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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Telecom Corporation Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice dated 3 November 2017 convening the Extraordinary General Meeting of China Telecom Corporation Limited to be held at 31 Jinrong Street, Xicheng District, Beijing, PRC on 19 December 2017 at 10:00 a.m. is set out on pages 10 to 11 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event by not later than 24 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

3 November 2017

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DEFINITIONS

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

“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
“Company”	China Telecom Corporation Limited (中國電信股份有限公司), a joint stock limited company, listed on the Main Board of the Stock Exchange, incorporated in the PRC with limited liability on 10 September 2002 and whose principal business includes basic telecommunications businesses such as the provision of fixed telecommunications services and mobile telecommunications services, and value-added telecommunications businesses such as Internet connection services business and information service business
“Company Law”	Company Law of the People’s Republic of China
“Directors”	the directors of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened on 19 December 2017, the notice of which is set out in this circular, or any adjournment thereof
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China (excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region, and Taiwan)
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Yang Jie
Ke Ruiwen
Sun Kangmin
Gao Tongqing
Chen Zhongyue

Non-executive Director:

Chen Shengguang

Independent Non-executive Directors:

Tse Hau Yin, Aloysius
Cha May Lung, Laura
Xu Erming
Wang Hsuehming

Registered office:

31 Jinrong Street
Xicheng District
Beijing 100033, PRC

Place of business in Hong Kong:

38th Floor
Everbright Centre
108 Gloucester Road
Wanchai, Hong Kong

3 November 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM and to set out the notice of EGM.

At the EGM, a special resolution will be proposed to approve the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposes amendments to the Articles of Association as follows:

- (I) Revise Article 3 of the Articles of Association in relation to the postal code, telephone number and facsimile number of the Company.

- (II) In order to further enhance corporate governance and satisfy business expansion needs of the Company, and taking into account the circumstances of the Company, the Company proposes to amend the Articles of Association as follows:
 - (i) Addition of new Article 9 to the existing Articles of Association: In accordance with the Company Law and the Constitution of the Communist Party of China (the “Party”), the Company shall set up Party organisations. The Party organisations shall perform the core leadership and political functions. The Company shall set up Party working organs, which shall be equipped with sufficient staff to handle Party affairs and provided with sufficient funds to operate the Party organisations.

 - (ii) Addition of new Article 98 to the existing Articles of Association: Prior to making decisions on material issues of the Company, the board of directors shall seek advice from the Party organisations. When the board of directors appoints senior management personnel of the Company, the Party organisations shall consider and provide comments on the candidates for management positions nominated by the board of directors or the general manager, or recommend candidates to the board of directors and/or the general manager.

Original Article 9 and subsequent existing article provisions of the Articles of Association will be renumbered accordingly.

- (III) Following the advancement of scientific technology and transformation of compliance requirements, printed seal has been gradually adopted by the listed companies when issuing share certificates, in place of the current practice of affixing the company seal manually (i.e. affixing the seal manually after printing share certificates), so as to enhance the security and efficiency when issuing share certificates and to reduce the chance of human error. Accordingly, the Company proposes to amend the existing Article 39 of the Articles of Association in relation to the provision of the seal.

- (IV) The Company Law has cancelled the requirements of publishing an announcement in a newspaper at least three (3) times in the event of reducing its registered capital, merger, division and establishment of liquidation committee of the Company. In accordance with the Company Law, the Company is only required to publish an announcement in a newspaper once when the aforesaid situation happens. Therefore, the Company correspondingly amends the provisions of “publish an announcement at least three (3) times” contained in the existing Article 28, Article 170, Article 171 and Article 176 of the Articles of Association.

LETTER FROM THE BOARD

- (V) Amend the provisions of the existing Article 157 of the Articles of Association to the effects that where cash dividends and other amounts are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average median rate for the relevant foreign currency announced by the People's Bank of China during the calendar week prior to the declaration of payment of dividend and other amounts.

For details of the proposed amendments to the Articles of Association, please refer to Appendix I of this circular.

