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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.

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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)**

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

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A letter from the Board is set out from pages 2 to 5 of this circular. A notice convening the AGM of the Company to be held at 2:00 p.m. on Thursday, 28 June 2012 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 reply slip will not affect your right to attend the respective meeting.

19 April 2012

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“AGM”	the annual general meeting of the Company for the year ended 31 December 2011 to be convened on 28 June 2012, the notice of which is set out in this circular, or any adjournment thereof
“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
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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



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*Executive Directors*

Li Ping  
Zheng Qibao  
Yuan Jianxing  
Hou Rui

*Non-executive Directors*

Liu Aili  
Zhang Junan

*Independent Non-executive Directors*

Wang Jun  
Chan Mo Po, Paul  
Zhao Chunjun  
Wu Shangzhi  
Hao Weimin

*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

19 April 2012

*To the Shareholders*

Dear Sir or Madam,

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

**1. Introduction**

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

## LETTER FROM THE BOARD

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.

### 2. Election and re-election of members to the third session of the Board and the Supervisory Committee

The term of office of the second session of the members of the Board and the Supervisory Committee will expire on 28 June 2012, which is the date of the AGM.

The following persons have been nominated for, and agreed to their election/re-election as members to the third session of the Board or Supervisory Committee. Separate ordinary resolutions to approve their election/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 election/re-election is passed until the annual general meeting of the Company for the year 2014 to be held in 2015; and (ii) the Board and the Supervisory Committee, after obtaining the approval from Shareholders at the AGM, be authorised to determine the remuneration of each Director and Supervisor, respectively.

Proposed Directors	Current Position in the Company	Proposals
LI Ping	Executive Director (Chairman)	Re-elected to be Executive Director
ZHENG Qibao	Executive Director (President)	Re-elected to be Executive Director
YUAN Jianxing	Executive Director (Executive Vice President)	Re-elected to be Executive Director
HOU Rui	Executive Director (Executive Vice President & Chief Financial Officer)	Re-elected to be Executive Director
LIU Aili	Non-Executive Director	Re-elected to be Non-Executive Director
ZHANG Junan	Non-Executive Director	Re-elected to be Non-Executive Director
WANG Jun	Independent Non-Executive Director	Re-elected to be Independent Non-Executive Director
CHAN Mo Po, Paul	Independent Non-Executive Director	Re-elected to be Independent Non-Executive Director
ZHAO Chunjun	Independent Non-Executive Director	Re-elected to be Independent Non-Executive Director
WEI Leping	–	Elected to be Independent Non-Executive Director
SIU Wai Keung	–	Elected to be Independent Non-Executive Director

## LETTER FROM THE BOARD

<b>Proposed Supervisors</b>	<b>Current Position in the Company</b>	<b>Proposals</b>
XIA Jianghua	Supervisor representing the Shareholder (chairman of the Supervisory Committee)	Re-elected to be Supervisor
HAI Liancheng	Supervisor representing the Shareholder (independent Supervisor)	Re-elected to be Supervisor

The brief information concerning the above proposed directors and supervisors (collectively called “Nominee(s)”) is set out in Appendix I to this circular. The Supervisor representing the employees of the Company 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 any other listed companies 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 laws of Hong Kong).

The Nominees will be elected subject to approval by Shareholders at the AGM, and their terms will be effective from the date when the resolution in relation to his/her election/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.

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.

### 3. AGM

A notice convening the AGM is set out from pages 10 to 16 to this circular. The relevant forms 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 Thursday, 7 June 2012.

## LETTER FROM THE BOARD

Whether or not 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, 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 Shareholders from attending and voting in person at the AGM should they so wish.

All resolutions at the AGM will be voted by poll.

