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**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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This circular is solely for the purpose of providing shareholders with certain information in connection with an extraordinary general meeting of the Company and is not an offer to sell or a solicitation of an offer to buy any securities.

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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 ELECTION OF DIRECTOR AND SUPERVISORS,  
PROPOSED PURCHASE OF LIABILITIES INSURANCE FOR  
THE COMPANY, DIRECTORS, SUPERVISORS AND  
SENIOR MANAGEMENT AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice dated 1 March 2022 convening the Extraordinary General Meeting of China Telecom Corporation Limited to be held at Excemon Beijing Nanyueyuan Hotel, No. 86 South 3rd Ring Road West, Fengtai District, Beijing, PRC on 22 March 2022 at 10:00 a.m. is set out on pages 7 to 9 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.

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## CONTENTS

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	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of Extraordinary General Meeting</b> .....	7

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## DEFINITIONS

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

“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 incorporated in the PRC with limited liability on 10 September 2002, with its H Shares listed on the Stock Exchange and its A Shares listed on the Shanghai Stock Exchange and whose principal business is the provision of fundamental telecommunications businesses including comprehensive wireline telecommunications services, mobile telecommunications services, value-added services such as Internet access services, information services and other related services
“Directors”	the directors of the Company
“EGM” or “Extraordinary General Meeting”	the first extraordinary general meeting of the Company in 2022 to be convened on 22 March 2022, 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)
“Shanghai Stock Exchange”	Shanghai Stock Exchange
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ke Ruiwen  
Li Zhengmao  
Shao Guanglu  
Liu Guiqing

*Registered office:*

31 Jinrong Street  
Xicheng District  
Beijing 100033, PRC

*Non-Executive Director:*

Chen Shengguang

*Principal place of business in Hong Kong:*

28th Floor  
Everbright Centre  
108 Gloucester Road  
Wanchai, Hong Kong

*Independent Non-executive Directors:*

Tse Hau Yin, Aloysius  
Xu Erming  
Wang Hsuehming  
Yeung Chi Wai, Jason

1 March 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTOR AND SUPERVISORS,  
PROPOSED PURCHASE OF LIABILITIES INSURANCE FOR  
THE COMPANY, DIRECTORS, SUPERVISORS AND  
SENIOR MANAGEMENT AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

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

At the EGM, ordinary resolutions will be proposed to approve the proposed election of Director and Supervisors and proposed purchase of liabilities insurance for the Company, Directors, Supervisors and senior management.

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## LETTER FROM THE BOARD

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### 2. PROPOSED ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 29 November 2021 in relation to the appointment of Executive Vice President and proposed appointment of Director. The Board has proposed to appoint Mr. Tang Ke (“Mr. Tang”) as an Executive Director of the Company and an ordinary resolution will be proposed to the Shareholders at the EGM for their consideration and approval.

The biographical details of the proposed Director are set out below:

**Mr. Tang Ke**, age 47, currently serves as an Executive Vice President of the Company and a Vice President of China Telecommunications Corporation. Mr. Tang is a senior accountant and received an executive master of business administration degree. Mr. Tang previously served as the General Manager of the Finance Department of both China Telecommunications Corporation and the Company, and as the General Manager of China Telecom Anhui branch and Guangdong branch. Mr. Tang has extensive experience in finance, management and the telecommunications industry.

Save as disclosed above, Mr. Tang did not hold any directorship in any other listed companies in the past three years nor does he currently take up any other position in any group companies of the Company, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. As at the date of this Circular, Mr. Tang does not have any interests in shares of 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 election of Mr. Tang that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters which need to be brought to the attention of the Shareholders.

Upon the appointment of Mr. Tang as a director of the Company having been approved at the EGM, the Company will enter into a service contract with Mr. Tang (with effect from the date of passing the relevant resolution until the annual general meeting of the Company for the year 2022 to be held in year 2023). The Board, after obtaining the authorisation at the EGM, will determine the remuneration of Mr. Tang with reference to his duties, responsibilities, experience as well as the current market conditions.

#### **Recommendation**

The Board considers that the proposed election of Director is 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.

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## LETTER FROM THE BOARD

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### 3. PROPOSED ELECTION OF SUPERVISORS

Reference is made to the announcement of the Company dated 17 December 2021 in relation to the resignation and proposed appointment of Supervisors. The Supervisory Committee has proposed to elect Madam Han Fang (“Madam Han”) and Madam Wang Yibing (“Madam Wang”) as Shareholder Representative Supervisors of the Supervisory Committee. The above proposal for the election of the Shareholder Representative Supervisors will be put forward to the Shareholders at the EGM by way of ordinary resolution for their consideration and approval.

