



中国通信服务
CHINA COMSERVICE

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: 0552)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Communications Services Corporation Limited (the “Company”) for the year 2007 will be held at 10:00 am on 13 June 2008 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC, to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. **THAT** the consolidated financial statements of the Company, the report of the Directors, the report of the Supervisory Committee and the report of the international auditor for the year ended 31 December 2007 be considered and approved, and the Board of Directors of the Company (the “Board”) be authorized to prepare the budget of the Company for the year 2008;
2. **THAT** the profit distribution proposal and the declaration and payment of dividend for the year ended 31 December 2007 be considered and approved;
3. **THAT** the reappointment of KPMG and KPMG Huazhen as the international auditor and domestic auditor of the Company, respectively for the year ended 31 December 2008 be considered and approved, and the Board be authorized to fix the remuneration of the auditors;

and to consider and approve other businesses (if any).

And as special businesses, to consider and, if thought fit, pass the following special resolutions:

SPECIAL RESOLUTIONS

4. **THAT** the Charter for the Supervisory Committee of the Company be considered and approved;
5. **THAT** the articles of association of the Company (the “Articles of Association”) be amended as follows:
 - (1) Article 1.4 of the Articles of Association shall be deleted in its entirety and be restated as follows:

“The legal representative of the Company is the Chairman of the board of directors.”

- (2) Article 8.25 of the Articles of Association shall be deleted in its entirety and be restated as follows:

“Shareholders’ general meeting shall be convened and chaired by the Chairman of the board of directors. If the Chairman of the board is unable to attend the meeting for any reason, the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present at the meeting shall choose one person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the greatest number of voting shares carrying the voting right at the meeting shall be the chairman of the meeting.”

- (3) Article 10.1 of the Articles of Association shall be deleted in its entirety and be restated as follows:

“The Company shall have a board of directors, which is accountable and reports to the shareholders’ general meeting. The board of directors shall consist of eleven directors, including one Chairman and five independent (non-executive) directors.

The Company may have a position of Honorary Chairman, which should be taken up by a reputable person in the industry. Honorary Chairman is not a member of the board of directors and does not have any power or right to vote on any matters considered by the board of directors.”

- (4) Item (9) of Article 10.3 of the Articles of Association shall be deleted in its entirety and be restated as follows:

“to appoint or remove the general manager and the chief financial officer of the Company, to appoint or remove the deputy general managers and the finance director of the Company based on the recommendations of the general manager, and to decide on their remuneration;”

- (5) Article 13.1 of the Articles of Association shall be deleted in its entirety and be restated as follows:

“The Company shall have a general manager (i.e, a president), and a chief financial officer, who shall be appointed or dismissed by the board of directors.”

- (6) Any one of the Directors of the Company be hereby authorized to take all such actions he deems necessary or appropriate to complete approval and/or registration or filing of the aforesaid amendments to the Articles of Association.

6. **THAT:**

- (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company (“Shares”) and to make or grant offers, agreements and options which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of additional domestic Shares or overseas-listed foreign invested shares (“H Shares”) (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company shall not exceed 20% of each of the Company’s existing domestic Shares and H Shares (as the case may be) in issue at the date of passing this special resolution; and
- (d) for the purpose of this special resolution 6:

“Relevant Period” means the period from the passing of special resolution 6 until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12 months period following the passing of these special resolutions; and
- (iii) the revocation or variation of the authority given to the Board under these special resolutions by a special resolution of the Company’s shareholders by way of a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board to holders of Shares on the register of members on a fixed record date in proportion of their then holdings of such Shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirement of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

7. **THAT** the Board be authorized to increase the registered capital of the Company to reflect the issue of shares in the Company authorized under special resolution 6, and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the register capital of the Company and to take any other action and complete any formalities required to effect such increase of the registered capital of the Company.

By Order of the Board
Chung Wai Cheung, Terence
Company Secretary

Beijing, PRC
25 April 2008

Notes:

- (1) In relation to resolution 4, the details of the Charter for Supervisory Committee of China Communications Services Corporation Limited are set out in the Company's 2007 Annual Report (Appendix of the Notice of the Annual General Meeting section). As the Charter only exists in Chinese, the Chinese text of the proposed resolution shall prevail over the English text.
- (2) With regard to resolution 5 above, as the corporate governance structure of the Company was changed, Article 1.4, Article 8.25, Article 10.1, Item (9) of Article 10.3 and Article 13.1 of the Articles of Association have to be restated accordingly. According to the Articles of Association and the relevant rules and regulations, the proposed amendments are subject to the approval of the shareholders by way of special resolutions at the shareholders' general meeting. As the Articles of Association only exist in Chinese, the Chinese text of the proposed resolution shall prevail over the English text.
- (3) Buyers who submit the share transfer application forms to the Company's share registrar before 4:30 pm on 13 May 2008 (Tuesday) and then register as shareholders on the register of members of the Company are entitled to attend the annual general meeting.
- (4) Each shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend and vote on his behalf at the annual general meeting. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2007, which is expected to be despatched to shareholders around 25 April 2008 (Friday).
- (5) To be valid, the form of proxy together with the power of attorney or other authorisation document (if any) signed by the authorized person or notarially certified power of attorney must be delivered to the Office of the Board of the Company for holders of domestic shares and to 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 annual general meeting. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the annual general meeting if he so wishes.

The address of the share registrar for the Company's H shares is as follows:
Computershare Hong Kong Investor Services Limited
1806-1807, 18/F., Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong.

- (6) A proxy of a shareholder may vote by hand or vote on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.

- (7) The registration procedure for attending the annual general meeting:
- (a) shareholders attending the annual general meeting in person or by proxy shall present their identity certification. If the attending shareholder is a corporation, its legal representative or person authorized by the board or other decision making authority shall present a copy of the relevant resolution of the board or other decision making authority in order to attend the annual general meeting.
 - (b) shareholders intending to attend the annual general meeting shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before 23 May 2008 (Friday).
- (8) Closure of the register of members:
- The register of members of the Company will be closed from 14 May 2008 (Wednesday) to 13 June 2008 (Friday) (both days inclusive).
- (9) The annual general meeting is expected to last for half a day and shareholders (in person or by proxy) attending the annual general meeting shall be responsible for their own transport and accommodation expenses.
- (10) The address of the Office of the Board is as follows:
- No. 19, Chaoyangmen Beidajie
Dongcheng District
Beijing, 100010
PRC
- Contact person: Chung Wai Cheung, Terence
Telephone: (8610) 5850 2290
Facsimile: (8610) 5850 1534
- (11) As at the date of this notice, our Chairman and executive director is Mr. Li Ping, our President and executive director is Mr. Zhang Zhiyong, our Executive Vice President, Chief Financial Officer and executive director is Mr. Yuan Jianxing, our non-executive directors are Mr. Liu Aili and Mr. Zhang Junan, and our independent non-executive directors are Mr. Wang Jun, Mr. Chan Mo Po, Paul, Mr. Zhao Chunjun, Mr. Wu Shangzhi and Mr. Hao Weimin.