

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 EXECUTIVE DIRECTOR
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, 10 February 2023, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, is set out on pages 5 to 6 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. 9 February 2023, 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.

17 January 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“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)
“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 10 February 2023, or any adjournment thereof
“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
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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Executive Directors

Liu Guiqing
Huang Xiaoqing
Zhang Xu

Non-executive Directors

Gao Tongqing
Huang Zhen

Independent Non-executive Directors

Siu Wai Keung, Francis
Lv Tingjie
Wang Qi
Wang Chung

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

17 January 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE EGM**

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 11 January 2023 in relation to, among other things, the proposed appointment of Mr. Yan Dong as an Executive Director of the Company. Separate ordinary resolution to approve his appointment will be proposed at the EGM for the Shareholders' consideration and approval. It is also proposed that a Director be authorized, on behalf of the Company, to enter into a director's service contract with Mr. Yan Dong, effecting from the date when the resolution in relation to his appointment is passed until the expiration of the term of office of the sixth session of the Board of the Company. It is also proposed that the Board be authorized to determine his remuneration.

The profile of the proposed Director is set out below:

Mr. Yan Dong, aged 50, is the President of our Company, responsible for our daily operations and management. Mr. Yan is also a Director of New Guomai Digital Culture Co., Ltd (formerly known as Besttone Holding Co., Ltd). Mr. Yan is a senior economist and graduated from Shandong University in 2002 with an MBA degree. Prior to his appointment as the President of our Company, Mr. Yan served as the Executive Vice President of the Company, and he has also held positions in the following subsidiaries of the Group, including a Director and the General Manager of Shanghai Communications Services Company Limited, the Chairman of China Comservice Software Tech. Co., Ltd. and a Director of China Comservice Smart Property Development Co., Ltd. In addition, Mr. Yan also served as the Deputy General Manager and Chief Financial Officer of China International Telecommunication Construction Corporation, a subsidiary of the Group, and the Deputy General Manager of the Sideline Industrial Management Department of China Telecommunications Corporation. Prior to joining the Company, Mr. Yan served as the General Manager of Shandong Luxin Property Investment and Development Co., Ltd. Mr. Yan has extensive experience in corporate operations, enterprise management, financial management and the operations of a listed company.

In relation to the proposed appointment of Mr. Yan as an Executive Director, the nomination committee of the Board and the Board have taken into account factors such as the Company's board diversity policy and the development of the Group. Since the listing of the Company, Mr. Yan has been with the Company and he has profound understanding on the Group's development and operating conditions. Following the approval of the appointment at the EGM, the sixth session of the Board of the Company will continue to consist of nine directors, including three Executive Directors. The Board believes that Mr. Yan will be able to promote the sustainable and healthy development of the Group with his extensive experience and knowledge.

Saved as disclosed in this circular, Mr. Yan has not held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; Mr. Yan does not have any relationship with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; Mr. Yan does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

The proposed appointment of Mr. Yan as an Executive Director will be subject to approval by the Shareholders at the EGM, and his term will become effective from the date when the resolution in relation to his appointment is passed until the expiration of the term of office of the sixth session of the Board of the Company. Upon the approval by the Shareholders at the EGM, the Board will determine the remuneration of Mr. Yan with reference to his duties, responsibilities, experience as well as current market situations.

Saved as disclosed in this circular, the Company considers that there is no other material information relating to Mr. Yan 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. EGM

A notice convening the EGM to be held at 10:00 a.m. on Friday, 10 February 2023, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, is set out on pages 5 to 6 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. 9 February 2023, 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 or any adjourned meeting should they so wish.

4. RECOMMENDATION

The Board considers that the resolution 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 resolution to be proposed at the EGM.

By Order of the Board
China Communications Services Corporation Limited
Liu Guiqing
Chairman

NOTICE OF THE EGM



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NOTICE OF 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, 10 February 2023, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

1. **THAT** the appointment of Mr. Yan Dong as an Executive Director of the Company be and is hereby considered and approved, with effect from the date on which this resolution is passed until the expiration of the term of office of the sixth session of the Board of the Company; **THAT** a director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Yan Dong, and **THAT** the Board be and is hereby authorized to determine his remuneration.

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

By Order of the Board

China Communications Services Corporation Limited

Chung Wai Cheung, Terence

Company Secretary

Beijing, PRC

17 January 2023

NOTICE OF THE EGM

Notes:

- (1) Details of the above resolution are set out in the circular of the Company dated 17 January 2023. 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, 6 February 2023 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 17 January 2023.
- (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. 9 February 2023, 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 or any adjourned meeting if he so wishes.

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

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

- (5) All resolutions at the general meeting will be voted by poll.
- (6) 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.
- (7) Closure of the register of members:

The H share register of members of the Company will be closed from Tuesday, 7 February 2023 to Friday, 10 February 2023 (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, 6 February 2023. H share shareholders of the Company who are registered on the register of members held by Computershare Hong Kong Investor Services Limited on Friday, 10 February 2023 are entitled to attend the EGM.

- (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: Mr. Chung Wai Cheung, Terence
Telephone: (8610) 5850 2290