and to collectively consider and provide relevant suggestions;</u></p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		<p>(3) <u>to consider and discuss matters on the reform, development and stability of the Company, major operation and management matters as well as key issues involving the vital interests of employees, and provide relevant suggestions;</u></p> <p>(4) <u>to take responsibility for comprehensive and strict management of the Party; to lead the ideological and political work, united front work, construction of spiritual civilization, construction of enterprise culture, and the work of the labour union, the Communist Youth League and other groups and organizations of the Company; to lead the improvement of conduct and uphold the integrity of the Party, and to support the supervision work by the discipline committee of the Party.</u></p>

In addition, due to the amendments of the content of the Articles of Association, the Company proposes to delete the marginal notes to the Articles of Association and the relevant definitions of “MP”, “APP3”, “A13D”, “LR19A”, “Zheng Jian Hai Han” and “Opinions” in Article 26.3 of the Articles of Association.

If there is any change to the article number in the Articles of Association due to the addition, deletion or re-arrangement of certain articles in the amendments of the Articles of Association, the relevant article in the revised Articles of Association shall be renumbered and the cross reference to the relevant article shall be changed accordingly.

Shareholders of the Company should be aware that the English version of the Articles of Association (and/or the proposed amendments thereto) 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.



## APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING

The details of the proposed Rules of Procedure for the General Meeting to be adopted by the Company are set out as below:

### CHAPTER 1 GENERAL PROVISIONS

**Article 1** In order to ensure the lawful exercise of the rights of shareholders, efficient and standardized operation and scientific decision-making of the shareholders' general meeting, the rules of procedure for the shareholders' general meetings of the Company (the "**Rules**") are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company, the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and other relevant laws, administrative regulations and rules of the State ("**laws and regulations**") and the Articles of Association of China Communications Services Corporation Limited (the "**Articles of Association**"), taking into account the Company's actual situation.

**Article 2** The Rules apply to the shareholders' general meetings of the Company and are binding on the Company, all shareholders, proxies of the shareholders, directors, supervisors, senior officers of the Company and other relevant personnel attending the shareholders' general meetings.

**Article 3** Unless otherwise provided in the Rules, the shareholders' general meetings shall be convened by the board of directors of the Company. All the directors of the Company shall bear obligations of good faith toward the normal proceeding of the shareholders' general meeting, and shall not obstruct the lawful exercise of functions and powers by the shareholders' general meeting.

**Article 4** The secretary of the board of directors and the office of the board of directors of the Company shall be responsible for preparing and organizing the shareholders' general meeting.

**Article 5** All the shareholders holding shares of the Company are entitled to attend the shareholders' general meetings in person or by proxy pursuant to the laws and regulations, regulatory documents, the Hong Kong Listing Rules, the Articles of Association and the Rules, and enjoy various rights as a shareholder, such as the right to know, the right to speak, the right to inquire and the right to vote.

Shareholders and their proxies attending the shareholders' general meetings shall comply with the laws and regulations, regulatory documents, the Hong Kong Listing Rules, the Articles of Association and the Rules, and shall keep the meetings in an orderly manner in order to ensure the smooth holding of the shareholders' general meeting.

### CHAPTER 2 GENERAL RULES OF SHAREHOLDERS' GENERAL MEETING

**Article 6** The shareholders' general meeting is the organ of authority of the Company and shall lawfully exercise its functions and powers stipulated in the Articles of Association.

## **APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING**

**Article 7** Under necessary and reasonable circumstances and without violation of any mandatory provisions of laws, regulations and the relevant regulatory rules of the listed places such as the Hong Kong Listing Rules, the shareholders' general meeting may authorize or entrust the board of directors to make decisions within the scope of authorization or entrustment granted by the shareholders' general meeting. The contents of the authorization granted by the shareholders' general meeting to the board of directors shall be clear and specific.

Authorization in relation to matters that should be resolved by way of ordinary resolutions at the shareholders' general meetings according to the Articles of Association and the Hong Kong Listing Rules, must be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting; authorization in relation to matters that should be resolved by way of special resolutions at the shareholders' general meetings according to the Articles of Association and the Hong Kong Listing Rules, must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

**Article 8** Shareholders' general meetings include annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six months from the end of the preceding financial year. The Company shall convene an extraordinary general meeting when the circumstances specified in the Articles of Association occur.

When shareholder(s) holding 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting, the number of shares held by the shareholder(s) shall be calculated at the close of trading on the date when such shareholder(s) request in writing or on the preceding trading day (if the written request is made on a non-trading day).

**Article 9** A meeting venue shall be set up for a general meeting to be held on site. The Company shall convene shareholders' general meetings at the domicile of the Company or at the place specified in the Articles of Association.

While ensuring the legitimacy and validity of shareholders' general meeting, the Company can provide convenience to the shareholders to attend such meeting by means of all kinds of modern information technologies provided that the conditions are in place. A shareholder who participates in a shareholders' general meeting in the aforementioned manner shall be deemed to have been present at the meeting.