Recommendation

The Board considers that the proposed amendments to the Articles of Association are in the interests of the Company and its Shareholders as a whole, and recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

3. EGM

A notice convening the EGM is set out on pages 10 to 11 of this circular. The relevant form of proxy and attendance slip are enclosed. Shareholders who intend to attend the EGM are required to return the attendance slip to the Company on or before 28 November 2017.

Whether or not Shareholders are able to attend the EGM, they are requested to complete and return the enclosed form of proxy to the General Affairs Office of the Company for holders of domestic shares of the Company and to Computershare Hong Kong Investor Services Limited for holders of H Shares, as soon as practicable and in any event by not later than 24 hours before the time designated for holding the EGM. The General Affairs Office of the Company is located at 31 Jinrong Street, Xicheng District, Beijing 100033, PRC. 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 the form of proxy will not preclude Shareholders from attending and voting in person at the EGM should they so wish.

By Order of the Board
China Telecom Corporation Limited
Yang Jie
Chairman and Chief Executive Officer

The proposed amendments to the Articles of Association are detailed as follows:

Article No.	Article provisions before amendment	Article provisions after amendment
Article 3	The Company's address: 31 Jinrong Street Xicheng District Beijing China Postal code: 100032 Telephone number: 6642-8166 Facsimile number: 6641-5280	The Company's address: 31 Jinrong Street Xicheng District Beijing China Postal code: 100032 100033 Telephone number: 6642-8166 5850-1800 Facsimile number: 6641-5280 6601-0728
Article 9 (Addition)		<u>In accordance with the Company Law and the Constitution of the Communist Party of China (the "Party"), the Company shall set up Party organisations. The Party organisations shall perform the core leadership and political functions. The Company shall set up Party working organs, which shall be equipped with sufficient staff to handle Party affairs and provided with sufficient funds to operate the Party organisations.</u>

Article No.	Article provisions before amendment	Article provisions after amendment
Article 29 (Existing Article 28)	<p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution for reduction of capital and shall publish an announcement in a newspaper at least three (3) times within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within ninety (90) days of the date of the first public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company’s registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p>	<p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution for reduction of capital and shall publish an announcement in a newspaper at least three (3) times within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within ninety (90) days of the date of the first public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company’s registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p>

Article No.	Article provisions before amendment	Article provisions after amendment
Article 40 (Existing Article 39)	Share certificates of the Company shall be signed by the Chairman of the Company’s board of directors. Where the stock exchange(s) on which the Company’s shares are listed require other senior officer(s) of the Company to sign on the share certificates, the share certificates shall also be signed by such senior officer(s). The share certificates shall take effect after being imprinted with the seal of the Company (including the securities seal of the Company). The share certificate shall be imprinted with the seal of the Company or the securities seal of the Company under the authorization of the board of directors. The signatures of the Chairman of the board of directors or other senior officer(s) of the Company may be printed in mechanical form.	Share certificates of the Company shall be signed by the Chairman of the Company’s board of directors. Where the stock exchange(s) on which the Company’s shares are listed require other senior officer(s) of the Company to sign on the share certificates, the share certificates shall also be signed by such senior officer(s). The share certificates shall take effect after being imprinted affixed with the seal of the Company (including the securities seal of the Company) <u>or having the seal printed thereon.</u> The share certificate shall be imprinted with the seal of the Company or the securities seal of the Company under the authorization of the board of directors. The signatures of the Chairman of the board of directors or other senior officer(s) of the Company may be printed in mechanical form.
Article 98 (Addition)		<u>Prior to making decisions on material issues of the Company, the board of directors shall seek advice from the Party organisations. When the board of directors appoints senior management personnel of the Company, the Party organisations shall consider and provide comments on the candidates for management positions nominated by the board of directors or the general manager, or recommend candidates to the board of directors and/or the general manager.</u>

