

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 form of proxy 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)

**PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE AGM**

A letter from the Board is set out from pages 2 to 5 of this circular. A notice convening the AGM to be held at 10:00 a.m. on Friday, 26 June 2015 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, the PRC is set out in Appendix II to this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time designated for holding the AGM or any adjournment thereof.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and completion and return of the reply slip will not affect your right to attend the respective meeting.

20 April 2015

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
APPENDIX I - BRIEF INFORMATION CONCERNING THE PROPOSED DIRECTORS AND SUPERVISORS ..	6
APPENDIX II - NOTICE OF THE AGM	9

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company for the year ended 31 December 2014 to be convened on 26 June 2015 or any adjournment thereof, the notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China (excluding, for the purposes of this circular, Hong Kong, Macau and Taiwan)
“Company”	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 PRC with limited liability on 30 August 2006, whose H Shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“H Shares”	overseas listed foreign invested shares in the Company’s issued share capital with a par value of RMB1.00 per share which are listed on the Stock Exchange
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company



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)

Executive Directors

Sun Kangmin

Si Furong

Hou Rui

Non-executive Directors

Li Zhengmao

Zhang Junan

Independent Non-executive Directors

Wang Jun

Zhao Chunjun

Wei Leping

Siu Wai Keung, Francis

Registered office

Level 5

No. 2 and B

Fuxingmen South Avenue

Xicheng District

Beijing, PRC

Place of business in Hong Kong

Room 3203–3205

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

20 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE AGM**

1. Introduction

At the AGM, ordinary resolutions will be proposed to approve, among other things, the re-election of the members to the fourth session of the Board and the Supervisory Committee.

The purpose of this circular is to give you notice of the AGM, which is enclosed as Appendix II to this circular, and to provide you with information which is reasonably necessary to enable you to make an informed decision on whether to vote for or against certain resolutions to be proposed at the AGM and as described in the notice of the AGM.

LETTER FROM THE BOARD

2. Re-election of members to the fourth session of the Board and the Supervisory Committee

The term of office of the third session of the members of the Board and the Supervisory Committee will expire on 26 June 2015, the date of the AGM.

The following persons have been nominated for, and agreed to their re-election as the members to the fourth session of the Board or the Supervisory Committee. Separate ordinary resolutions to approve their re-election will be proposed at the AGM for the Shareholders' consideration and approval. It is also proposed that (i) any Director be authorised, on behalf of the Company, to enter into a service agreement with each of the following persons with a term of three years, effecting from the date when the resolution in relation to his/her re-election is passed until the annual general meeting of the Company for the year 2017 to be held in 2018; and (ii) the Board and the Supervisory Committee, after obtaining the approval from the Shareholders at the AGM, be authorised to determine the remuneration of each Director and Supervisor, respectively.

Proposed Directors

Proposals

SUN Kangmin	Re-elected to be Executive Director
SI Furong	Re-elected to be Executive Director
HOU Rui	Re-elected to be Executive Director
LI Zhengmao	Re-elected to be Non-executive Director
ZHANG Junan	Re-elected to be Non-executive Director
WANG Jun	Re-elected to be Independent Non-executive Director
ZHAO Chunjun	Re-elected to be Independent Non-executive Director
SIU Wai Keung, Francis	Re-elected to be Independent Non-executive Director

Proposed Supervisors

Proposals

XIA Jianghua	Re-elected to be Supervisor
HAI Liancheng	Re-elected to be Supervisor

LETTER FROM THE BOARD

The brief information concerning the above proposed Directors and Supervisors (collectively, the “Nominee(s)”) is set out in Appendix I to this circular. The Supervisor representing the employees shall be elected by the employees of the Company. The results of such election will be announced separately.

Except for those stated in Appendix I to this circular, no Nominee has held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, or taken up a post in any affiliated companies of the Company in the past three years. In addition, except for those stated in Appendix I, no Nominee has any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company. No Nominee has any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Nominees will be elected subject to approval by the Shareholders at the AGM, and their terms will be effective from the date when the resolution in relation to his/her re-election is passed. The remuneration of each Director and Supervisor will be determined with reference to their duties, responsibilities, experience as well as the current market situations.