The biographical details of the proposed Supervisors are set out below:

**Madam Han Fang**, age 48, currently serves as the Managing Director of audit department of both China Telecommunications Corporation and the Company and a Supervisor of China Tower Corporation Limited which is listed on the Main Board of the Stock Exchange. Madam Han graduated from the Beijing University of Posts and Telecommunications with a bachelor’s degree in engineering management and received a master’s degree in business administration at the BI Norwegian School of Management. Madam Han served as a Supervisor of the Company, the Chief Financial Officer of China Telecom Global Limited, the Deputy Managing Director of audit department of both China Telecommunications Corporation and the Company and the Chairperson of the Supervisory Committee of China Communications Services Corporation Limited which is listed on the Main Board of the Stock Exchange. Madam Han is an international internal auditor, a qualified accountant in PRC and a senior accountant. She has extensive experience in operation management and financial management in the telecommunications industry.

**Madam Wang Yibing**, age 55, currently serves as the Deputy General Manager of Zhejiang Provincial Financial Development Co., Ltd. (one of the Shareholders of the Company) and a Supervisor of Zhejiang Provincial Financial Holdings Co., Ltd. Madam Wang is a senior accountant and graduated from the accounting program of Zhejiang Institute of Finance and Economics with a bachelor’s degree in economics. Madam Wang served as the Vice General Manager of Zhejiang Province Xingcai Real Estate Development Company, the General Manager of financial management department and investment management department of Zhejiang Provincial Financial Holdings Co., Ltd., a Director of China Zheshang Bank Co., Ltd. which is listed on the Stock Exchange and the Shanghai Stock Exchange, Caitong Securities Co., Ltd which is listed on the Shanghai Stock Exchange, Yongan Futures Co., Ltd., Wuchan Zhongda Group Co., Ltd. which is listed on the Shanghai Stock Exchange and Zhejiang China Commodities City Group Co., Ltd. which is listed on the Shanghai Stock Exchange, etc.. Madam Wang has extensive experience in operation management of state-owned enterprises.

Save as disclosed above, Madam Han and Madam Wang did not hold any directorship in any other listed companies in the past three years nor do they currently take up any other position in any group companies of the Company, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. As at the date of this Circular, neither Madam Han nor Madam Wang have any interests in shares of 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 election of Madam Han and Madam Wang that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters which need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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After the election of Madam Han and Madam Wang as Shareholder Representative Supervisors of the Company having been approved at the EGM, the Company will enter into service contracts with Madam Han and Madam Wang, respectively (with effect from the date of passing the relevant resolutions until the annual general meeting of the Company for the year 2022 to be held in year 2023). The Supervisory Committee, after obtaining the authorisation at the EGM, will determine the remuneration of Madam Han and Madam Wang with reference to their duties, responsibilities, experience as well as the current market conditions.

### **Recommendation**

The Board considers that the proposed election of Supervisors is in the interests of the Company and its Shareholders as a whole, and recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

#### **4. PROPOSED PURCHASE OF LIABILITIES INSURANCE FOR THE COMPANY, ITS DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

The Board has proposed to purchase liabilities insurance for the Company, its Directors, Supervisors, senior management and employees with a coverage of no more than USD50 million (for the insurance in relation to American Depositary Shares) and RMB0.15 billion (for the insurance in relation to A Shares and H Shares), for an insurance period of three to six years (for the insurance in relation to American Depositary Shares) and one year (for the insurance in relation to A Shares and H Shares), subject to renewal or reinsurance thereafter.

It is proposed at the EGM to authorise the purchase of liabilities insurance as described above, and the management of the Company and relevant persons to deal with matters relating to the purchase of liabilities insurance (including but not limited to determining insured persons, insurance company, insurance amount, insurance premium and other insurance terms; selecting and engaging insurance brokers or other intermediaries; signing relevant legal documents and dealing with other matters relating to the purchase of liabilities insurance; dealing with matters relating to renewal or reinsurance upon or prior to the expiry of the liabilities insurance contract) within the scope set out above without the need of convening a Board meeting again to approve the authorisation matters.

