



中国通信服务
CHINA COMSERVICE

CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

中國通信服務股份有限公司

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

(Stock Code: 552)

Proxy form for H Shareholders Class Meeting to be held on 28 June 2011

Number of shares to which this proxy form relates ¹	
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I/We,² of _____,
being registered shareholder(s) in the share capital of China Communications Services Corporation Limited (the "Company"),
hereby appoint³ _____
of _____

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the H shareholders class meeting of the Company to be held at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, the PRC immediately after the EGM on 28 June 2011 and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "√" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/ her own discretion. Capitalized terms shall have the same meaning ascribed to them in the circular of the Company dated 12 May 2011 (the "Circular").

	Special Resolutions	For⁴	Against⁴
	To consider and approve, subject to the fulfilment of the conditions in respect of the Rights Issue as set out in the Circular, the proposed Rights Issue of Domestic Shares and H Shares, on the following terms ⁵ :		
1.	Class and par value of the Shares to be issued will be the Domestic Shares and the H Shares of RMB1.00 each ⁵ ;		
2.	Proportion and number of the Shares to be issued will be up to two (2) Shares for every ten (10) existing Shares in issue as at the record date for the Rights Issue to be determined by the Board ⁵ ;		
3.	Subscription price for the Rights Issue shall be determined by the Board in consultation with the underwriters based on a discount to market trading prices having regard to the prevailing market conditions at the time, including but not limited to, the trading prices of the H Shares on the secondary markets. Under applicable PRC laws and regulations, the Domestic Rights Shares and H Rights Shares shall be issued at not less than RMB2.53, being the latest audited net asset value per Share as stated in the audited consolidated financial statements of the Company as at 31 December 2010 prepared under PRC GAAP (on the basis of the total number of Shares in issue as at 31 December 2010). The subscription prices for the Domestic Rights Issue and the H Share Rights Issue shall be the same based on applicable exchange rate ⁵ ;		
4.	Target subscriber will be all the existing Shareholders (but excluding the Excluded Shareholders) whose names appear on the registers of members of the Company on the Record Date ⁵ ;		
5.	Qualified H Shareholders may apply, by way of excess application, for any unsold entitlements of the Excluded Shareholders and for any H Rights Shares provisionally allotted to the Qualified H Shareholders but not accepted. Qualified Domestic Shareholders may apply for any Domestic Rights Shares provisionally allotted to the Qualified Domestic Shareholders but not accepted ⁵ ;		

	Special Resolutions	For ⁴	Against ⁴
6.	All the proceeds raised from the Rights Issue, after deduction of all the relevant expenses, shall be mainly used for the following purposes. The Company will use internal funds and debt financing channel to satisfy insufficient portion of funding requirements: (i) up to RMB2 billion to be used in the Group's overseas expansion as well as the continuing development of non-telecommunications operator businesses in our domestic markets, including the initial deployment of capital and ongoing financial resources required for our projects, such as the purchase of equipment; (ii) up to RMB1.5 billion for potential acquisition of strategic assets and joint venture opportunities; and (iii) up to RMB1.5 billion for the Group's operations center and investment in research and development and related infrastructure ⁵ ;		
7.	The Board shall be authorized to deal with all the matters in relation to the Rights Issue including without limitation (a) to deal with the relevant regulatory departments, organizations, stock exchanges etc. within and outside the PRC in relation to the Rights Issue in respect of examination, registration, filing, approval and consent procedures; (b) to formulate and implement the final proposal of the Rights Issue, including but not limited to, the timetable of the issue, proportion and number of the Rights Shares, the subscription price for the Rights Shares, size of the fund raising, the subscription procedures and such other matters relating to this Rights Issue; to make corresponding adjustments to the proposal of the Rights Issue having regard to the actual situation, market conditions, policy adjustments and opinions of the regulatory authorities; to determine the timetable of the Rights Issue according to the approvals by the CSRC, the SASAC and the Hong Kong Stock Exchange and the market conditions; (c) to execute, amend, supplement, submit and implement all the agreements, contracts and other documents relating to the Rights Issue, including but not limited to underwriting agreements, announcements and circulars in relation to the Rights Issue; (d) upon completion of this Rights Issue, to complete the formalities regarding the listing of the H Rights Shares on the Hong Kong Stock Exchange; (e) upon completion of this Rights Issue, to amend the relevant provisions of the articles of association of the Company in accordance with the actual condition, and to complete registration at the administrative authority for industry and commerce and other relevant matters and (f) subject to the relevant laws and regulations, to complete other matters which it deems necessary, appropriate or proper for the Rights Issue. The Board shall also be authorized to, subject to relevant laws and regulations, delegate such powers to any two of the three Directors, namely Mr. Li Ping, Mr. Zheng Qibao and Ms. Hou Rui, to jointly deal with all the matters in relation to the Rights Issue ⁵ ; and		
8.	The above special resolutions shall be valid for 12 months from the date of the approval by the Shareholders ⁵ .		

Dated: _____

Signature⁶: _____

Notes:

- 1 If no number is inserted, this form of proxy will be deemed to be related to all the shares of the company registered in your names.
- 2 Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 3 Please insert the name and address of the proxy. If no name is inserted, the Chairman of the H Shareholders Class Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 5 Since Special Resolutions is made up by 8 independent resolutions, please follow the instructions as stated in note 4 above to vote in respect of resolutions 1 to 8 respectively instead of voting on Special Resolutions itself.
- 6 This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- 7 To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not less than 24 hours before the time appointed for the holding of the H Shareholders Class Meeting or any adjournment of it (as the case may be).
- 8 In the case of joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- 9 **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (THE "FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE H SHAREHOLDERS CLASS MEETING DATED 1 APRIL 2011 SHOULD NOTE THAT THE FIRST PROXY FORM WILL BE TREATED AS AN INVALID FORM AND WILL BE DISCARDED ACCORDINGLY.**