Mr. Wang Jun and Mr. Zhao Chunjun, two of the Nominees for Independent Non-executive Directors, have served the Company for approximately nine years as Independent Non-executive Directors. The Company has assessed their independence, and is of the view that each of them complies with the guidelines on independence as set out in Rule 3.13 of the Listing Rules and is independent. Therefore, the nomination committee of the Company and the Board are of the view that the election of Mr. Wang Jun and Mr. Zhao Chunjun as Independent Non-executive Directors is in the interests of the Company and the Shareholders as a whole as they can enhance the management of the Company with their professional experience and knowledge, and promote independent and objective decision-making of the Board.

Except for those stated in this circular, the Company considers that there is no other information relating to the Nominees to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

The Board has decided that, after obtaining Mr. Wang Xiaochu’s consent, Mr. Wang will continue to serve as Honorary Chairman of the Company. As Honorary Chairman, Mr. Wang is not a member of the Board and does not have any power or right to vote on any matters considered at any Board meetings.

LETTER FROM THE BOARD

3. AGM

A notice convening the AGM is set out from pages 9 to 15 to this circular. The relevant form of proxy and reply slip are enclosed. Shareholders who intend to attend the AGM are required to return the reply slip to the Company on or before Friday, 5 June 2015.

Whether or not the Shareholders are able to attend the AGM, they are requested to complete and return the enclosed form of proxy: (i) for holders of domestic shares of the Company, to the Company's Office of the Board at No. 19 Chaoyangmen Beidajie, Dongcheng District, Beijing, 100010, PRC or (ii) for holders of H Shares, to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as practicable and in any event by not later than 24 hours before the time designated for holding the AGM. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM should they so wish.

All the resolutions at the AGM will be voted by poll.

4. Recommendations

The Company considers that all the matters proposed to be approved at the AGM are in the interests of the Company and the Shareholders as a whole, and recommends the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

By Order of the Board
China Communications Services Corporation Limited
Sun Kangmin
Chairman

PROPOSED DIRECTORS

Mr. SUN Kangmin, age 57, is the Chairman of our Board of Directors and an Executive Director of our Company in charge of our overall management. Mr. Sun is also the Vice President of China Telecommunications Corporation, an Executive Director and Executive Vice President of China Telecom Corporation Limited and a Director of China Tower Corporation Limited. Mr. Sun is a senior engineer. He holds a bachelor degree. Mr. Sun served as 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. Mr. Sun has 31 years of operational and managerial experience in the telecommunications industry in China.

Mr. SI Furong, age 54, is the President and an Executive Director of our Company, responsible for our daily operations and management. Mr. Si is also the Managing Director of the Sideline Industrial Management Department of China Telecommunications Corporation and a Director of China Tower Corporation Limited. Mr. Si graduated from Information Engineering University in 1982 with a bachelor degree in wireless telecommunications. He also received an EMBA degree from Peking University Guanghua School of Management in 2006. Mr. Si previously served as the Director of the Corporate Affairs Department of China Telecommunications Corporation, the Director of the Corporate Affairs Department of China Telecom Corporation Limited, the General Manager of Shaanxi Telecom Company Limited of China Telecommunications Corporation, the General Manager of Shaanxi branch of China Telecom Corporation Limited, the General Manager of China Telecommunications Corporation Shaanxi network asset branch and Chairman of Shaanxi Communication Services Company Limited. Prior to joining China Telecommunications Corporation, Mr. Si was the Deputy Director of the Personnel Department of the Ministry of Information Industry. Mr. Si has 30 years of operational and managerial experience in the telecommunications industry in China.

Ms. HOU Rui, age 45, is an Executive Director, Executive Vice President and Chief Financial Officer of our Company. Ms. Hou received a master degree in Management Engineering from Beijing University of Posts and Telecommunications in 1995 and a master degree in International Commercial Accounting from The University of New South Wales in 2002. Prior to joining the Company, Ms. Hou was Deputy Managing Director of the Finance Department in China Telecommunications Corporation. Prior to that, Ms. Hou served as Divisional Director of General Finance Division and Budgeting Division of China Telecommunications Corporation's Finance Department and the Director and the Chief Accountant of Guangxi Telecom Company. Ms. Hou has over 20 years experience in telecommunications industry and financial management.

