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# China Telecom Corporation Limited

## 中国电信股份有限公司

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 728)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Telecom Corporation Limited (the “**Company**”) will be held at 10:00 a.m. on 16 October 2012 at 31 Jinrong Street, Xicheng District, Beijing, PRC for the purpose of considering and, if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. **THAT** the Acquisition Agreement (as defined and described in the circular of the Company dated 30 August 2012) and the transactions contemplated thereunder, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A”, be approved, confirmed and ratified and any Director of the Company be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of the Acquisition Agreement and the transactions contemplated thereunder with any changes as such Director may consider necessary, desirable or expedient.
2. **THAT** the continuing connected transactions contemplated under the Engineering Framework Agreement (as amended by its supplemental agreements), a copy of which has been initialled by the Chairman and for the purpose of identification marked “B”, together with the proposed Annual Cap be and are hereby generally and unconditionally approved and any Director of the Company is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.

3. **THAT** the continuing connected transactions contemplated under the Ancillary Telecommunications Services Framework Agreement (as amended by its supplemental agreements), a copy of which has been initialled by the Chairman and for the purpose of identification marked “C”, together with the proposed Annual Cap be and are hereby generally and unconditionally approved and any Director of the Company is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.
4. **THAT** the election of Mr. Chen Liangxian as a director of the Company be and is hereby considered and approved, and shall take effect from the date of this resolution until the annual general meeting of the Company for the year 2013 to be held in the year 2014; **THAT** any Director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Mr. Chen Liangxian; **THAT** the Board be and is hereby authorised to determine his remuneration.
5. **THAT** the election of Mr. Shao Chunbao as a supervisor of the Company be and is hereby considered and approved, and shall take effect from the date of this resolution until the annual general meeting of the Company for the year 2013 to be held in the year 2014; **THAT** any Director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor’s service contract with Mr. Shao Chunbao; **THAT** the Supervisory Committee be and is hereby authorised to determine his remuneration.
6. **THAT** the election of Mr. Hu Jing as a supervisor of the Company be and is hereby considered and approved, and shall take effect from the date of this resolution until the annual general meeting of the Company for the year 2013 to be held in the year 2014; **THAT** any Director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor’s service contract with Mr. Hu Jing; **THAT** the Supervisory Committee be and is hereby authorised to determine his remuneration.

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

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

## SPECIAL RESOLUTIONS

7. **THAT** the articles of association of the Company (the “**Articles of Association**”) be and are hereby amended as follows:

7.1 Remove “technology training” from the general businesses of the business scope of the Company set out in Article 13 of the Articles of Association.

7.2 Amend the composition of the supervisory committee of the Company as set out in Article 118 of the Articles of Association to “The supervisory committee shall comprise four (4) supervisors who represent the shareholders (hereinafter including those qualified as external supervisors and independent supervisors) and two (2) supervisors who shall represent the employees. Supervisors who represent the shareholders shall be elected or removed by the shareholders in general meetings, and the supervisors who represent employees shall be elected or removed by the employees democratically.”

7.3 Authorise any Director of the Company to undertake actions in his opinion as necessary or appropriate, so as to complete the approval and/or registration or filing of the aforementioned amendments to the Articles of Association.

By Order of the Board  
**China Telecom Corporation Limited**  
**Yung Shun Loy, Jacky**  
*Company Secretary*

Beijing, PRC  
30 August 2012

*Notes:*

- (1) Details of resolutions above are set out in the circular dated 30 August 2012 of the Company.
- (2) The brief information of the proposed director concerning the above resolution numbered 4 is set as follows:

Mr. Chen Liangxian, aged 49, is an economist and completed the post-graduate program in law from the Guangdong Academy of Social Sciences. He is currently the Chairman of Guangdong Rising Assets Management Co., Ltd. (one of the domestic shareholders of the Company). He served as the Chairman and General Manager of Guangdong Materials Group Corporation, the Office Deputy Director, Assistant to General Manager and Deputy General Manager of Guangdong Materials Management Corporation, Deputy Director General and Director General of Guangdong Huilai County Commercial Bureau, General Manager of Business Cooperative Corporation and Manager of Guangdong Province Huilai County Overseas Chinese Commodities Supply Company. Mr. Chen has 30 years of experience in enterprise management. He was awarded the Guangdong Province May 1st Labour Medal in 2007 and the National May 1st Labour Medal in 2012.

After the election of Mr. Chen Liangxian as a director of the Company having been approved at the shareholders' meeting, the Company will enter into a service contract with Mr. Chen Liangxian. The Board will determine the remuneration of Mr. Chen Liangxian with reference to his duty, responsibility, experience as well as the current market situation.

Save as disclosed in this notice of EGM, Mr. Chen Liangxian did not hold any directorship in any other listed companies nor take up any post in any affiliated companies of the Company in the past three years, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, Mr. Chen does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the proposed appointment of Mr. Chen that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any matters which need to be brought to the attention of the shareholders of the Company.