### **CHAPTER 3 RULES OF PROCEDURE OF SHAREHOLDERS' GENERAL MEETING**

#### **Section 1 Convening of Meeting**

**Article 10** Shareholders' general meetings shall be convened by the board of directors. The supervisory committee, shareholders individually or in aggregate holding 10% or more of the total voting shares of the Company may convene and preside over the meeting in accordance with the provisions of the Company Law, the Articles of Association and the Rules.

## APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING

**Article 11** If the board of directors is unable or fails to fulfill the obligation to convene a shareholders' general meeting, the supervisory committee shall convene and preside over the meeting in a timely manner.

**Article 12** Shareholders who request for the convening of an extraordinary general meeting or a class meeting shall comply with the procedures set forth in the Articles of Association.

**Article 13** With regard to the shareholders' general meeting convened by the supervisory committee or shareholders on their own initiative, the board of directors and the secretary of the board of directors shall provide assistance.

### Section 2 Proposals and Notices

**Article 14** When the Company convenes a shareholders' general meeting, shareholder(s) individually or in aggregate holding 3% or more of the total voting shares of the Company, the board of directors and the supervisory committee shall have the right to propose new proposals in writing, and the Company shall place such proposals on the agenda for such shareholders' general meeting if they are matters falling within the functions and powers of shareholders in general meetings.

**Article 15** Shareholders holding 3% or more of the total voting shares of the Company may submit an interim written proposal to the convenor ten days prior to the date of the shareholders' general meeting. The convenor shall issue a supplementary notice of the shareholders' general meeting within two days from the date upon receipt of the proposal, informing shareholders of the content of the interim proposal. Save as otherwise required under the Articles of Association and the Rules, the board of directors shall place such interim proposals on the agenda for such shareholders' general meeting if they are matters falling within the functions and powers of shareholders in general meetings. The content of the interim proposals needs to have a clear topic and specific matters to be solved.

The above arrangements for the submission of interim proposals are also subject to the requirements about relevant timeframes for sending information to shareholders as set out in the Hong Kong Listing Rules.

Except for the circumstances specified in the preceding paragraph, the convenor shall not modify the proposals or add new proposals after the notice of the shareholders' general meeting has been issued.

**Article 16** A proposal for shareholders' general meeting shall comply with the requirements under relevant laws, administrative regulations and the Articles of Association, fall within the functions and powers of shareholders in general meetings, and include definite topics and specific matters to be resolved.

## APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING

**Article 17** When the Company needs to determine the rights attaching to shares in the Company for the purposes of convening a shareholders' general meeting, for dividend distribution, for liquidation or for any other purpose, the board of directors shall decide on a date for the determination of rights attaching to shares in the Company (shareholding registration date). The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such determination date (shareholding registration date).

**Article 18** The notice of the shareholders' general meeting shall comply with the relevant requirements stipulated in laws, regulations, regulatory documents, the Hong Kong Listing Rules and the Articles of Association.

### Section 3 Attendance and Registration of the Meeting

**Article 19** All shareholders who are registered on the register of shareholders as at the shareholding registration date or their proxies are entitled to attend the shareholders' general meetings and exercise voting rights in accordance with the relevant laws, regulations, the Articles of Association and the listing rules in the place where the shares of the Company are listed. The Company and the convenor shall not reject such shareholders from attending the general meeting for any reason.

**Article 20** Shareholders may either attend the shareholders' general meeting in person or appoint a proxy to attend and vote at such meeting on their behalf in writing. If a shareholder appoint a proxy to attend the meeting, the form of proxy and the procedures of proxy shall comply with the provisions of the Articles of Association and the Rules.

When a general meeting is convened, all directors, supervisors and the secretary of the board of directors of the Company shall attend the meeting, and senior officers may sit in the meeting. The auditor shall attend the annual general meeting to answer questions regarding the conduct of the audit, the preparation and contents of the auditors' report, the accounting policies and auditor independence. In order to ensure the seriousness and normal order of the shareholders' general meeting, the Company has the right to refuse the admission of persons other than the aforementioned persons in accordance with the law.

**Article 21** If an individual shareholder attends the shareholders' general meeting in person, he/she shall present his/her identification and proof of shareholding; if a corporate shareholder appoints its authorized representative to attend the meeting, the authorized representative shall present his/her identification and a notarized copy of the authorization document of the board of directors or other authority of the legal entity that appointed the authorized representative or other certified copies as permitted by the Company. A shareholder's proxy attending a shareholders' general meeting shall present his/her own identification and a power of attorney signed by the principal or by the principal's authorized representative.

**Article 22** The instrument of proxy issued by shareholders to authorize other persons to attend the shareholders' general meeting shall state the followings:

## APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING

- (1) the name of the proxies;
- (2) whether the proxies have the right to vote;
- (3) instructions to vote in favour of, against or abstain from voting on each of the items in the agenda of the shareholders' general meeting respectively;
- (4) whether the proxy has the right to vote on the interim proposals that may be included in the agenda of the shareholders' general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;
- (5) the signing date and the effective period of the instrument of proxy;
- (6) signature of the principal and under seal by such legal entity.

