



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)

Form of Proxy for the Annual General Meeting to be held on 26 June 2015

Number of shares to which this form of proxy relates¹	
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I/We, ² _____
of _____
being registered shareholder(s) in the share capital of China Communications Services Corporation Limited (the "Company"), hereby appoint³ _____
of _____
or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 26 June 2015, at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, the PRC and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
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 reappointment 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.		

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
4.4	<p>THAT the re-election of 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;</p> <p>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 Zhengmao, and THAT the Board be and is hereby authorized to determine his remuneration.</p>		
4.5	<p>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 2017 to be held in 2018;</p> <p>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.</p>		
4.6	<p>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 2017 to be held in 2018;</p> <p>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.</p>		
4.7	<p>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 2017 to be held in 2018;</p> <p>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.</p>		
4.8	<p>THAT the re-election of 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;</p> <p>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, Francis, and THAT the Board be and is hereby authorized to determine his remuneration.</p>		
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 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 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.		
SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
6.	To consider and approve 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, with a maximum aggregate outstanding repayment amount of up to RMB6.0 billion be considered and approved.		
6.2	THAT the Board or any two of three directors of the Company duly authorized by the Board, namely Mr. Sun Kangmin, Mr. Si Furong and Ms. Hou Rui, taking into account the specific needs of the Company and market conditions, be and are hereby generally and unconditionally authorized to determine the specific terms and conditions of, and other matters relating to, the issue of debentures, and do all such acts which are necessary and incidental to the issue of debentures.		
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.		

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
7.	THAT the grant of a general mandate to the Board to issue, allot and deal with the additional shares in the Company not exceeding 20% of each of the existing domestic shares and H shares (as the case may be) in issue be considered and approved.		
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 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.		

Dated this _____ day of _____ 2015

Signed ⁵: _____

Notes:

- 1 If no number is inserted, this proxy form will be deemed to be related to all the shares of the company registered in your names.
- 2 Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 3 Please insert the name and address of the proxy. If no name is inserted, the Chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 5 This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- 6 To be valid, this completed and signed form of proxy and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with the office of the board of directors of the Company, at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing 100010, PRC for domestic shareholders or the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H shareholders not less than 24 hours before the time designated for the holding of the meeting or any adjournment of it (as the case may be).
- 7 In the case of joint shareholders, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto. If more than one of such joint shareholders attend the meeting, either in person or by proxy, the vote of the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s)
8. For full text of special resolutions 6 and 7, please refer to the notice of annual general meeting dated 20 April 2015.