- (3) The brief information of the proposed supervisors concerning the above resolutions numbered 5 and 6 is set as follows:

Mr. Shao Chunbao, aged 54, is currently the head of the Discipline Inspection Division of China Telecommunications Corporation. Mr. Shao received a doctorate degree from the Huazhong University of Science and Technology. He served as Deputy Office Director and Deputy Director of the Scientific Research Division of the Shanxi Taiyuan Municipal Party School, Director level Secretary in the General Office of CPC Committee of Shanxi Province, Director level investigator of the Organisation Department of the Central Committee of CPC, Deputy Director General of the Departmental Affairs Management Division of the Central Committee of CPC, Deputy Secretary of the Municipal Party Committee of Jiujiang, Jiangxi Province, Deputy Secretary of the Discipline Commission and Director General of the Inspection Bureau of the State Owned Assets Supervision and Administration of the State Council. Mr. Shao has extensive government work experience and management experience.

Mr. Hu Jing, aged 37, is currently the Deputy Director in the audit department of the Company. Mr. Hu received a bachelor's degree in accounting from the Xi'an University of Finance and Economics in 1997 and a master's degree in business administration from the Northwest University in 2003. Mr. Hu served at various financial and auditing positions at Shaanxi Telecom Company Limited and China Telecommunications Corporation. He is a member of the Chinese Institute of Certified Public Accountants and senior accountant with 15 years of experience in finance and auditing.

After the election of Mr. Shao Chunbao and Mr. Hu Jing as supervisors of the Company having been approved at the shareholders' meeting, the Company will enter into service contracts with Mr. Shao Chunbao and Mr. Hu Jing. The Supervisory Committee will determine the remuneration of Mr. Shao Chunbao and Mr. Hu Jing with reference to their duty, responsibility, experience as well as the current market situation.

Save as disclosed in this notice of EGM, Mr. Shao Chunbao and Mr. Hu Jing did not hold any directorship in any other listed companies nor take up any post in any affiliated companies of the Company in the past three years, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, Mr. Shao Chunbao and Mr. Hu Jing do not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the proposed appointment of Mr. Shao Chunbao and Mr. Hu Jing that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any matters which need to be brought to the attention of the shareholders of the Company.

- (4) The H Share Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend the extraordinary general meeting, from 16 September 2012 to 16 October 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the extraordinary general meeting, all share transfers, accompanied by the relevant share certificates, must be lodged by H-Share Holders 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 Friday, 14 September 2012. H-Share Holders who are registered with Computershare Hong Kong Investor Services Limited on 16 October 2012 are entitled to attend the extraordinary general meeting.
- (5) Each shareholder entitled to attend and vote at the extraordinary general meeting may appoint one or more proxies to attend and vote on his behalf at the extraordinary general meeting. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should read through the circular dated 30 August 2012.
- (6) To be valid, the form of proxy together with the power of attorney or other authorisation document (if any) signed by the authorised person or notarially certified power of attorney must be delivered to the General Affairs Office of the Company for holders of domestic shares and to Computershare Hong Kong Investor Services Limited for holders of H shares not less than 24 hours before the designated time for the holding of the extraordinary general meeting. The General Affairs Office of the Company is located at 31 Jinrong Street, Xicheng District, Beijing 100033, PRC. (Telephone: (8610) 6642 8166). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the extraordinary general meeting if he so wishes.
- (7) Shareholders intending to attend the extraordinary general meeting shall return the attendance slip via hand delivery, mail or fax to the General Affairs Office of the Company (for holders of domestic shares) and to Computershare Hong Kong Investor Services Limited (for holders of H shares) on or before 25 September 2012.
- (8) Shareholders attending the extraordinary general meeting in person or by proxy shall present their proof of identity. If the attending shareholder is a corporation, its legal representative or person authorised by the board of directors or other decision making authority shall present a copy of the relevant resolution of the board of directors or other decision making authority in order to attend the extraordinary general meeting.
- (9) All resolutions proposed at the extraordinary general meeting will be voted by poll.
- (10) The extraordinary general meeting is expected to last for half a day and shareholders (in person or by proxy) attending the extraordinary general meeting shall be responsible for their own transport and accommodation expenses.

*As at the date of this announcement, the Board consists of Mr. Wang Xiaochu as the chairman and chief executive officer, Mr. Yang Jie as the president and chief operating officer, Madam Wu Andi as the executive vice president and chief financial officer, Mr. Zhang Jiping, Mr. Yang Xiaowei, Mr. Sun Kangmin and Mr. Ke Ruiwen as the executive vice presidents, and Mr. Wu Jichuan, Mr. Qin Xiao, Mr. Tse Hau Yin, Aloysius, Madam Cha May Lung, Laura and Mr. Xu Erming as the independent non-executive directors.*