Mr. LI Zhengmao, age 53, is a Non-Executive Director of our Company. Mr. Li is the Vice President of China Mobile Communications Corporation, and the Director and Deputy General Manager of China Mobile Communication Company Limited. Mr. Li received a doctor's degree of radio engineering from the Southeast University. Mr. Li previously served as a professor of radio engineering, the Deputy Director of the Science and Technology Institute for the University of Electronic Science and Technology of China and the Director of national key laboratory. Mr. Li has held various positions in the China United Telecommunications Corporation, including the Deputy Head of the Network Technology Department, the Head of the Wireless Communication Department, the Head of the Technology Department and the Deputy Chief Engineer. He was also the Executive Director and Vice President of China Unicom Limited, the General Manager of the Yunnan branch of China United Telecommunications Corporation, and the Director and Deputy General Manager of China United Telecommunications Corporation. Mr. Li has extensive experience in telecommunications technology and business operations.

Mr. ZHANG Junan, age 58, is a Non-Executive Director of our Company. Mr. Zhang is a Vice President of China United Network Communications Group Company Limited, a Director and Senior Vice President of China Unicom (Hong Kong) Limited, a Director and Senior Vice President of China United Network Communications Corporation Limited and a Non-Executive Director of PCCW Limited. Mr. Zhang graduated from the Nanjing University of Posts and Telecommunications majoring in carrier communication in 1982, received a master degree in Business Administration from the National Australian University in 2002 and received a Doctor of Business Administration from Hong Kong Polytechnic University in 2008. Mr. Zhang previously served as Executive Director of China Unicom (Hong Kong) Limited, Deputy General Manager and General Manager of the Anhui Provincial Telecommunications Company, Chairman and General Manager of Anhui Provincial Telecommunications Co., Ltd., Director of Bengbu Municipal Posts and Telecommunications Bureau in Anhui Province and Deputy Director of Anhui Provincial Posts and Telecommunications Bureau. Mr. Zhang has extensive management experience in the telecommunications industry.

Mr. WANG Jun, age 74, is an Independent Non-Executive Director of our Company. Mr. Wang graduated from the Harbin Engineering Institute in the PRC. Mr. Wang was the former Chairman of China International Trust and Investment Corporation ("CITIC"). After his retirement in July 2006, he became the Chairman and Executive Director of Goldbond Group Holdings Limited. Mr. Wang was a Non-Executive Director and Honorary Chairman of HKC (Holdings) Limited (Until 17 April 2008) and an Executive Director and Chairman of the Board of Directors of CITIC 21CN Company Limited (until 30 April 2014).

Mr. ZHAO Chunjun, age 74, is an Independent Non-Executive Director of our Company. Mr. Zhao is the Chairman of Chinese Society for Management Modernization, an Independent Non-Executive Director of Dongfang Electric Corporation Limited and an Independent Director of China United Network Communications Limited. Mr. Zhao was the Chairman of the Supervisory Committee of Tongfang Co., Limited, an Independent Director of Daheng New Epoch Technology, Inc. and Bank of China Investment Management Company Limited. Mr. Zhao graduated from Tsinghua University in the PRC. He was Dean of the School of Economics and Management of Tsinghua University between June 2001 and October 2005, having previously served as Executive/First Vice Dean between January 1987 and June 2001.

Mr. SIU Wai Keung, Francis, age 61, is an Independent Non-Executive Director of our Company. Mr. Siu is currently an Independent Non-Executive Director of GuocoLand Limited (listed on the Singapore Exchange), and CITIC Pacific Limited, Hop Hing Group Holdings Limited, Shunfeng Photovoltaic International Limited and China Huishan Dairy Holdings Co. Ltd and CGN Power Co., Limited (listed on the Hong Kong Stock Exchange). Mr. Siu was an Independent Non-Executive Director of Hua Xia Bank Co., Limited (until February 2014) and Beijing Hualian Hypermarket Company Limited (until March 2015). Mr. Siu graduated from the University of Sheffield, United Kingdom, with a Bachelor of Arts in Economics and Accounting and Financial Management in 1979. He is also a fellow member of the Institute of Chartered Accountants in England and Wales, and a fellow member of the Hong Kong Institute of Certified Public Accountants. He joined KPMG Manchester, UK in 1979 and returned to Hong Kong in 1986 and became a partner of KPMG Hong Kong in 1993. From 2000 to 2002, he was a Senior Partner of KPMG Shanghai Office. From 2002 to March 2010, he was a Senior Partner of KPMG Beijing Office as well as a Senior Partner of Northern Region, KPMG China. Mr. Siu has been in the accounting profession for over 30 years.

