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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)

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 28 JUNE 2011**

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Communications Services Corporation Limited (the “Company”) will be held at 10 a.m. on 28 June 2011 (the “EGM”) at No. 19 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People’s Republic of China to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those in the circular of the Company regarding the EGM dated 12 May 2011 (the “Circular”).

As Special Resolutions:

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:

1. Class and par value of the Shares to be issued will be the Domestic Shares and the H Shares of RMB1.00 each;
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;
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;

4. Target subscribers 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. 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;
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;
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; and

8. The above special resolutions shall be valid for 12 months from the date of the approval by the Shareholders.

As an Ordinary Resolution:

To consider and approve, subject to the completion of the Rights Issue:

9. The proposal that existing Shareholders and new Shareholders alike shall be entitled to share in the undistributed profits of the Company accrued before the completion of the Rights Issue based on their respective shareholding after the completion of the Rights Issue.

By order of the Board
**China Communications Services
Corporation Limited**
Li Ping
Chairman

Beijing, the PRC

12 May 2011

Notes:

1. Shareholders who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on Friday, 27 May 2011 and then register as shareholders on the register of members of the Company are entitled to attend the EGM.
2. 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 first review the Circular.

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 Computershare Hong Kong Investor Services Limited for holders of H shares not less than 24 hours before the designated time for holding the EGM. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM if he so wishes.

The address of the H share registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

A shareholder who has already lodged the proxy form (the "First Proxy Form") which was sent together with the Notice of The Extraordinary General Meeting dated 1 April 2011 should note that the First Proxy Form will be treated as an INVALID form and will be DISCARDED accordingly.

3. The registration procedure for attending the EGM:
 - (a) shareholders attending the EGM in person or by proxy shall present their identity certification. If the attending shareholder is a corporation, its legal representative or person authorized by its board or other decision making authority shall present a copy of the relevant resolution of its board or other decision making authority in order to attend the EGM.
 - (b) shareholders intending to attend the EGM shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before Tuesday, 7 June 2011.
4. Closure of the register of members:

The register of members of the Company will be closed from Sunday, 29 May 2011 to Tuesday, 28 June 2011 (both days inclusive).
5. The EGM is expected to last for half a day and shareholders (in person or by proxy) attending the EGM shall be responsible for their own transport and accommodation expenses.
6. The address of the Office of the Board of the Company 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
7. All proposed resolutions in this notice shall be voted by poll.
8. As at the date of this notice, our executive directors are Mr. Li Ping (Chairman), Mr. Zheng Qibao (President), Mr. Yuan Jianxing (Executive Vice President) and Ms. Hou Rui (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.