**Article 23** The convenor and the lawyer engaged by the Company will jointly verify the legality of shareholders' qualifications based on the register of shareholders provided by the securities registration institution, and register the names of shareholders and the number of voting shares they hold.

**Article 24** The chairman of the shareholders' general meeting shall, prior to the voting, announce the number of shareholders and proxies attending the meeting and the total number of their voting shares, which shall be the number of shareholders and proxies attending the meeting and the total number of their voting shares as indicated in the meeting's register.

### Section 4 Convening of the Meetings

**Article 25** The board of directors of the Company and other convenors shall take all necessary measures to ensure that the shareholders' general meeting is conducted in an orderly manner and shall take measures to prevent any act interfering the shareholders' general meeting, picking quarrels and provoking troubles or infringing the legitimate rights and interests of shareholders and shall promptly report the same to competent authorities for investigation and punishment.

**Article 26** The shareholders' general meeting, if convened by the board of directors, shall be presided over and chaired by the Chairman of the board of directors. If the Chairman of the board of directors is unable to attend the meeting for any reason, the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present at the meeting shall choose one person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, the shareholder (including a proxy) holding the greatest number of voting shares carrying the voting right at the meeting shall be the chairman of the meeting.

## APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING

The shareholders' general meeting convened by the supervisory committee on its own initiative shall be presided over and chaired by the chairperson of the supervisory committee. If the chairperson of the supervisory committee is unable or fails to perform his/her duties, the shareholders' general meeting shall be presided over and chaired by a supervisor jointly nominated by more than half of the supervisors.

The shareholders' general meeting convened by shareholders on their own initiatives shall be presided over and chaired by the representative nominated by the convening shareholder.

During a shareholders' general meeting, in the event that the chairperson of the shareholders' general meeting violates the Rules, which renders shareholders' general meeting unable to proceed, an attendee may be elected at the shareholders' general meeting to act as the chairperson thereof to proceed with the meeting subject to the consent of the shareholders with a simple majority of the voting rights present at such shareholders' general meeting.

**Article 27** Directors, supervisors and senior officers shall provide explanation and illustration for the questions and suggestions by shareholders at a shareholders' general meeting.

### Section 5 Voting and Resolutions

**Article 28** Proposed resolutions included in the agenda of the shareholders' general meeting shall be considered before putting to the vote. Reasonable time shall be allocated for the discussion of each proposed resolution during the shareholders' general meeting. Shareholders shall vote at shareholders' general meetings in accordance with the provisions of the Articles of Association and the Rules.

**Article 29** The voting right of the same shares shall be exercised only either by on-site voting or one of other means of voting. In the case of repeated voting for the same share occurs, only the first vote will be deemed as valid.

**Article 30** The shares of the Company held by itself shall have no voting right and such shares shall not be counted towards the total number of voting shares at a shareholders' general meeting.

**Article 31** When a proposed resolution is considered at a shareholders' general meeting, no amendment shall be made thereto. Otherwise, such proposed resolution as amended shall be treated as a new proposed resolution and shall not be put to vote at such shareholders' general meeting.

**Article 32** In the event that directors or supervisors who represent by non-employee representatives are elected at the shareholders' general meeting, the nomination of candidates for directors or supervisors shall be proposed to the shareholders' general meeting for voting. The shareholders' general meeting shall vote on the director and supervisor candidates one by one after considering the proposals regarding the election of directors and supervisors.

## APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING

**Article 33** A poll demanded on the election of the chairman of the general meeting, or on an adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with.

A vote taken at another time as decided by the chairman of the meeting in the preceding paragraph shall be deemed to be a resolution passed at that meeting.

**Article 34** When any shareholders' general meeting considers matters related to a connected transaction, the connected shareholder(s) shall not participate in voting or act as the proxy of other shareholder. The number of voting shares represented by the connected shareholders shall not be counted into the total number of valid votes for such connected transaction.

When a connected transaction is considered at a shareholders' general meeting, the connected shareholder(s) shall abstain from voting on such connected transaction. If the connected shareholder(s) is/are required to attend the meeting for explanation, he/she shall have the duty and obligation to attend the meeting and make a truthful statement.

The matters for which the connected shareholder(s) shall abstain from voting shall be announced by the chairman of the meeting when the meeting commences.

**Article 35** The Company shall not, without the prior approval of shareholders in a shareholders' general meeting, enter into any contract with any person (other than a director, supervisor, other senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.

**Article 36** If a proposed resolution is not passed, or a resolution passed at a previous shareholders' general meeting is modified at this shareholders' general meeting, a special note shall be made in the announcement on the resolution of the shareholders' general meeting.