#### **4. Recommendations**

The Company considers that all matters proposed to be approved at the AGM are in the interests of the Company and its 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**  
**Li Ping**  
*Chairman*

**PROPOSED DIRECTORS**

**Mr. LI Ping**, age 58, is the Chairman of our Board of Directors and an Executive Director of our Company in charge of our overall management. Mr. Li is also a Vice President of China Telecommunications Corporation and Executive Vice President of China Telecom Corporation Limited. Prior to joining China Telecommunications Corporation in August 2000, Mr. Li served as the Chairman and Chief Executive Officer of China Telecom (Hong Kong) International Limited, Vice Chairman and Chief Operating Officer of China Mobile Limited and Deputy Director General of the Directorate General of Telecommunications (the "DGT") of the former Ministry of Posts and Telecommunications (the "MPT") of the PRC. Mr. Li graduated from the Beijing Institute of Posts and Telecommunications in 1976 with a major in Radio Telecommunications. He also received an MBA degree from the State University of New York at Buffalo, U.S.A. in 1989. Mr. Li has extensive administrative experience in the management of listed companies and has 36 years of operational and managerial experience in the telecommunications industry in China.

**Mr. ZHENG Qibao**, age 54, is the President and an Executive Director of our Company, responsible for our daily operations and management. Mr. Zheng is also a Managing Director of the Sideline Industrial Management Department of China Telecommunications Corporation. Mr. Zheng graduated from Shanghai Second Polytechnic University in 1986 and received a bachelor degree in mechanical engineering, received an EMBA degree from China Europe International Business School in 1998, and a doctoral degree in Political Economics from Fudan University in 2003. Mr. Zheng previously served as a Managing Director of Shanghai Telecom Corporation Limited and Dean of China Telecom Corporation Limited Shanghai Research Institute, Executive Vice Dean of China Telecom Corporation Limited Beijing Research Institute and the Managing Director of the Corporate Strategy Department of China Telecommunications Corporation. Prior to that, Mr. Zheng served as Deputy General Engineer of Shanghai Posts and Telecommunications Bureau, Dean of Shanghai Telecom Technology Research Institute and General Manager of Shanghai Telecom Long Distance Communication Division. Mr. Zheng has 34 years of operational and managerial experience in the telecommunications industry in China.

**Mr. YUAN Jianxing**, age 57, is an Executive Vice President and Executive Director of our Company. Mr. Yuan is also the Deputy Managing Director of the Sideline Industrial Management Department of China Telecommunications Corporation and the Chairman of China Satcom Guomai Communications Co., Ltd. Until 30 December 2010, Mr. Yuan was the Chief Financial Officer of our Company. Prior to that, he served as the Deputy Director of Finance Department of Shanxi Provincial Post and Telecommunications Bureau, the General Manager of Shanxi Provincial Posts and Telecommunications Industrial Company, Director of Xinzhou Posts and Telecommunications Bureau in Shanxi Province, the General Manager of Taiyuan Branch of Shanxi Telecom Company Limited, Deputy General Manager of Shanxi Telecom Company Limited, Deputy Managing Director of the Sideline Industrial Management Department of China Telecommunications Corporation and Vice President and Chief Accountant of Hunan Telecom Company Limited. Mr. Yuan received an MBA degree from the Ukrainian-American Humanitarian Institute "Wisconsin International University (USA) Ukraine" in 2002. Mr. Yuan has over 34 years experience in the telecommunications industry.



**Ms. HOU Rui**, age 42, 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 17 years experience in telecommunications industry and financial management.

**Mr. LIU Aili**, age 48, is a Non-Executive Director of our Company. Mr. Liu is an Executive Director and a Vice President of China Mobile Limited. He is also a Vice President of China Mobile Communications Corporation and a Director of China Mobile Communication Company Limited. Mr. Liu received a master of management degree and a doctoral degree in Business Administration. Mr. Liu previously served as Deputy Director General of Shandong Mobile Telecommunications Administration, Director General of Shandong Mobile Telecommunications Administration and General Manager of Shandong Mobile Communications Enterprises, Vice President of Shandong Mobile Communications Company, Director-General of the Network Department of China Mobile Communications Corporation, Chairman and President of Shandong Mobile and Zhejiang Mobile, and Chairman of CMPak Limited. He is a professor-level senior engineer with over 29 years of management experience in the telecommunications industry.