PROPOSED SUPERVISORS

Ms. XIA Jianghua, age 56, is the Chairperson of our Supervisory Committee. Ms. Xia is a consultant of the Auditing Office of China Telecommunications Corporation. Ms. Xia is a senior auditor. Prior to joining China Telecommunications Corporation, she served as Vice-Divisional Director of the Auditing Bureau of the former Ministry of Posts and Telecommunications (the "MPT") of the PRC, Vice Divisional Director (standing) of the Auditing Division of the Directorate General of Telecommunications (the "DGT") of the MPT. Ms. Xia has 30 years management and auditing experience in the telecommunications industry.

Mr. HAI Liancheng, age 70, is an Independent Supervisor of our Company. Mr. Hai studied at the Civil Aviation College and Chinese Communist Party's (CPC) School, and obtained a college diploma. Mr. Hai served as Vice-Divisional Director and Divisional Director of the Financial Division of the Financial Department of Civil Aviation Administration of China ("CAAC"), Vice-Director and Director of the Financial Department of CAAC, General Manager of China Aviation Oil Supply Corporation and Vice General Manager of China Aviation Oil Holding Company. From September 2001 to February 2006, Mr. Hai served as the Chairman of South China BlueSky Aviation Oil Co., Ltd. and China Aviation Oil Corporation Ltd.. Mr. Hai has been the Director General of the CAAC Sub-association of the China Association of Chief Financial Officers and Chairman of the CAAC Training Centre for Accounting and Auditing since January 2006. Mr. Hai was employed by PICC Property and Casualty Co. Ltd. as consultant from June 2007 to June 2009. From October 2007 to March 2011, Mr. Hai was the Chairman of Zhong Peng Certified Public Accountants Ltd.. From March 2011 to March 2014, Mr. Hai served as senior advisor of China PnR Co., Ltd..



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Communications Services Corporation Limited (the "Company") for the year 2014 will be held at 10:00 a.m. on 26 June 2015 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC, to consider and, if thought fit, pass the following businesses:

Ordinary Resolutions

1. **THAT** the consolidated financial statements of the Company, the report of the Directors, the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2014 be considered and approved, and the board of directors of the Company (the "Board") be authorized to prepare the budget of the Company for the year 2015;
2. **THAT** the profit distribution proposal and the declaration and payment of a final dividend for the year ended 31 December 2014 be considered and approved;
3. **THAT** the appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the international auditors and domestic auditors of the Company, respectively, for the year ending 31 December 2015 be considered and approved, and the Board be authorized to fix the remuneration of the auditors;
4. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the election of the members of the fourth session of the Board:
 - 4.1 **THAT** the re-election of Mr. Sun Kangmin as an executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Sun Kangmin, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.2 **THAT** the re-election of Mr. Si Furong as an executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Si Furong, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.3 **THAT** the re-election of Ms. Hou Rui as an executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Ms. Hou Rui, and **THAT** the Board be and is hereby authorized to determine her remuneration.

- 4.4 **THAT** the re-election of Mr. Li Zhengmao as a non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Li Zhengmao, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.5 **THAT** the re-election of Mr. Zhang Junan as a non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Zhang Junan, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.6 **THAT** the re-election of Mr. Wang Jun as an independent non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Wang Jun, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.7 **THAT** the re-election of Mr. Zhao Chunjun as an independent non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Zhao Chunjun, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.8 **THAT** the re-election of Mr. Siu Wai Keung, Francis as an independent non-executive director of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018;

THAT any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Siu Wai Keung, Francis, and **THAT** the Board be and is hereby authorized to determine his remuneration.

5. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the re-election of the members of the fourth session of the supervisory committee of the Company (supervisors who represent the shareholders):

- 5.1 **THAT** the re-election of Ms. Xia Jianghua as a supervisor of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018.

- 5.2 **THAT** the re-election of Mr. Hai Liancheng as a supervisor of the Company be and is hereby considered and approved, with effect from date of this resolution for a term of three years until the annual general meeting of the Company for the year 2017 to be held in 2018.

- 5.3 **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with each supervisor, and **THAT** the supervisory committee of the Company be and is hereby authorized to determine the supervisor's remuneration.

and to consider and approve other businesses (if any).