**Article 37** A shareholders' general meeting shall not be declared closed for shareholders who attend in person at a time earlier than for those shareholders who attend via other means, and the chairman of the meeting shall announce voting details and results on each proposed resolution and declare whether a proposed resolution has been passed according to the voting results.

Prior to the official announcement of the voting results, the company, persons responsible for vote counting, the scrutineer(s), substantial shareholders and other parties involved in the shareholders' general meeting site and other voting methods shall have the obligation to keep the voting confidential.

**Article 38** Shareholders attending the shareholders' general meeting shall make one of the following decisions on the proposed resolution submitted for voting: for, against or abstention.

Uncompleted, wrongly completed, illegible or uncast voting tickets shall be deemed as waiver of voting rights by such shareholders. The votes represented by their shares shall be counted as "abstained votes".

## APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING

**Article 39** Resolution of the shareholders' general meeting shall be in written form. The resolutions of the shareholders' general meeting shall be announced by the chairman of the meeting in accordance with the Articles of Association, the provisions of the Rules and the voting results of the meeting, and also be recorded in the meeting minutes.

**Article 40** Minutes of shareholders' general meetings shall be prepared by the secretary of the board of directors. The minutes shall contain the following items:

- (1) the number of shareholders (their proxies) attending the shareholders' general meeting, the total number of their voting shares and the percentage of the total number of shares of the Company they represent;
- (2) the date, venue, time, agenda of the meeting, and the name of the convenor of the meeting;
- (3) the name of the chairman of the shareholders' general meeting, and the names of directors, supervisors, general manager and other senior officers present at the meeting;
- (4) key points of the opinions expressed by each attendee in respect of the matters being considered;
- (5) discussion of each proposed resolution and the voting results;
- (6) for any resolution proposed by a shareholder, the name and shareholding of such shareholder and contents of such proposed resolution;
- (7) details of the queries or recommendations from the shareholders and the corresponding responses or explanations;
- (8) names of those responsible for vote counting and the scrutineer(s);
- (9) other matters which shall be recorded in the meeting minutes in accordance with laws, regulations, rules, the Articles of Association and the Rules and which are deemed as necessary by the shareholders' general meeting.

**Article 41** The convenor shall ensure the truth, accuracy and completeness of the meeting minutes. The meeting minutes of the shareholders' general meeting shall be signed by the directors attending the meeting.

### **Section 6 Subsequent Matters**

**Article 42** The secretary of the board of directors shall be responsible for keeping written information such as the register of attendees, power of attorney, poll results statistics, meeting minutes in accordance with the Company's filing management system.



## APPENDIX II THE RULES OF PROCEDURE FOR THE GENERAL MEETING

**Article 43** The announcement of the poll results of a shareholders' general meeting shall be published in a timely manner as required by the securities regulatory authorities of the place where the shares of the Company are listed. The announcement shall set forth the number of shareholders and proxies attending the meeting, the total voting shares held by them and the proportion of the voting shares held by them to the total voting shares of the Company, the total shares required to abstain from voting in favour and/or voting on individual resolutions (if any) as required by the securities regulatory authorities of the place where the shares of the Company are listed, whether the shareholder required to abstain from voting has given up the voting right, the voting method, the voting result of each resolution (including total shares actually voted for, against or abstained from voting) and the identity of the scrutineer.

The Company shall publish an announcement at least 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the first business day after the shareholders' general meeting.

### CHAPTER 4 IMPLEMENTATION OF THE RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETINGS

**Article 44** The board of directors is responsible for implementing the resolution passed at a shareholders' general meeting and instructing the general manager to handle the specific implementation according to the content of the resolution and allocation of responsibilities; the chairperson of the supervisory committee shall directly organize the implementation of the matters required to be implemented by the supervisory committee under the resolution of the shareholders' general meeting.

### CHAPTER 5 SUPPLEMENTARY PROVISIONS

**Article 45** Unless otherwise specified, terms used in the Rules shall have the same meaning as those defined in the Articles of Association.

**Article 46** The Rules and the amendments hereto shall become effective from the date of approval by the resolution at a shareholders' general meeting.

**Article 47** In the event of any matters not covered by the Rules or in conflict with the laws, regulations, regulatory documents, mandatory regulations of the securities regulatory and administrative authorities or stock exchanges where the Company's shares are listed or the provisions of the Articles of Association promulgated or amended from time to time after the Rules come into effect, the laws, regulations, regulatory documents, relevant regulations of the securities regulatory and administrative authorities where the Company's shares are listed or the provisions of the Articles of Association shall prevail.

**Article 48** Unless otherwise stated in the Rules and provided that there is no ambiguity in the context, the terms "or more", "within", and "at least" as used in the Rules shall include the figures mentioned; "exceed", "less than", "not exceed", "lower than", "over half", "beyond" shall not include the figures mentioned.