Article No.	Article provisions before amendment	Article provisions after amendment
Article 159 (Existing Article 157)	Unless otherwise provided for in relevant laws and administrative regulations, where cash dividends and other amounts are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average offer rate for the relevant foreign currency announced by the People’s Bank of China during the calendar week prior to the declaration of payment of dividend and other amounts.	Unless otherwise provided for in relevant laws and administrative regulations, where cash dividends and other amounts are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average offer median rate for the relevant foreign currency announced by the People’s Bank of China during the calendar week prior to the declaration of payment of dividend and other amounts.
Article 172 (Existing Article 170)	<p>The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution approving the merger and shall publish a public notice in a newspaper at least three (3) times within thirty (30) days of the date of the Company’s resolution approving the merger.</p> <p>Upon the merger, receivables and indebtedness of each of the merger parties shall be assumed by the company which survives the merger or the newly established company.</p>	<p>The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution approving the merger and shall publish a public notice in a newspaper at least three(3) times within thirty (30) days of the date of the Company’s resolution approving the merger.</p> <p>Upon the merger, receivables and indebtedness of each of the merger parties shall be assumed by the company which survives the merger or the newly established company.</p>

Article No.	Article provisions before amendment	Article provisions after amendment
Article 173 (Existing Article 171)	<p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution approving the division and shall publish a public announcement in a newspaper at least three (3) times within thirty (30) days of the date of the Company's resolution approving the division.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.</p>	<p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution approving the division and shall publish a public announcement in a newspaper at least three (3) times within thirty (30) days of the date of the Company's resolution approving the division.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.</p>
Article 178 (Existing Article 176)	The liquidation committee shall, within ten (10) days of its establishment, send notices to the Company's creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper at least three (3) times.	The liquidation committee shall, within ten (10) days of its establishment, send notices to the Company's creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper at least three (3) times .

Remarks: Pursuant to the proposed amendments to the Articles of Association, two new article provisions are added. Subsequent existing article provisions, including article numbers quoted in the relevant article provisions, will be adjusted and renumbered accordingly.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 the extraordinary general meeting of China Telecom Corporation Limited (the "Company") will be held at 10:00 a.m. on 19 December 2017 at 31 Jinrong Street, Xicheng District, Beijing, PRC for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. **THAT** the amendments to the Articles of Association of the Company be considered and approved; **THAT** any Director of the Company be and is hereby authorised to undertake actions in his opinion as necessary or appropriate, so as to complete the approval and/or registration or filing of the amendments to the Articles of Association.

By Order of the Board
China Telecom Corporation Limited
Ke Ruiwen Wong Yuk Har
Joint Company Secretaries

Beijing, China, 3 November 2017

Notes:

- (1) Details of the resolution stated above are set out in the circular dated 3 November 2017 of the Company. In relation to the special resolution stated above, the Chinese version of the relevant proposed resolution shall prevail over its English version as the Articles of Association of the Company are written in Chinese and its English version is an unofficial translation for reference only.
- (2) 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 18 November 2017 to 19 December 2017 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the extraordinary general meeting, all share transfers, 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, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 17 November 2017. Holders of H Shares who are registered with Computershare Hong Kong Investor Services Limited on 19 December 2017 are entitled to attend the extraordinary general meeting.
- (3) 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 3 November 2017.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (4) 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 the 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) 5850 1508). 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.
- (5) 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 the Computershare Hong Kong Investor Services Limited (for holders of H Shares) on or before 28 November 2017.
- (6) 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.
- (7) The resolution proposed at the extraordinary general meeting will be voted by poll.
- (8) 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.
- (9) The English translation of this Notice is for reference only, and in case of any inconsistency, the Chinese version shall prevail.

As at the date of this announcement, the Board of Directors of the Company consists of Mr. Yang Jie (as the chairman and chief executive officer), Mr. Ke Ruiwen, Mr. Sun Kangmin, Mr. Gao Tongqing and Mr. Chen Zhongyue (all as the executive vice presidents); Mr. Chen Shengguang (as the non-executive director); Mr. Tse Hau Yin, Aloysius, Madam Cha May Lung, Laura, Mr. Xu Erming and Madam Wang Hsuehming (all as the independent non-executive directors).