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

Special Resolutions

6. To consider and approve, by way of special resolutions, each of the following resolutions in relation to the granting of a general mandate to the Board to issue debentures:
 - 6.1. **THAT** the grant of a general mandate to the Board to issue debentures denominated in local or foreign currencies, in one or more tranches in the PRC and overseas, including but not limited to, short-term commercial paper, medium term note, company bond and corporate debts (the “Debentures”), with a maximum aggregate outstanding repayment amount of up to RMB6.0 billion be and is hereby approved.
 - 6.2. **THAT** the Board or any two of the three directors of the Company duly authorized by the Board, namely Mr. Sun Kangmin, Mr. Si Furong and Ms. Hou Rui (the “Authorized Directors”), taking into account the specific needs of the Company and market conditions, be and are hereby generally and unconditionally authorized to:
 - a) determine the specific terms and conditions of, and other matters relating to, the issue of Debentures, including but not limited to, the determination of the type, amount, interest rate, term, rating, security, time and place of the issue, any repurchase or redemption provisions, any placing arrangements, any option to adjust the nominal interest rates and the use of proceeds; determine the underwriting arrangements; secure approvals; engage professional advisors; disseminate relevant application documents to the regulatory authorities; obtain approvals from the regulatory authorities; execute all requisite legal documentation relating to the issue as requested by the regulatory authorities and make relevant disclosure;
 - b) do all such acts which are necessary and incidental to the issue of Debentures;
 - c) take all such steps which are necessary for the purposes of executing the issue of Debentures (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with applicable laws) and to the extent that any of the aforementioned acts and steps that have already been undertaken by the Board or the Authorized Directors in connection with the issue of Debentures, be and are hereby approved, confirmed and ratified.

6.3. **THAT** the grant of the general mandate under this resolution shall come into effect upon approval from the general meeting and will be valid for 12 months from that date.

7. **THAT:**

- (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of additional domestic shares or overseas-listed foreign invested shares (“H shares”) (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company, shall not exceed 20% of each of the Company’s existing domestic shares and H shares (as the case may be) in issue at the date of passing this special resolution; and
- (d) for the purpose of this special resolution 7:

“Relevant Period” means the period from the passing of special resolution 7 until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12 months period following the passing of these special resolutions; and
- (iii) the revocation or variation of the authority given to the Board under these special resolutions by a special resolution of the Company’s shareholders by way of a general meeting.

8. **THAT** the Board be authorized to increase the registered capital of the Company to reflect the issue of shares in the Company authorized under special resolution 7, and to make such appropriate and necessary amendments to the Articles of Association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company.

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

Beijing, PRC
20 April 2015

Notes:

- (1) Buyers who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on 26 May 2015 (Tuesday) and then register as shareholders on the register of members of the Company are entitled to attend the annual general meeting.
- (2) Each shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend and vote on his behalf at the annual general meeting. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2014, which is expected to be despatched to shareholders on around 20 April 2015 (Monday).
- (3) 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 and 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 annual general meeting. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the annual general meeting if he so wishes.

The address of the share registrar for the Company's H shares is as follow:

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

- (4) All resolutions at the general meeting will be voted by poll.
- (5) The registration procedure for attending the annual general meeting:
 - (a) Shareholders attending the annual 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 annual general meeting.
 - (b) Shareholders intending to attend the annual 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 5 June 2015 (Friday).

(6) Closure of the register of members:

(a) Annual General Meeting

The H share register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend the Annual General Meeting, from Wednesday, 27 May 2015 to Friday, 26 June 2015 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 May 2015. H share shareholders who are registered with Computershare Hong Kong Investor Services Limited on 26 June 2015 are entitled to attend the Annual General Meeting.

(b) Proposed Final Dividend

The Board proposes a final dividend of RMB0.0931 per share (pre-tax) for the year ended 31 December 2014. The dividend proposal will be submitted for consideration at the Annual General Meeting to be held on 26 June 2015. If such proposed dividend distribution is approved by the shareholders, the final dividend will be distributed to those shareholders whose names appear on the register of members of the Company on Monday, 13 July 2015. The register of members will be closed from Wednesday, 8 July 2015 to Monday, 13 July 2015 (both days inclusive). In order to be entitled to the final dividend, H share shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 7 July 2015. Dividends will be denominated and declared in Renminbi. Dividends on domestic shares will be paid in Renminbi, whereas dividends on H shares will be paid in Hong Kong dollars. The relevant exchange rate will be the average of the mid-point rates of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of the approval of declaration of dividends at the Annual General Meeting.

(7) The annual general meeting is expected to last for half a day and shareholders (in person or by proxy) attending the annual general meeting 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. Sun Kangmin, Mr. Si Furong and Ms. Hou Rui, 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.