**Mr. ZHANG Junan**, age 55, is a Non-Executive Director of our Company. Mr. Zhang is a Vice President of China United Network Communications Group Company Limited, a Senior Vice President of China Unicom (Hong Kong) Limited and a Director and Senior Vice President of China United Network Communications 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 October 2008. Mr. Zhang previously served as Executive Director of China Unicom (Hong Kong) Limited, Deputy General Manager and General Manager of the Anhui Provincial Telecommunication Company, Chairman and General Manager of Anhui Provincial Telecommunication 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 long and extensive management experience in the telecommunications industry.

**Mr. WANG Jun**, age 71, 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 Executive Director and Chairman of the Board of Directors of CITIC 21CN Company Limited and the Chairman and Executive Director of Goldbond Group Holdings Limited. Until 17 April 2008, Mr. Wang was a Non-Executive Director and Honorary Chairman of HKC (Holdings) Limited.

**Mr. CHAN Mo Po, Paul**, age 57, is an Independent Non-Executive Director of our Company. Mr. Chan is a member of the Legislative Council of HKSAR, representing the Accountancy Constituency, and Chairman of Legal Aid Services Council. He is the Co-Chairman of Crowe Horwath (HK) CPA Limited. He is also an Independent Director of China Vanke Co., Ltd, a company listed on Shenzhen Stock Exchange and an Independent Non-Executive Director of Hong Kong Economic Times Holdings Limited and The Wharf (Holdings) Limited, both of which are listed on Hong Kong Stock Exchange. Until 29 August 2011, Mr. Chan was an Independent Non-executive Director of Kingmaker Footwear Holdings Limited. Until 1 January 2009, Mr. Chan was an Independent Non-executive Director of China Resources Land Limited. Mr. Chan is a graduate of The Chinese University of Hong Kong where he obtained both his bachelor's and master's degrees in Business Administration. Mr. Chan is a Practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants ("HKICPA"), the Association of Chartered Certified Accountants ("ACCA"), CPA Australia, the Society of Chinese Accountants and Auditors, the Taxation Institute of Hong Kong and the Hong Kong Institute of Company Secretaries. Mr. Chan has over 30 years' experience in both professional and commercial fields and is a former president of the HKICPA and a former Chairman of the ACCA Hong Kong. In 2006, he was awarded a Medal of Honour by the Government of HKSAR and in 2007, he was appointed a Justice of the Peace. In 2008, he was appointed a member of Shanghai City's Chinese People's Political Consultative Conference and advisor to the Accounting Standards Committee of the Ministry of Finance of PRC.

**Mr. ZHAO Chunjun**, age 71, is an Independent Non-Executive Director of our Company. Mr. Zhao is the committee member of Degree Committee and the Academic Council of Tsinghua University, 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. Wei Leping**, age 66. Mr. Wei is a professor level Senior Engineer. He graduated in 1970 from Tsinghua University with a major in radio engineering and received a master degree in communication and information systems engineering from the Research Institute of Telecommunications and Technology. Mr. Wei is the Executive Vice Chairman of Science and Technology Committee of the Ministry of Industry and Information Technology of the PRC ("MIIT") and the Chairman of Science and Technology Advisory Committee of China Telecommunications Corporation, mainly responsible for the high-level technical advisory work for the telecommunications industry of China and China Telecommunications Corporation. Mr. Wei previously served as Executive Director and Executive Vice President of China Telecom Corporation Limited, Chief Engineer of China Telecommunications Corporation, Deputy Director of the Telecommunications Research Institute of the Ministry of Information Industry of the PRC (now known as "MIIT"), Deputy Director of the Telecommunications Science Planning and Research

Institute of the MPT and Deputy Director and Chief Engineer of the Telecommunications Transmissions Research Center of the MPT. Mr. Wei has 34 years of experience in research and development for technologies in the telecommunications industry in China and has been involved in research and decision making on major technology strategic development and projects for the nation, industry and enterprise for a long time.

**Mr. Siu Wai Keung**, age 58, is currently an independent non-executive director of GuocoLand Limited (listed on the Singapore Exchange), Hua Xia Bank Co., Limited (listed on the Shanghai Stock Exchange) and CITIC Pacific Limited (listed on the Hong Kong Stock Exchange). 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 was also appointed to be the deputy head of the Technical Advisory Board of the Chinese Institute of Certified Public Accountants in 1997 and was the team leader of the Foreign Advisory Panel of the Independent Auditing Standards Consultation Committee commissioned by the Ministry of Finance, PRC. Mr. Siu has been in the accounting profession for 31 years.

