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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)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The board of directors (the “Board”) of China Telecom Corporation Limited (the “Company”) announces that, pursuant to the requirements of regulatory authorities and the actual operational needs of the Company, the Board proposes to amend the relevant provisions of the articles of association of the Company (the “Articles of Association”) regarding the scope of business to reflect the amendments to the contents of the operation permit for value-added telecommunications businesses.

Meanwhile, the Board announces that pursuant to the “Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函〔2019〕97號))” to amend the requirements with respect to notice period, shareholders’ proposal rights and convening procedures for general meetings applicable to joint stock companies incorporated in the People’s Republic of China and listed overseas, the Board proposes to amend the relevant provisions of the Articles of Association regarding the procedures convening general meetings accordingly.

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

Article provisions before amendments

Article 14

The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.

...

Value-added telecommunications businesses include:

Article provisions after amendments

Article 14

The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.

...

Value-added telecommunications businesses include:

Engage in domestic fixed data transmission business, Customer Premises Network (CPN) business, network hosting business, domestic Internet virtual private network business, Internet access services business, online data processing and transaction processing business, storage and forwarding business, domestic call centre business, information services business and wireless data transmission business in Beijing, Shanghai, Jiangsu, Zhejiang, Anhui, Fujian, Jiangxi, Hubei, Hunan, Guangdong, Guangxi, Hainan, Chongqing, Sichuan, Guizhou, Yunnan, Shaanxi, Gansu, Qinghai, Ningxia and Xinjiang; **engage in information services business (limited to mobile information services) in Tianjin, Hebei, Shanxi, Inner Mongolia, Liaoning, Jilin, Heilongjiang, Shandong, Henan and Tibet,** engage in domestic Very Small Aperture Terminal communications business, Internet data centre business and content distribution network business in the People's Republic of China.

...

Article 45

No change may be made to the register of shareholders as a result of a transfer of shares within **thirty (30)** days prior to the date of a shareholders' general meeting or within five (5) days before the record date for the Company's distribution of dividends.

Engage in domestic fixed data transmission business, Customer Premises Network (CPN) business, network hosting business, domestic Internet virtual private network business, Internet access services business, online data processing and transaction processing business, storage and forwarding business, domestic call centre business, information services business (**excluding mobile information services and Internet information services**) and wireless data transmission business in Beijing, Shanghai, Jiangsu, Zhejiang, Anhui, Fujian, Jiangxi, Hubei, Hunan, Guangdong, Guangxi, Hainan, Chongqing, Sichuan, Guizhou, Yunnan, Shaanxi, Gansu, Qinghai, Ningxia and Xinjiang; engage in domestic Very Small Aperture Terminal communications business, Internet data centre business, content distribution network business, **information services business (limited to mobile information services) in the People's Republic of China; engage in information services business (limited to Internet information services)**.

...

Article 45

No change may be made to the register of shareholders as a result of a transfer of shares within **twenty (20)** days prior to the date of a shareholders' general meeting or within five (5) days before the record date for the Company's distribution of dividends. **However, in the event that there is any other relevant provision applicable to the registration of changes of the Company's register of shareholders as promulgated and stipulated by the PRC laws, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, such provision shall prevail.**

Article 57

The shareholders' general meeting shall have the following functions and powers:

...

(13) to consider motions raised by shareholders who represent 5% or more of the total number of voting shares of the Company;

...

Article 60

When the Company convenes a shareholders' general meeting, written notice of the meeting shall be given **forty-five (45) days before the date of the meeting (inclusive of the day on which the meeting is held)** to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. **A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting.**

Article 61

When the Company convenes a shareholders' **annual general meeting**, shareholder(s) holding 5% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such annual general meeting if they are matters falling within the functions and powers of shareholders in general meetings.

Article 62

The Company shall, based on the written replies that it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amounts to more than one-half of the Company's total voting shares, the Company may hold the meeting; if not,

Article 57

The shareholders' general meeting shall have the following functions and powers:

...

(13) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;

...

Article 60

When the Company convenes a shareholders' general meeting, written notice of the meeting shall be given **at least twenty (20) clear business days before the date of the meeting in the case of an annual general meeting, or at least ten (10) clear business days or fifteen (15) days, whichever is longer, in the case of an extraordinary general meeting** to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting.

Article 61

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

Article 62

A shareholders' general meeting shall not decide on any matter not stated in the notice for the **shareholders' general** meeting.

then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the meeting after publication of such announcement.

A shareholders' **extraordinary** general meeting shall not decide on any matter not stated in the notice for the meeting.

Article 64

Notice of shareholders' general meetings shall be served on each shareholder (regardless of whether such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic Shares, notice of the meetings may also be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council **within the interval of forty-five (45) days to fifty (50) days before the date of the meeting**; after the publication of such announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

Article 92

Written notice of a class meeting shall be despatched to all shareholders who are registered as holders of that class in the register of shareholders forty-five (45) days (inclusive of the day of the class meeting) before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply to the Company twenty (20) days before the date of the class meeting.

Article 64

Notice of shareholders' general meetings shall be served on each shareholder (regardless of whether such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic Shares, notice of the meetings may also be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council; after the publication of such announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

Article 92

In the event that the Company convenes a class meeting, the notice period for despatching written notice of such class meeting shall be the same as the notice period convening a non-class meeting as scheduled together with such class meeting. The written notice containing the matters to be considered at the meeting, the date and the place of the meeting shall be given to that class of shareholders whose names appear on the shareholders' register.

If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.

In the event of any discrepancy between the Chinese version and the English version of the Articles of Association, the Chinese version shall prevail as the Articles of Association are written in Chinese and its English version is an unofficial translation and for reference only.

The above proposed amendments to the Articles of Association are subject to the consideration and approval of the Company's shareholders by way of a special resolution at the Company's 2019 annual general meeting to be convened. A circular containing, among other things, details of the proposed amendments to the Articles of Association together with the notice of the 2019 annual general meeting will be despatched to the Company's shareholders in due course. The amended Articles of Association shall become effective on the date upon the relevant special resolution being approved at the Company's 2019 annual general meeting to be convened.

By Order of the Board
China Telecom Corporation Limited
Wong Yuk Har
Company Secretary

Beijing, China, 24 March 2020

As at the date of this announcement, the Board of Directors of the Company consists of Mr. Ke Ruiwen (as the chairman and chief executive officer); Mr. Chen Zhongyue, Mr. Liu Guiqing, Madam Zhu Min (as the chief financial officer) and Mr. Wang Guoquan (all as the executive vice presidents); Mr. Chen Shengguang (as the non-executive director); Mr. Tse Hau Yin, Aloysius, Mr. Xu Erming, Madam Wang Hsuehming and Mr. Yeung Chi Wai, Jason (all as the independent non-executive directors).