

China Telecom Corporation Limited

Charter of Nomination Committee

(As amended by the Board of Directors on 21 August 2013)

Section 1 General Provisions

Article 1 Objective

Pursuant to the applicable laws, regulations, listing rules of the places of listing of China Telecom Corporation Limited (the "Company"), and of the PRC, and the Company's internal regulations, the Board of Directors of the Company (the "Board") sets up a nomination committee (the "Committee" unless otherwise indicated) and formulates this Charter accordingly.

Article 2 Status and Principle of the Committee

The Committee members are appointed by over 50% affirmative votes of the Board. The Committee shall report to the Board periodically.

The principle of the Committee is to take full responsibility to reasonably safeguard the best interests of the Company and fairly protect the overall interests of shareholders, especially the interests of minority shareholders pursuant to the applicable rules and regulations.

Article 3 Structure and Qualifications of the Committee

The Committee consists of three or more members. The Board may change such number when it deems necessary, provided that the minimum requirement by the applicable regulatory rules is met.

All the Committee members shall be independent non-executive Directors and:

- (1) shall have no material affiliations with the Company;
- (2) shall be in compliance with the relevant requirement of "independency" by the applicable regulatory rules.

Article 4 Term of the Committee

The term of the Committee shall be the same as that of the Board. The appointment may be renewed upon expiry of the term.

The qualification as a Committee member will be automatically withdrawn in the event that Committee member ceases to be an independent non-executive Director and the Board shall fill the vacancy pursuant to the applicable rules.

In the event that any Committee member tenders his resignation, or his removal has been agreed by more than half of the Board's votes, or ceases to be an independent non-executive Director, the Board may terminate his term of office before the expiry date.

Any change in the members of the Committee with simultaneous change in Directors shall follow the procedure to obtain the shareholders' approval in the general meetings pursuant to the procedures of change of Directors as stipulated in the Articles of Association and an announcement in accordance with the applicable regulatory rules shall be published accordingly.

Article 5 Resignation of the Committee Members

Should any Committee member resign before the term expires, such member shall submit his written resignation to the Board through the Secretary of the Board three months in advance, in which detailed explanations for the resignation shall be stated.

In the event that any resignation may lead to disqualification of the Committee (the members may be less than three), such resignation shall not take effect until the newly appointed has taken up the positions.

Should any Committee member lose his or her position in the Committee due to his or her resignation from the position of an Independent Non-executive Director, the regular resignation procedure for the Committee members is not necessary. Upon his or her resignation from the position of an independent non-executive Director pursuant to the resignation procedure for the independent non-executive Directors, his or her position of a Committee member shall be automatically removed. In the event that such resignation may lead to a disqualified number of the Committee members (being less than the minimum number required by the laws or this Charter), such resignation shall follow the procedure set forth in the second paragraph of this section.

Section 2 Operation and Procedures of the Committee

Article 6 Committee Meetings

The Committee shall hold a meeting at least once a year.

A Committee meeting may not be held unless more than half of the members attended the meeting. It may also be held via telephone conference or other telecommunications means.

Article 7 Written Proposals

The Committee may replace convening physical meeting with written resolution, and to approve resolutions by written resolution in lieu of physical meeting. When the meeting materials are delivered to all members and the members signify their consent by signing the written resolution where a quorum to approve the resolution has been met, the written resolution shall become effective.

Article 8 Calling and Presiding of Conference

The Committee member may convene a committee meeting or the Secretary of the Board can assist to convene the meetings and may also authorize the Office of the Board to coordinate the relevant arrangements for such meetings.

The notice for a Committee meeting should be delivered to each member at least fourteen days prior to the meeting. The related agenda and meeting materials for the meeting should be delivered to each member three days prior to such meeting.

Article 9 Resolutions

Any resolution of a Committee meeting shall require two-thirds or more of the affirmative votes, with each member having one vote.

The voting of the Committee meeting may be taken by show of hands or by poll. The voting of the special meeting can be taken by telecommunications means.

Any resolution of a Committee meeting shall be in written form and signed by attending members.

Article 10 Minutes

Minutes for a Committee meeting shall be kept and shall be complete and true.

The Office of the Board shall be in charge of the minutes of the Committee meetings. The drafts of the minutes shall be available to all members within a reasonable period of time after the meeting so that the members can review the drafts and finalize the minutes. The Secretary of the Board shall retain the original copies of the minutes.

Article 11 Non-voting Attendance

When it deems necessary, the Committee may invite the Company's Management and other Directors to attend the meetings where the attendees has no voting rights.

Article 12 Ancillary Organ of the Committee

The Office of the Board shall coordinate and support the routine operation of the Committee.

Section 3 Duties and Obligations of the Committee

Article 13 Primary Duties of the Committee

The Committee's primary duties include:

- (1) review the structure, size, composition and diversity (including but not limited to gender, age, educational background or professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (2) identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (3) assess the independence of independent non-executive directors;
- (4) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and chief executive officer; and
- (5) review the Board Diversity Policy as appropriate to ensure its effectiveness and if necessary, recommend any revision suggestions to the Board for consideration and approval.

To perform the duties, the Committee may request from the Company's management any necessary documents, materials or their explanations on any issues the Committee is concerned about.

Article 14 Duties of the Committee Members

Each of the Committee members shall diligently and efficiently perform his or her duties and exercise his or her rights, in accordance with the applicable regulatory provisions and this Charter, including but not limited to:

- (1) be conscientious, reasonably safeguard the best interests of the Company;
- (2) attend a Committee meeting in person, or delegate other members for attendance thereof by written power of attorney, which shall state the scope of authorization;

- (3) carefully review any document and topics submitted to the members.

Section 4 Compensation and Budget of the Committee

Article 15 Compensation of the Committee

The compensation of the Committee, in the form of cash, shares or options, shall be determined and approved by the Board. The Committee members shall not directly or indirectly receive from the Company any consulting fees, advising fees or any other compensation, except for:

- (1) compensation received as a Director (including any compensation and other benefits paid to all Directors);
- (2) compensation for a position in any committee under the Board; or
- (3) pension or other deferred compensation for the service that a Director has provided (provided that such compensation is not contingent upon any other service that a Director has to provide in any way in the future).

Article 16 Budget of the Committee

The Company shall provide sufficient resources so that the Committee can fulfill its duties. The Committee shall have its necessary budget and other resources for the performance of its duties, including:

- (1) total expenses relating the appointment of any external advisors by the Committee or any independent professional advice, which shall be borne by the Company;
- (2) all necessary and appropriate administrative expenses for the Committee to perform its duties, which shall be borne by the Company.

Section 5 Miscellaneous

Article 17 Validity and Interpretation

This Charter shall take effect upon the approval by a Board resolution and the Board shall be responsible for any explanation thereof. Any issues not covered hereunder shall follow the applicable regulatory provisions and the Articles of Association.

Article 18 Amendment and Termination

Any amendment or termination of this Charter is subject to the Board's resolution.

This Charter is written in Chinese. If there is any discrepancy between the Chinese version and any other translated versions, the Chinese version shall prevail.