#### PROPOSED SUPERVISORS

**Ms. XIA Jianghua**, age 53, is Chairperson of the Supervisory Committee. Ms. Xia is Vice Director of Auditing Office and Division-Director of Construction Auditing Division 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 MPT, Vice Divisional Director (standing) of the Auditing Division of DGT. Ms. Xia has over 27 year management and auditing experience in the telecommunications industry.

**Mr. HAI Liancheng**, age 67, 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 has 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 Chairman of South China BlueSky Aviation Oil Co., Ltd and China Aviation Oil Corporation Ltd. Mr. Hai is 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. Since March 2011, Mr. Hai has served as senior advisor of China PnR Co., Ltd.



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中國通信服務股份有限公司

CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

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(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 2011 will be held at 2:00 p.m. on 28 June 2012 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 2011 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 2012;
2. **THAT** the profit distribution proposal and the declaration and payment of a final dividend for the year ended 31 December 2011 be considered and approved;
3. **THAT** the reappointment of KPMG and KPMG Huazhen as the international auditors and domestic auditors of the Company, respectively, for the year ending 31 December 2012 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 third session of the Board:
  - 4.1 **THAT** the re-election of Li Ping 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 2014 to be held in 2015;

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

- 4.2 **THAT** the re-election of Zheng Qibao 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 2014 to be held in 2015;

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

- 4.3 **THAT** the re-election of Yuan Jianxing 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 2014 to be held in 2015;

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

- 4.4 **THAT** the re-election of 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 2014 to be held in 2015;

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

- 4.5 **THAT** the re-election of Liu Aili 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 2014 to be held in 2015;

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

- 4.6 **THAT** the re-election of 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 2014 to be held in 2015;

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

- 4.7 **THAT** the re-election of 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 2014 to be held in 2015;

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

- 4.8 **THAT** the re-election of Chan Mo Po, Paul 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 2014 to be held in 2015;

**THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Chan Mo Po, Paul, and **THAT** the Board be and is hereby authorized to determine his remuneration.

- 4.9 **THAT** the re-election of 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 2014 to be held in 2015;

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

- 4.10 **THAT** the election of Wei Leping 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 2014 to be held in 2015;

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

4.11 **THAT** the election of Siu Wai Keung 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 2014 to be held in 2015;

**THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Siu Wai Keung, 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 third session of the supervisory committee of the Company (supervisors who represent the shareholders):

5.1 **THAT** the re-election of 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 2014 to be held in 2015.

5.2 **THAT** the re-election of 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 2014 to be held in 2015.

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. **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 (i) a Rights Issue (as hereinafter defined) or (ii) 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 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.

“Rights Issue” means an offer of shares open for a period fixed by the Board to holders of shares on the register of members on a fixed record date in proportion of their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirement of, any recognized regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.



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 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  
**Chung Wai Cheung, Terence**  
*Company Secretary*

Beijing, PRC  
19 April 2012

*Notes:*

- (1) Buyers who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on 28 May 2012 (Monday) 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 2011, which is expected to be despatched to shareholders on around 19 April 2012 (Thursday).
- (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 7 June 2012 (Thursday).

(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 Tuesday, 29 May 2012 to Thursday, 28 June 2012 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the Annual General Meeting, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 28 May 2012. H share shareholders who are registered with Computershare Hong Kong Investor Services Limited on 28 June 2012 are entitled to attend the Annual General Meeting.

(b) Proposed Final Dividend

The Board proposes a final dividend of RMB0.1222 per share (pre-tax) for the year ended 31 December 2011. The dividend proposal will be submitted for consideration at the Annual General Meeting to be held on 28 June 2012. 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, 16 July 2012. The register of members will be closed from Wednesday, 11 July 2012 to Monday, 16 July 2012 (both days inclusive). In order to be entitled to the final dividend, H shares 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 Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 10 July 2012.

(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