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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Communications Services Corporation Limited (the “**Company**”) for the year 2019 (the “**AGM**”) will be held at 10:00 a.m. on Monday, 15 June 2020 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, the 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 2019 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 2020.
2. **THAT** the proposal on profit distribution and dividend declaration and payment for the year ended 31 December 2019 be considered and approved.
3. **THAT** the re-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 2020 be considered and approved, and the Board be authorized to fix the remuneration of the auditors.

4. **THAT** the appointment of Mr. Gao Tongqing as a non-executive director of the Company be and is hereby considered and approved, with effect from the date on which this resolution is passed until the expiration of the term of office of the fifth session of the Board; **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. Gao Tongqing.
5. **THAT** the appointment of Mr. Mai Yanzhou as a non-executive director of the Company be and is hereby considered and approved, with effect from the date on which this resolution is passed until the expiration of the term of office of the fifth session of the Board; **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. Mai Yanzhou.

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. **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 (the "**Articles of Association**"), 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 6:

"**Relevant Period**" means the period from the passing of special resolution 6 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.
7. **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 6, and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital of the Company and to take any other action and complete any formality required to effect such increase in the registered capital of the Company.
8. **THAT** the amendments to 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, or the director or company secretary of the Company 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 government authorities of the PRC in relation to approval, endorsement and/or registration of the amendments to the Articles of Association.

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

Beijing, PRC
28 April 2020

Notes:

- (1) Details of the above resolutions are set out in the annual report of the Company for the year 2019 and the circular dated 28 April 2020.
- (2) Buyers who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on Friday, 15 May 2020 and then register as shareholders on the register of members of the Company are entitled to attend the AGM.
- (3) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Each shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2019 and the circular, which are expected to be despatched to shareholders on around Tuesday, 28 April 2020.

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

- (5) All resolutions at the general meeting will be voted by poll.
- (6) The registration procedure for attending the AGM:
- (a) Shareholders attending the AGM 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 AGM.
- (b) Shareholders intending to attend the AGM shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before Monday, 25 May 2020.
- (7) Closure of the register of members:

- (a) AGM

The H share register of members of the Company will be closed, for the purpose of determining the H share shareholders' entitlement to attend the AGM to be held on Monday, 15 June 2020, from Saturday, 16 May 2020 to Monday, 15 June 2020 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the AGM, 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 Friday, 15 May 2020. H share shareholders of the Company who are registered on the register of members held by Computershare Hong Kong Investor Services Limited on Monday, 15 June 2020 are entitled to attend the AGM.

- (b) Proposed Final Dividend and Special Dividend

The Board proposes a final dividend of RMB0.1321 per share and a special dividend of RMB0.0264 per share, and the total dividend is RMB0.1585 per share (pre-tax) for the year ended 31 December 2019. The dividend proposal will be submitted for consideration at the AGM. If such proposed dividend distribution is approved by the shareholders, the final dividend and special dividend will be distributed to those shareholders whose names appear on the register of members of the Company on Wednesday, 8 July 2020. The register of members will be closed from Friday, 3 July 2020 to Wednesday, 8 July 2020 (both days inclusive). In order to be entitled to the final dividend and special dividend, H share shareholders who have not registered the transfer documents are required to lodge the transfer documents together with the relevant share certificates with 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 Thursday, 2 July 2020.

Dividends will be denominated and declared in Renminbi. Dividends will be paid in Renminbi for holders of domestic shares and holders of H shares (including enterprises and individuals) who invest in the H shares of the Company listed on The Stock Exchange of Hong Kong Limited through the Shanghai Stock Exchange or Shenzhen Stock Exchange (“the **Southbound Trading**”) (the “**Southbound Shareholders**”), and dividends for H share shareholders other than the Southbound Shareholders 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 approval of declaration of dividends at the AGM. The record date for entitlement to the shareholders’ rights and the relevant arrangements of dividend distribution for Southbound Shareholders are the same as those for the Company’s H share shareholders. The proposed dividends are expected to be paid on or about Friday, 14 August 2020 upon approval at the AGM.

- (8) The AGM is expected to last for half a day and shareholders (in person or by proxy) attending the AGM shall be responsible for their own transport and accommodation expenses.
- (9) The address of the Office of the Board is as follows:

No. 19, Chaoyangmen Beidajie
Dongcheng District
Beijing 100010
PRC

Contact person: Mr. Chung Wai Cheung, Terence
Telephone: (8610) 5850 2290
Facsimile: (8610) 5850 1534

As at the date of this notice, our executive directors are Mr. Zhang Zhiyong, Mr. Si Furong and Ms. Zhang Xu, and our independent non-executive directors are Mr. Siu Wai Keung, Francis, Mr. Lv Tingjie, Mr. Wu Taishi and Mr. Liu Linfei.