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**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 (the “EGM”) of China Communications Services Corporation Limited (the “Company”) will be held at 10:00 a.m. on Monday, 19 January 2015, at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC, to consider and, if thought fit, pass the following businesses:

### **ORDINARY RESOLUTION**

1. **THAT** Mr. Sun Kangmin’s appointment as an Executive Director of the Company be considered and approved, with his term of office effective from the date on which this resolution is passed until the annual general meeting of the Company for the year 2014 to be held in 2015; and that any one of the directors of the Company be authorized, on behalf of the Company, to enter into a service contract with Mr. Sun Kangmin.

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

### **SPECIAL RESOLUTION**

2. **THAT** the following amendments to the articles of association of the Company (the “Articles of Association”) be considered and approved, and such amendments shall take effect upon obtaining the approval, endorsement or registration as may be necessary from the relevant government authorities of the PRC; and the board of directors of the Company (the “Board”), or the director or company secretary as assigned by the Board (the “Authorized Person”) be authorized to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters

arising from the amendments to the Articles of Association, and the Board or Authorized Person be authorized to amend the Articles of Association as appropriate so as to fulfill the possible requirements of the relevant authorities of the PRC in relation to approval, endorsement and/or registration.

2.1 Article 2.2 of the Articles of Association shall be amended and restated as follows:

“The Company’s scope of business are: research and development of telecommunications technology, provision of technological service, technological consultation; manufacture and sales of telecommunications equipment; provision of system integration of IT applications; investment in enterprises; provision of investment consultation; management of trust assets; engagement in advertising; repair and maintenance of telecommunications equipment; properties lease; properties management; design and construction of property infrastructure; design and construction of municipal utilities; municipal utilities management; planning administration; installation of wires and equipment; pipeline construction; city safety surveillance system project; smart building project; electricity, pipelines and equipment installation; project management, survey, design and supervision services; specialized project design; transportation agent for international and domestic cargo; loading and unloading services; warehousing services; sales of communications equipment, computer hardware and software; energy performance contracting.

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.”

2.2 Article 10.1 of the Articles of Association shall be amended and 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 nine to eleven directors and should appoint one Chairman, among which four to five are independent (non-executive) directors.

The Company may have a position of Honorary Chairman when necessary, 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.”

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

Beijing, PRC, 1 December 2014

*Notes:*

(1) Profile of the proposed director

Mr. Sun Kangmin, age 56, is an Executive Director and Executive Vice President of China Telecom Corporation Limited. Mr. Sun is a senior engineer. He holds a bachelor degree. Mr. Sun served as Deputy Director General and Chief Engineer of Chengdu Telecommunications Bureau, Deputy Director General of Sichuan Posts and Telecommunications Administration, Head of the Information Industry Department of Sichuan Province, Director General of Communication Administration Bureau of Sichuan Province, Chairman and General Manager of Sichuan Telecom Company Limited. He is also a Vice President of China Telecommunications Corporation. Mr. Sun has 30 years of operational and managerial experience in the telecommunications industry in China.

Save as disclosed in this notice, Mr. Sun Kangmin did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Furthermore, save as disclosed in this notice, Mr. Sun Kangmin does not have any relationship with any other director, senior management or substantial or controlling shareholder of the Company. Mr. Sun Kangmin does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

The term of office of Mr. Sun Kangmin will be effective from the date on which the resolution in relation to his appointment is passed at the EGM until the annual general meeting of the Company for the year 2014 to be held in 2015. Mr. Sun Kangmin will not receive any salary or director's fee from the Company during his term as an Executive Director.

Save as disclosed in this notice, there is no other information relating to Mr. Sun Kangmin that needs to 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 matter which needs to be brought to the attention of the Shareholders.

(2) Proposed amendments to Articles of Association

In order to reflect the current Board composition and the Company's development needs, the Company proposes to amend the relevant articles of the Articles of Association.

Pursuant to the Articles of Association and the relevant laws and regulations, the proposed amendments shall be considered and approved by shareholders at the EGM by way of special resolution.

Shareholders should be aware that the English version of the Articles of Association (and/or the proposed amendments thereto) 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 20 December 2014 (Saturday) to 19 January 2015 (Monday) (both days inclusive).

Buyers who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on 19 December 2014, Friday and then register as shareholders on the register of members of the Company are entitled to attend the EGM.

(4) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf at the EGM. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review this notice, which is expected to be despatched to shareholders on or around 1 December 2014.

- (5) 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 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 EGM. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at EGM 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

- (6) 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 the 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 on or before Monday, 29 December 2014.
- (7) 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.
- (8) 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), Mr. Si Furong (President), and Ms. Hou Rui (Executive Vice President and Chief Financial Officer), our non-executive directors are Mr. Li Zhengmao and Mr. Zhang Junan, and our independent non-executive directors are Mr. Wang Jun, Mr. Zhao Chunjun, Mr. Wei Leping and Mr. Siu Wai Keung, Francis.*