**Article 49** The Rules shall be subject to the interpretation of the board of directors.

The details of the proposed Rules of Procedure for the Board to be adopted by the Company are set out as below:

## CHAPTER 1 GENERAL PROVISIONS

**Article 1** In order to ensure the lawful exercise of the rights of the board of directors independently, standardly and effectively, as well as the standardized operation and scientific decision-making of the board of directors, the rules of procedure for the Board (the “**Rules**”) are formulated in accordance with the Company Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company, the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other relevant laws, administrative regulations and rules of the State Council (the “**laws and regulations**”), and the Articles of Association of China Communications Services Corporation Limited (the “**Articles of Association**”), taking into account the Company’s actual situation.

**Article 2** Meetings of the board of directors are the main form of the discussion of the board of directors. Attending the meetings of the board of directors as required is a primary way for directors to perform their duties.

## CHAPTER 2 COMPOSITION AND POWER OF THE BOARD

### Section 1 Board of Directors

**Article 3** Directors shall be elected, replaced or removed by the shareholders’ general meeting.

**Article 4** Directors shall be elected each for a term of three years, effective from the date of election. Any person serving as a result of filling a casual vacancy on the board of directors or increasing the number of members of the board of directors shall hold office until the end of the current term of office of the directors.

At the expiry of a director’s term, the term is renewable upon re-election.

**Article 5** Directors may tender their resignations before the expiration of their term of office. To resign, a director shall submit a written resignation letter to the board of directors.

Where the re-election of directors does not take place when the term of office expires, or the number of the members of the board of directors is less than the legal quorum due to directors’ resignations, the former directors shall keep performing the duties pursuant to the requirements of laws, administrative regulations and the Articles of Association until newly elected directors take office.

Except for the aforesaid situation, the resignation of a director shall become effective when his/her resignation letter is delivered to the board of directors.

**Article 6** A director whose resignation takes effect or term of office expires shall complete all transfer procedures with the board of directors and his/her fiduciary duty owed to the Company and shareholders shall not be necessarily discharged after the end of the term of office and shall remain valid for one year after the end of the term of office. The confidentiality obligation of the director in respect of trade secrets of the Company survives after the termination of his/her term of office, until such trade secrets become public information.

**Article 7** The office of the board of directors is established under the board of directors and is responsible for preparing for shareholders' general meetings, board meetings and board committees' meetings, the preparation of relevant documents and meeting minutes, information disclosure, as well as other daily affairs of the board of directors and the board committees.

The staff employed to work in the office of the board of directors shall possess relevant professional knowledge so as to fully ensure that they could assist the board of directors in performing its duties.

**Article 8** The board of directors shall perform the functions and powers stipulated in the Articles of Association.

According to the needs of work, under necessary, reasonable and lawful circumstances, the board of directors may authorize the chairman of the board of directors or the general manager to decide on the matters within the scope of the board of directors' functions and powers as approved by the board of directors by voting.

The authorization of the board of directors shall be specific and concrete, with major terms and conditions stipulated in writing.

**Article 9** The board of directors shall regularly review the Company's development strategies to ensure that the development strategies and operating conditions of the Company are in line with the changes in the market environment. The board of directors shall regularly assess the operations of the Company and comprehensively evaluate senior officers' performance of duties based on the assessment results.

**Article 10** In performing its duties, the board of directors shall fully consider the opinions of external audit agencies and may engage intermediaries or professionals to provide advices, and the fees thereof shall be borne by the Company.

**Article 11** In order to ensure and improve the stability and efficiency of the Company's daily operations, the board of directors authorizes the operating management to take charge in the areas of investment in fixed assets, acquisitions and sales of assets, disposal of assets and debt financing in accordance with the Articles of Association and its related provisions, with specific authority to be determined by the board of directors.

## Section 2 Chairman of the Board of Directors

**Article 12** After the election of a new session of board of directors at the shareholders' general meeting, more than half of the directors shall elect a director to preside over the first meeting of the board of directors after such general meeting and to elect the chairman of the new session of the board of directors.

**Article 13** The Chairman of the board of directors shall ensure that the board of directors works effectively and performs its duties pursuant to the Articles of Association, and that all key and proper issues are discussed in a timely manner.

The Chairman of the board of directors should be primarily responsible for formulating and approving the agenda for each board meeting.

**Article 14** The Chairman of the board of directors shall ensure that appropriate steps are taken to provide effective communication with shareholders and that the views of shareholders are communicated to the board of directors as a whole.

The Chairman of the board of directors should take primary responsibility for ensuring that good corporate governance practices and procedures are established for the Company.

**Article 15** If the Chairman of the board of directors is unable to exercise his power and does not designate other director to exercise such powers on his behalf for any reason, a director can be jointly elected by more than half of the directors to exercise such powers on his behalf.

## Section 3 Board Committee

**Article 16** Each of the board committees shall be accountable to the board of directors, assisting the board of directors to perform its duties and provide professional advice to the board of directors or make decisions in relation to professional matters based on the authorization of the board of directors. The board of directors shall seek the advice from the relevant board committee(s) before approving such relevant resolutions.