An ordinary resolution in relation to the purchase of liabilities insurance for the Company and its Directors, Supervisors and senior management will be proposed to the Shareholders at the EGM for their consideration and approval.

### **Recommendation**

The Board considers that the proposed purchase of liabilities insurance for the Company, Directors, Supervisors and senior management is 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.

#### **5. EGM**

A notice convening the EGM is set out on pages 7 to 9 of this circular. The relevant form of proxy is also attached.

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## LETTER FROM THE BOARD

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Whether or not Shareholders are able to attend the EGM, they are requested to complete and return the enclosed form of proxy to Computershare Hong Kong Investor Services Limited, the Company's H share registrar, 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 or any adjournment thereof. 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**  
**Ke Ruiwen**  
*Chairman and Chief Executive Officer*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 the extraordinary general meeting of China Telecom Corporation Limited (the "Company") will be held at 10:00 a.m. on 22 March 2022 at Excemon Beijing Nanyueyuan Hotel, No. 86 South 3rd Ring Road West, Fengtai District, Beijing, PRC for the purpose of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTIONS

1. **THAT** the election of Mr. Tang Ke as a Director of the Company be and is hereby considered and approved, and shall take effect from the date of passing this resolution until the annual general meeting of the Company for the year 2022 to be held in year 2023; **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. Tang Ke; and **THAT** the Board be and is hereby authorised to determine his remuneration.
2. **THAT** the purchase of liabilities insurance for the Company and its Directors, Supervisors and senior management be considered and approved.

### ORDINARY RESOLUTIONS (CUMULATIVE VOTING)

3. To consider and approve the resolutions in relation to the election of Shareholder Representative Supervisors:
  - 3.01. **THAT** the election of Madam Han Fang as a Shareholder Representative Supervisor of the Company be and is hereby considered and approved, and shall take effect from the date of passing this resolution until the annual general meeting of the Company for the year 2022 to be held in year 2023; **THAT** any Director of the Company be and is hereby authorised to sign on behalf of the Company the Supervisor's service contract with Madam Han Fang; and **THAT** the Supervisory Committee be and is hereby authorised to determine her remuneration.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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3.02. **THAT** the election of Madam Wang Yibing as a Shareholder Representative Supervisor of the Company be and is hereby considered and approved, and shall take effect from the date of passing this resolution until the annual general meeting of the Company for the year 2022 to be held in year 2023; **THAT** any Director of the Company be and is hereby authorised to sign on behalf of the Company the Supervisor's service contract with Madam Wang Yibing; and **THAT** the Supervisory Committee be and is hereby authorised to determine her remuneration.

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

Beijing, PRC, 1 March 2022

*Notes:*

1. Details of the resolutions stated above are set out in the circular dated 1 March 2022 of the Company (the "Circular").
2. The H Share Register of Members of the Company will be closed, for the purpose of determining H Shareholders' entitlement to attend the EGM, from Wednesday, 16 March 2022 to Tuesday, 22 March 2022 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited, the Company's H share registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 15 March 2022. Holders of H Shares who are registered with Computershare Hong Kong Investor Services Limited on Tuesday, 22 March 2022 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/her behalf at the EGM. A proxy need not be a Shareholder. Each Shareholder who wishes to appoint one or more proxies should read through the Circular.
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 Computershare Hong Kong Investor Services Limited, the Company's H share registrar (for holders of H Shares) not less than 24 hours before the designated time for the holding of the EGM or any adjournment thereof. 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 EGM if he/she so wishes.
5. Shareholders attending the EGM 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 EGM.
6. All resolutions proposed at the EGM will be voted by poll.
7. Cumulative voting system shall be adopted for resolutions numbered 3.01 and 3.02. The "cumulative voting system" means that each share held by Shareholders shall carry voting rights equal to the number of Supervisors to be elected, and the Shareholders may exercise such voting rights collectively or disperse the votes among several candidates.
8. Shareholders (in person or by proxy) attending the EGM shall be responsible for their own transport and accommodation expenses.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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9. In light of the continuing risks posed by the COVID-19 epidemic, the Company recommends Shareholders appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions in lieu of attending the EGM in person.
10. 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 notice, the Board of Directors of the Company consists of Mr. Ke Ruiwen (as the Chairman and Chief Executive Officer); Mr. Li Zhengmao (as the President and Chief Operating Officer); Mr. Shao Guanglu; Mr. Liu Guiqing (as the Executive Vice President); 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).*