

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Communications Services Corporation Limited, you should at once hand this circular and the accompanying forms of proxies to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

#### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the circular of China Communications Services Corporation Limited (the “**Company**”) dated 19 April 2012 and the notice of the annual general meeting of the Company for the year 2011 (the “**AGM**”) dated 19 April 2012 (the “**Notice**”), which set out the venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM, which will be held as originally scheduled at 2:00 p.m. on 28 June 2012 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC, will consider and, if thought fit, pass the following resolution, which was submitted to the AGM by China Telecommunications Corporation

(being a shareholder holding approximately 51.39% of the shares of the Company) in compliance with the laws and the articles of association the Company (the “Articles”), in addition to the resolutions set out in the Notice:

### **Special Resolution**

8. **That** the amendments to the Articles be considered and approved.

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

Beijing, PRC  
13 June 2012

*Notes:*

- (1) On 5 June 2012, China Telecommunications Corporation (being a shareholder holding approximately 51.39% of the shares of the Company) submitted the “Proposal on the amendments to the Articles of Association of China Communications Services Corporation Limited” to the AGM for consideration. Pursuant to relevant provisions of the laws, regulations and the Articles, the board of directors of the Company presented the aforementioned proposal submitted by China Telecommunications Corporation to the AGM for consideration. A special resolution will be proposed at the AGM to approve the aforementioned resolution.

Details of the amendments are set out below:

- (a) As requested by the competent PRC regulatory authority, Article 2.2 of the Articles shall be amended and restated to read as

“The Company’s scope of business are: research and develop telecommunications technology, provide technological service, technological consultation; manufacture and sales of telecommunications equipments; provide system integration of IT applications; invest in enterprises; provide investment consultation; manage trust assets; engage in advertising; provide repair and maintenance of telecommunications equipments; lease properties; manage properties.

The Company’s scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.”

- (b) The shareholding structure of the Company has changed after the completion of the rights issue on 10 February 2012. Accordingly, Article 3.5 of the Articles shall be amended and restated to read as

“By the approval of the vetting authority authorized by the State Council, the Company may issue a total of 6,926,018,400 ordinary shares, of which 3,960,000,000 were issued to the promoter of the Company at the time when the Company was established, representing 57.18% of the total issued ordinary share of the Company.”

- (c) The shareholding structure of the Company has changed after the completion of the rights issue on 10 February 2012. Accordingly, Article 3.6 of the Articles shall be amended and restated to read as

“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 share 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 Corporation, China United Network Communications Group Company Limited and China National Postal and Telecommunications Appliances Corporation, 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.”

- (d) The registered capital of the Company has changed after the completion of the rights issue on 10 February 2012. Accordingly, Article 3.9 of the Articles shall be amended and restated to read as

“The registered capital of the Company is RMB6,926,018,400 and the paid-up capital of the Company is RMB6,926,018,400.”

- (2) A supplemental form of proxy in respect of the special resolution numbered 8 mentioned above (the “**Supplemental Form of Proxy**”) is enclosed with the supplemental notice of the AGM of the Company dated 13 June 2012. The Supplemental Form of Proxy will not affect the validity of any form of proxy duly completed by you in respect of the resolutions set out in the Notice. If you have validly appointed a proxy to attend and act for you at the AGM but do not complete and deliver the Supplemental Form of Proxy, your proxy will be entitled to vote at his discretion on the special resolution numbered 8 mentioned above.
- (3) Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of the proxies can be designated to vote at the AGM. If the proxy being appointed to attend the AGM under the Supplemental Form of Proxy is different from the proxy appointed under the original form of proxy and both proxies attended the AGM, the proxy validly appointed under the original form of proxy shall be designated to vote at the AGM.
- (4) Please refer to the Notice for details in respect of other resolutions to be passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members, and other relevant matters in relation to the AGM.

*As at the date of this circular, 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.*