**Article 17** The board of directors shall provide a clear scope of functions and powers to each board committee, making it perform its duties properly. The scope of functions and powers of each board committee shall stipulate that such committees shall report to the board of directors in respect of their decisions or advice, unless they are prevented from doing so subject to the restrictions of laws or regulations.

**Article 18** The board of directors shall formulate charters of each board committee, specifying the composition, working duties and operation mechanism of the board committee, which shall be considered and approved by the board of directors. The charter and operation of each board committee shall comply with the relevant laws and regulations of the PRC and the place where the Company's shares are listed and the relevant provisions of the Hong Kong Listing Rules.

**Article 19** Each board committee shall have a chairman and several members. The chairman of the committee shall be elected by all members. The chairman of the board committee is responsible for convening the committee meeting(s).

**Article 20** The meeting of the board committee is held as necessary. Resolutions of the board committees shall be passed by more than half of all the committee members. Each member of the board committees shall have one vote in the resolutions.

**Article 21** The board committees may engage external professionals to provide services and all reasonable fees incurred in respect of such engagement shall be borne by the Company.

### CHAPTER 3 PROCEDURES FOR THE MEETINGS OF THE BOARD OF DIRECTORS

#### Section 1 Proposals and Notice

**Article 22** For meetings of the board of directors, the procedures for notification of meetings shall be carried out in accordance with the provisions of the Articles of Association.

**Article 23** A proposal for convening an interim board meeting in accordance with the provisions of the Articles of Association shall be made in written form, affixed with the signature (seal) of the proposer, and submitted to the Chairman of the board of directors directly or via the office of the board of directors. The written proposal shall specify:

- (i) the name of the proposer;
- (ii) the reasons or objective causes on which the proposal is based;
- (iii) the time or time limit, venue and means as proposed for holding the meeting;
- (iv) the explicit and specific proposals;
- (v) the contact information of the proposer and the date of proposal, etc.

The contents of the proposal shall be within the scope of the functions and powers of the board of directors as stipulated in the Articles of Association, and the documents relating to the proposal shall be submitted together with the proposal itself.

The office of the board of directors shall pass to the Chairman of the board of directors the above written proposal and relevant documents as soon as possible upon receipt of the same. Where the Chairman of the board of directors considers the proposal not explicit or specific or the relevant documents are insufficient, the Chairman of the board of directors could require the proposer to amend or supplement the proposal.

The Chairman of the board of directors shall convene and preside over a board meeting within ten days after receipt of the proposal.

**Article 24** Notice of meetings of the board of directors shall be given in the manner prescribed in the Articles of Association. The notice of meeting shall generally include:

- (1) the date and venue of the meeting;
- (2) the duration of the meeting;
- (3) the subject matters and agenda;
- (4) the issue date of the notice.

The directors of the Company shall inform the secretary of the board of directors or the office of the board of directors whether he/she will attend the meeting as soon as possible after receiving the notice of the meeting.

Where an interim meeting needs to be convened in case of urgent circumstances, the notice may be made via telephone or any other means of verbal communication, but the convenor shall make an explanation in this regard at the meeting.

Where a director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such director shall be deemed to have been notified of the meeting.

All directors shall be deemed to be present in person at the board meeting or the interim meeting held by way of telephone conference or similar communication facilities so long as all directors participating in the meeting can clearly hear and communicate with each other.

**Article 25** The agenda of a board meeting and relevant documents of the meeting shall be sent to all directors in a timely manner and shall be dispatched at least three days before the scheduled date of the board or board committee meeting (or such other time as may be agreed upon). The aforesaid arrangements shall be adopted for all other meetings of the board as practicable as possible.

**Article 26** From the issue of the notice of the meeting until the convening of the meeting, the secretary of the board of directors shall be responsible for or make arrangement for communication and liaison with all directors, in particular with independent directors, to obtain opinions or suggestions on relevant proposals from directors, and to convey such opinions or suggestions to those who made the proposals, so as to modify relevant proposals put forward by them. The secretary of the board of directors shall also provide supplemental information necessary for making corresponding decisions by the directors on the contents of the proposal to be considered in a timely manner, including related background information of the subject matter and any other information that may facilitate the directors to make reasonable, prompt and well considered decisions.

**Article 27** The Chairman of the board of directors shall ensure that all directors are properly briefed on issues arising at board meeting and have received adequate information which must be accurate, clear, complete and reliable, in a timely manner.

**Article 28** After the written notice of a board meeting is sent, if the meeting time, venue or any other matter needs to be changed, or any proposal to the meeting needs be added, changed or cancelled, a written notice of change shall be given three days prior to the original designated date for convening the meeting, to explain the reason(s) and provide contents and documents relating to the new proposals. Where the notice of change is sent in less than three days in advance, the date of meeting shall be postponed accordingly or the meeting shall be held as scheduled upon approval by the attending directors.

