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# 中国通信服务CHINACOMSERVICE

## 中國通信服務股份有限公司

### CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

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

(Stock Code: 552)

# Resignation of Chairman Proposed Appointment of Director And

### **Proposed Amendments to Articles of Association**

The Board hereby announces that Mr. Sun Kangmin will resign as the Chairman and an Executive Director by reason of age, and the Board also proposes that Mr. Zhang Zhiyong be appointed by the Shareholders as an Executive Director. The resignation of Mr. Sun Kangmin will become effective from the upcoming EGM to approve the appointment of Mr. Zhang Zhiyong as an Executive Director.

Meanwhile, the Board proposes that the proposed amendments to the Articles of Association be approved by the Shareholders.

A notice of the EGM, regarding the proposed appointment of Mr. Zhang Zhiyong as an Executive Director and the proposed amendments to the Articles of Association, will be dispatched to the Shareholders in due course.

#### Resignation of Chairman and Proposed Appointment of Director

The board of directors (the "Board") of China Communications Services Corporation Limited (the "Company") announces that Mr. Sun Kangmin will resign as the Chairman and an executive director of the Company (the "Executive Director") by reason of age, and the Board also proposes that Mr. Zhang Zhiyong be appointed by the shareholders of the Company (the "Shareholders") as an Executive Director. The resignation of Mr. Sun Kangmin will become effective from the upcoming extraordinary

general meeting ("EGM") to approve the appointment of Mr. Zhang Zhiyong as an Executive Director. Mr. Sun Kangmin has confirmed that he has no disagreement with the Board and there is no other information in relation to his resignation that should be brought to the attention of the Shareholders. The Board would like to express its highest praise and sincere gratitude to Mr. Sun Kangmin for his excellent contribution to the Company during his tenure.

The proposed appointment of Mr. Zhang Zhiyong as an Executive Director will be subject to the approval of the Shareholders at the EGM.

Mr. Zhang Zhiyong, age 52, is the Vice President of China Telecommunications Corporation. Mr. Zhang is a senior engineer and received a bachelor degree in Radio Engineering from the Changchun Institute of Posts and Telecommunications in 1986, a master degree in Control Engineering from the Yanshan University in 2002 and a master of management degree from the BI Norwegian School of Management in 2005. Mr. Zhang previously worked as the General Manager of Beijing branch of China Telecom Corporation Limited, the General Manager of Xinjiang branch of China Telecom Corporation Limited, the Managing Director of the Sideline Industrial Management Department of China Telecommunications Corporation, and also the President and an Executive Director of our Company. Mr. Zhang has over 30 years of operational and management experience in the telecommunications industry in China.

Except for those stated in the above, Mr. Zhang did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, or taken up a post in any affiliated companies of the Company in the past three years. In addition, Mr. Zhang does not have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Mr. Zhang does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Zhang will be appointed subject to approval by the shareholders at the EGM, and his term will be effective from the date when the resolution in relation to his appointment is passed until the annual general meeting of the Company for the year 2017 to be held in 2018. Mr. Zhang will not receive any salary or director's fee from the Company during his term as an executive director of the Company.

Except for those stated in the above, the Company considers that there is no other information relating to Mr. Zhang to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any matter which needs to be brought to the attention of the shareholders of the Company.

### **Proposed Amendments to the Articles of Association**

Pursuant to the Company Law of the People's Republic of China and in accordance with the Company's operation and management situation, the Board proposes to amend the legal representative from the Chairman of the Company to the general manager of the Company in the articles of association of the Company (the "Articles of Association"). In addition, due to the change of company names of our domestic shareholders, the Company need to make the corresponding amendments to the relevant contents in the Articles of Association. The details of the proposed amendments are as below:

- 1. Article 1.4 of the Articles of Association shall be amended and restated as follows:
  - "The legal representative of the Company is the general manager of the Company."
- 2. Article 3.6 of the Articles of Association shall be amended and restated as follows:

"The Company issued 2,210,252,040 Overseas-Listed Foreign-Invested Shares (H Shares) after its incorporation. Pursuant to the Provisional Measures on the Administration of the Reduction of the State-Owned Shares for Raising Social Security Funds, the number of Overseas-Listed Foreign-Invested Shares (H Shares) converted from a reduction by holders of State-owned shares of their shareholdings of the State-owned shares amounted to 181,168,200 shares. The total Overseas-Listed Foreign-Invested Shares of the Company (H Shares) shall be 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company.

The Company's shareholding structure is as follows: the Company has 6,926,018,400 ordinary shares in issue, among which, China Telecommunications Corporation, the promoter of the Company, holds 3,559,362,496 shares, representing 51.39% of the total issued ordinary shares of the Company; each of the holders of the rest of the Domestic-Invested Shares of the Company: China Mobile Communications Group Co., Ltd., China United Network Communications Group Company Limited and China National Postal and Telecommunications Appliances Co., Ltd., holds 608,256,000 shares, 236,300,000 shares and 130,679,664 shares respectively, representing 8.78%, 3.41% and 1.89% of the total issued ordinary shares of the Company; the holders of the Overseas-Listed Foreign-Invested Shares of the Company (H Shares) hold a total of 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company."

A notice of the EGM, regarding the proposed appointment of Mr. Zhang Zhiyong as an Executive Director and the proposed amendments to the Articles of Association, will be dispatched to the Shareholders in due course.

By Order of the Board
China Communications Services Corporation Limited
Chung Wai Cheung, Terence

Company Secretary

Beijing, PRC, 29 January 2018

As of the date of this announcement, our executive directors are Mr. Sun Kangmin, Mr. Si Furong and Ms. Hou Rui, our non-executive directors are Mr. Li Zhengmao and Mr. Shao Guanglu, and our independent non-executive directors are Mr. Zhao Chunjun, Mr. Siu Wai Keung, Francis, Mr. Lv Tingjie, Mr. Wu Taishi and Mr. Liu Linfei.