
NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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: 552)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Communications Services Corporation Limited (the “Company”) will be held at 10:00 a.m. on Tuesday, 10 August 2010 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC, to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTION

1. **THAT** Mr. Zheng Qibao’s appointment as an Executive Director of the Company be considered and approved and shall take effect from the date of this resolution until the annual general meeting of the Company for the year 2011 to be held in 2012; and that any one of the directors of the Company be authorized to sign on behalf of the Company a service contract with Mr. Zheng Qibao, and the board of directors be authorized to determine his remuneration.

And as special business, to consider and, if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

2. **THAT** the articles of association of the Company (the “Articles of Association”) be amended as follows:

Section 2, Article 3.6 of the Articles of Association shall be amended and restated to read as follows, effective upon the completion of the share transfer from China Telecommunications Corporation to China National Postal and Telecommunications Appliances Corporation:

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“The Company’s shareholding structure is as follows: the Company has 5,771,682,000 ordinary shares in issue, among which, China Telecommunications Corporation, the promoter of the Company, holds 2,926,752,080 shares, representing 50.71% of the total issued ordinary shares of the Company; each of the holders of the rest of the domestic shares of the Company, China Mobile Communications Corporation, China United Network Communications Group Company Limited and China National Postal and Telecommunications Appliances Corporation, holds 506,880,000 shares, 236,300,000 shares and 108,899,720 shares respectively, representing 8.78%, 4.09% and 1.89% of the total issued ordinary shares of the Company; and the holders of the overseas listed foreign invested shares of the Company (namely, H shares of the Company) hold a total of 1,992,850,200 shares, representing 34.53% of the total issued ordinary shares of the Company.”

THAT the directors of the Company be and are hereby authorized to take all actions which in their opinion are necessary or desirable to complete the procedures for the approval and/or registration or filing of the aforesaid amendments to the Articles of Association.

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

Beijing, PRC, 24 June 2010

Notes:

(1) Profiles of the proposed director

Mr. Zheng Qibao, age 52, is the Managing Director of the Sideline Industrial Management Department of China Telecommunications Corporation. Mr. Zheng graduated from Shanghai Second Polytechnic University in 1986 and received a bachelor degree in mechanical engineering, received an EMBA degree from China Europe International Business School in 1998, and a doctoral degree in Political Economics from Fudan University in 2003. Mr. Zheng previously served as Managing Director of Shanghai Telecom Corporation Limited and Dean of China Telecom Corporation Limited Shanghai Research Institute, Executive Vice Dean of China Telecom Corporation Limited Beijing Research Institute and the Managing Director of the Corporate Strategy Department of China Telecommunications Corporation. Prior to that, Mr. Zheng served as Deputy General Engineer of Shanghai Posts and Telecommunications Bureau, Dean of Shanghai Telecom Technology Research Institute and General Manager of Shanghai Telecom Long Distance Communication Division. Mr. Zheng has 32 years of operational and managerial experience in the telecommunications industry in China.

After the appointment of Mr. Zheng Qibao as Executive Director of the Company is approved, the Company will enter into a service contract with Mr. Zheng for a term commencing on the date of the ordinary resolution approving his appointment until the annual general meeting of the Company for the year 2011 to be held in 2012. The Board will determine the remuneration of Mr. Zheng with reference to his duties, responsibilities, experience as well as the current market situations.

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Save as disclosed in this notice, Mr. Zheng Qibao did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Company in the past three years, or does not have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, Mr. Zheng Qibao does not have any equity interest in 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 appointment of Mr. Zheng Qibao that shall 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 matters which need to be brought to the attention of the shareholders of the Company.

(2) Proposed amendments to the Articles of Association

The Company was recently advised by the our controlling shareholder, China Telecommunications Corporation, that it will transfer 108,899,720 domestic shares, accounting for 1.89% of the total issued ordinary shares of the Company, to China National Postal and Telecommunications Appliances Corporation (中國郵電器材集團公司). The completion of such transfer will be conditional on, among other things, the approval by relevant state-owned assets supervision authorities of the PRC. Such transfer will result in changes in shareholding structure of the Company and the above amendments to Section 2 of Article 3.6 of the Articles of Association are therefore proposed to reflect such changes.

According to the Articles of Association and the relevant laws and regulations, the proposed amendments are subject to the approval of the shareholders by way of a special resolution at the extraordinary general meeting.

Shareholders of the Company should be aware that the English text of the Articles of Association (and/or the proposed amendments thereof) as stated in this notice is an approximate translation of the Chinese version of the Articles of Association and is provided for reference only. The Chinese version of the Articles of Association shall prevail in the case there is discrepancies in the translation and/or inconsistencies between the two versions.

(3) Closure of the register of members:

The register of members of the Company will be closed from 11 July 2010 (Sunday) to 10 August 2010 (Tuesday) (both days inclusive).

- (4)** Buyers who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on Friday, 9 July 2010 and then register as shareholders on the register of members of the Company are entitled to attend the extraordinary general meeting.
- (5)** 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.
- (6)** To be valid, the form of proxy together with the power of attorney or other authorization 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 or 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. 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.

The address of the share registrar for the Company's H shares is as follows:
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

- (7)** All resolutions at the extraordinary general meeting will be voted by poll.

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- (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 registration procedure for attending the extraordinary general meeting:
- (a) shareholders attending the extraordinary 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 extraordinary general meeting.
 - (b) shareholders intending to attend the extraordinary 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 Tuesday, 20 July 2010.
- (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

As at the date of this notice, our executive directors are Mr. Li Ping (Chairman) and Mr. Yuan Jianxing (Executive Vice President and Chief Financial Officer), 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.