### Section 2 Attendance of Meetings

**Article 29** A board meeting shall only be convened if more than half of the directors are present (including any directors appointed to attend the meeting as the representatives of other directors).

When the board of directors is considering relevant connected transaction, connected director(s) shall abstain from voting and shall not vote on behalf of other director(s) as proxy/proxies, and their votes shall not be counted in the total number of votes casted. The board meeting can be convened with the attendance of over half of the non-connected directors. The resolution of the board meeting shall be passed by more than one-half of non-connected directors, and the voting of non-connected directors shall be fully disclosed. If less than three non-connected directors attend the board meeting, the matters shall be submitted to the shareholders' general meeting for consideration.

If shareholders individually or in aggregate holding 10% or more of total number of the Company's shares with voting rights or a director has a conflict of interest in the matter to be considered by the board of directors which the board has determined to be material, the matter should be dealt with by a physical board meeting rather than a written resolution. The independent directors who and whose close associates (as defined in the Hong Kong Listing Rules) have no material interest in the transaction shall be present at that board meeting.

**Article 30** Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he/she may by a written power of attorney appoint another director to attend the meeting on his/her behalf. The power of attorney shall set out the scope of authorization.

A director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

**Article 31** The power of attorney from a director to entrust other directors to attend the meetings of the board of directors on his/her behalf shall include the following details:

- (1) the names of the principal and the proxy;
- (2) brief comments of the principal on each proposal;
- (3) the principal's scope of authorization (including whether he/she has the right to vote on the interim proposal) and his/her instructions to vote for, against or abstain from every matter considered;
- (4) the effective date of the authorization;
- (5) signatures of the principal and the proxy, and the date, etc.

**Article 32** The following principles shall be followed by the director authorizing another director to attend a meeting on his/her behalf and by a director authorized to attend a meeting on another director's behalf:

- (1) In considering connected transactions, non-connected director shall not appoint a connected director to attend the meeting on his/her behalf; a connected director shall not accept a non-connected director's authorization;
- (2) Directors shall not give full authorization to authorize other directors to attend the meetings without stating his/her personal opinions and voting instruction on the proposals; and the relevant directors shall not accept full authorization and unclear authorization;
- (3) One director shall accept no more than two authorizations to attend a meeting; directors shall not appoint another director who have been authorized by two directors to attend the meeting.

**Article 33** The general manager, the secretary of the board of directors and supervisors shall attend the board meeting, and the senior officers who are not the members of the board of directors and personnel relevant to the subject matter to be considered may also attend the meeting, if necessary. The attendees of the meeting shall have the right to express their opinions on relevant subject matter but have no voting right.

### **Section 3 Voting and Resolutions**

**Article 34** In considering the resolutions proposed to the board meetings, voting may be conducted by verbal vote or by open vote. All attending directors shall vote for or against the proposed resolutions or abstain from voting. A director who has not voted shall be deemed to have abstained from voting.



A director shall abstain from voting on any board resolution approving any proposal in which he/she or any of his/her associates has a conflict of interest, nor shall he/she be counted in the quorum present at the meeting.

The board of directors shall seek advice from the Party Committee of the Company before determining any significant issues of the Company. In the process of the appointment of senior officers of the Company by the board of directors, the Party Committee of the Company shall consider and provide advice and suggestions on the candidates proposed by the board of directors or the general manager, or recommend candidates to the board of directors and the general manager.

**Article 35** For any physical board meeting, telephone, video conference or other means may be provided to those participating directors for their convenience, and directors present at the board meeting by the above methods, such as telephone, video, etc., shall be deemed to have attended the meeting in person.

For any board meeting held by telephone or video conference, the directors who are confirmed to be present during the telephone conference and the directors who are present on the video conference shall be counted in the number of directors attending such board meeting. For any board meeting held by circulating written resolution, the number of directors present at the meeting shall be counted by the effective votes received during the prescribed time limit.

**Article 36** For any meeting of the board of directors held by telephone or video conference on which directors are unable to sign the resolutions immediately, they shall cast their votes verbally. Resolutions of a meeting of the board of directors shall take effect from the date of carrying out the verbal voting process, and directors shall complete the signature process for such resolutions as soon as possible. The verbal vote cast by a director shall have the same effect as signing on such resolution, and the votes indicated on such signed resolution must be consistent with the verbal vote at the meeting. If there is a discrepancy between the two votes, the verbal vote recorded by video or audio recording at the meeting of board of directors shall prevail.

For any resolutions of a board meeting circulated to the directors for approval by affixing their signatures, those resolutions shall take effect from the date when the written votes are cast. The voting period for votes validly cast by way of communication facilities shall end at the latest time as specified in the notice of meeting. Directors who do not cast their votes before the end of the last business day of the prescribed period shall be deemed to have abstained from voting.

**Article 37** The board of directors may accept a written resolution in lieu of a board meeting provided that a draft of such written resolution shall be delivered to each director either in person, by mail, by facsimile, by electronic mail or by an Office Automation (OA) system. If such proposed written resolution has been delivered to all directors and the number of directors, who signed on one or several copies of the draft of such written resolution with the same format and content by hand or electronic signature, have reached the quorum required for passing relevant resolution, and the same have been delivered to the secretary of the board of directors, such resolution shall become a board resolution and there is no need to hold a board meeting.

**Article 38** The minutes of meetings of the board of directors shall include the following contents:

- (1) the date, venue and form of meeting;
- (2) status of the issuance of the notice of meeting;
- (3) the convenor and the chairperson of the meeting;
- (4) attendance of directors attending in person or by proxy;
- (5) proposed resolutions to be considered at the meeting, key points of the comments and opinions given by the directors on relevant matters, and voting intentions of the directors on the proposed resolutions;
- (6) voting method and the result of each proposed resolution (specifying the number of votes in favor, against and abstention);
- (7) other matters required for record.

Minutes of the meetings of the board of directors shall be kept by the office of the board of directors or the corporate records management department for no less than ten years. Such minutes shall be available for inspection at any reasonable time on reasonable notice by any director.

#### **CHAPTER 4 IMPLEMENTATION AND FEEDBACK OF RESOLUTIONS OF THE BOARD**

**Article 39** The resolution of the board of directors shall be implemented by the general manager or an executor as assigned in such resolution, and the results of the implementation shall be reported to the Chairman of the board of directors.

The secretary of the board of directors shall truthfully convey the opinions of the Chairman of the board of directors to relevant directors and other senior officers of the Company.

**Article 40** The Chairman of the board of directors, general manager or relevant personnel shall report to the board of directors on the implementation of previous board resolutions; directors shall have the right to question the responsible executor in this regard.

#### **CHAPTER V SUPPLEMENTARY PROVISIONS**

**Article 41** Unless otherwise specified, the terms used in the Rules shall have the same meaning as those defined in the Articles of Association.

**Article 42** The Rules shall take effect from the date of adoption by the shareholders' general meeting.

**Article 43** In the event of any matters not covered by the Rules or in conflict with the laws, regulations, regulatory documents, relevant regulations of the securities regulatory and administrative authorities or stock exchanges where the Company's shares are listed or the provisions of the Articles of Association promulgated or amended from time to time after the Rules come into effect, the laws, administrative regulations, regulatory documents, relevant regulations of the securities regulatory and administrative authorities where the Company's shares are listed or the provisions of the Articles of Association shall prevail.

**Article 44** Any amendment(s) to the Rules shall become effective and enforceable upon approval by more than half of the directors of the board, and the approval at the shareholders' general meeting.

**Article 45** Unless otherwise stated in the Rules and provided that there is no ambiguity in the context, the references "or more" and "before" shall all include the number referenced to; the reference "exceed" shall exclude the number referenced to.

**Article 46** The Rules shall be subject to the interpretation of the board of directors.



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 of China Communications Services Corporation Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 25 February 2022, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, to consider and, if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. **THAT** the appointment of Mr. Huang Zhen as a non-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 expiration of the term of office of the fifth session of the Board; **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. Huang Zhen.
2. **THAT** the appointment of Ms. Ye Lichun as a supervisor of the Company be and is hereby considered and approved, with effect from the date on which this resolution is passed until the expiration of the term of office of the fifth session of the supervisory committee of the Company; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Ms. Ye Lichun.
3. **THAT** the adoption of the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board be considered and approved.

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

## APPENDIX IV NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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

### SPECIAL RESOLUTION

4. **THAT** the amendments to 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, 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 government 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  
31 January 2022

*Notes:*

- (1) Details of the above resolutions are set out in the circular of the Company dated 31 January 2022. Unless the context otherwise requires, terms defined in the circular shall have the same meanings when used in this notice.
- (2) Buyers who submit the share transfer application forms to the Company’s share registrar before 4:30 p.m. on Monday, 21 February 2022 and then register as shareholders on the register of members of the Company are entitled to attend the EGM.
- (3) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf at the EGM. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the circular of the Company dated 31 January 2022.
- (4) 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 domestic share shareholders or to Computershare Hong Kong Investor Services Limited for H share shareholders not less than 24 hours before the designated time for holding of the EGM (i.e. on 24 February 2022, 10:00 a.m.). Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM if he so wishes.

## APPENDIX IV NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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

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

- (5) 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 the board or other decision making authority in order to attend the EGM.

- (6) Closure of the register of members:

The H share register of members of the Company will be closed from Tuesday, 22 February 2022 to Friday, 25 February 2022 (both days inclusive). 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 Monday, 21 February 2022. H share shareholders of the Company who are registered on the register of members held by Computershare Hong Kong Investor Services Limited on Friday, 25 February 2022 are entitled to attend the EGM.

- (7) All resolutions at the general meeting will be voted by poll.

- (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 follows:

Block No.1, Compound No.1, Fenghuangzui Street  
Fengtai District  
Beijing 100073  
PRC

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