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If you have sold or transferred all your shares in China Communications Services Corporation Limited (中國通信服務股份有限公司), you should at once hand this circular to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中国通信服务
CHINA COMSERVICE

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 People's Republic of China with limited liability)
(Stock Code: 552)

PROPOSED RIGHTS ISSUE OF DOMESTIC SHARES AND H SHARES
NOTICE OF THE EGM
AND
NOTICE OF THE H SHAREHOLDERS CLASS MEETING

A letter from the Board is set out on pages 5 to 17 of this circular.

A notice of the EGM to be held at 10 a.m. on Tuesday, 17 May 2011 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC is set out on pages 18 to 21 of this circular.

A notice of the H Shareholders Class Meeting to be held on Tuesday, 17 May 2011 immediately after the EGM at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC is set out on pages 22 to 25 of this circular.

Proxy forms for use at the EGM and the H Shareholders Class Meeting are enclosed and are also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the EGM or the H Shareholders Class Meeting, you are requested to complete and return the enclosed proxy forms in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM and the H Shareholders Class Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending the EGM or the H Shareholders Class Meeting and voting in person if you so wish. Shareholders who intend to attend the meetings in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Wednesday, 27 April 2011.

1 April 2011

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“Board”	the board of Directors of the Company
“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, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 552)
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company
“Domestic Rights Shares”	the new Domestic Shares proposed to be allotted and issued to the Qualified Domestic Shareholders pursuant to the Domestic Share Rights Issue
“Domestic Share(s)”	domestic ordinary share(s) with a par value of RMB1.00 each in the share capital of the Company
“Domestic Share Record Date”	a date to be determined by the Board or any other person authorized by the Board by reference to which entitlements to the Domestic Share Rights Issue are to be determined
“Domestic Share Rights Issue”	the proposed issue of up to 1,511,532,720 Domestic Rights Shares at the Subscription Price on the basis of up to four (4) Domestic Rights Shares for every ten (10) existing Domestic Shares held on the relevant Domestic Share Record Date
“Domestic Shareholder(s)”	holder(s) of the Domestic Shares
“Domestic Shareholders Class Meeting”	the class meeting of the Domestic Shareholders to be convened on Tuesday, 17 May 2011 to consider and, if thought fit, approve, among other things, the Rights Issue
“EGM”	the extraordinary general meeting of the Shareholders to be convened on Tuesday, 17 May 2011 to consider and, if thought fit, approve, among other things, the Rights Issue

DEFINITIONS

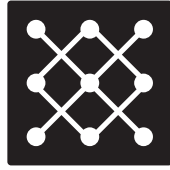
“Excluded Shareholder(s)”	Overseas Shareholder(s) whom the Board, based on legal opinions provided by legal advisers, considers it necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the place of his/her/their registered address(es) or the requirements of the relevant regulatory body or stock exchange in that place
“Group”	the Company and its subsidiaries
“H Rights Shares”	the new H Shares proposed to be allotted and issued to the Qualified H Shareholders pursuant to the H Share Rights Issue
“H Share(s)”	overseas listed foreign share(s) with a par value of RMB1.00 each in the share capital of the Company, listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Share Record Date”	a date to be determined by the Board or any other person authorized by the Board by reference to which entitlements to the H Share Rights Issue are to be determined
“H Share Rights Issue”	the proposed issue of up to 797,140,080 H Rights Shares at the Subscription Price on the basis of up to four (4) H Rights Shares for every ten (10) existing H Shares held on the H Share Record Date
“H Share Rights Issue Prospectus”	the prospectus to be issued by the Company and to be dispatched to the H Shareholders in respect of the H Share Rights Issue containing further details of the H Share Rights Issue
“H Shareholder(s)”	holder(s) of the H Shares
“H Shareholders Class Meeting”	the class meeting of the H Shareholders to be convened on Tuesday, 17 May 2011 to consider and, if thought fit, approve, among other things, the Rights Issue
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	Monday, 28 March 2011, being the last practicable date to determine certain information as set forth herein prior to the publication of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Overseas Shareholder(s)”	H Shareholders whose name(s) appear on the register of members of the Company on the H Share Record Date and whose registered address(es) is/are in a place outside Hong Kong
“PRC”	the People’s Republic of China but excluding, for the purposes of this circular, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“PRC GAAP”	the financial reporting standards of enterprises promulgated by Chinese Accounting Standards Committee under the Ministry of Finance of the PRC and related interpretation bulletins
“Price Determination Date”	the date on which the Subscription Price will be fixed for the purposes of the Rights Issue, being a trading day prior to the date of the announcement in respect of the Rights Issue to be published by the Company
“Qualified Domestic Shareholder(s)”	Domestic Shareholders whose name(s) appear(s) on the register of members of the Company on the Domestic Share Record Date
“Qualified H Shareholder(s)”	H Shareholders whose name(s) appear(s) on the register of members of the Company on the H Share Record Date and who are not Excluded Shareholders
“Record Date”	the Domestic Share Record Date and/or the H Share Record Date
“Rights Issue”	the Domestic Share Rights Issue and the H Share Rights Issue
“Rights Share(s)”	the H Rights Share(s) and the Domestic Rights Share(s)

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Committee of the State Council
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Shares of the Company
“State Council”	the PRC State Council
“Subscription Price”	the final subscription price for the Domestic Rights Shares and the H Rights Shares to be offered pursuant to the Rights Issue



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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 People's Republic of China with limited liability)
(Stock Code: 552)

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

1 April 2011

To the Shareholders

Dear Sir or Madam,

PROPOSED RIGHTS ISSUE OF DOMESTIC SHARES AND H SHARES
NOTICE OF THE EGM
AND
NOTICE OF THE H SHAREHOLDERS CLASS MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 30 March 2011 in relation to the proposed Rights Issue of Domestic Shares and H Shares.

LETTER FROM THE BOARD

The purposes of this circular are, among other things, to provide information and the recommendation of the Directors in respect of the proposed Rights Issue of Domestic Shares and H Shares, and if thought fit, approve the relevant resolutions to be proposed at the EGM and the H Shareholders Class Meeting to be convened on Tuesday, 17 May 2011, respectively.

Prior to the commencement of the H Share Rights Issue, the Company will make a further announcement and issue the H Share Rights Issue Prospectus which will contain relevant details of the Rights Issue, including the definitive basis on which the Rights Shares are to be offered, the maximum number of Rights Shares to be issued, the Subscription Price, the period of closure of register of members and the Record Date, trading arrangements of the H Rights Shares, the arrangement for excess H Rights Shares, the underwriting arrangements and the expected timetable of the Rights Issue.

PROPOSED RIGHTS ISSUE

The Rights Issue will comprise an offer of the Domestic Rights Shares to Qualified Domestic Shareholders and an offer of the H Rights Shares to Qualified H Shareholders on the preliminary terms set out below.

It is currently expected that the gross proceeds of the Rights Issue will be not more than RMB6 billion. The final amount of gross proceeds shall be determined based on the actual Subscription Price and the number of Rights Shares to be issued at the time of the Rights Issue.

Details of the Proposed Rights Issue of Domestic Shares and H Shares

Type and Par Value of the Rights Shares: Domestic Shares and H Shares, with a par value of RMB1.00 per Share.

Basis of the Rights Issue: Subject to final determination by the Board or any other person authorized by the Board prior to the Rights Issue through consultation with underwriters having regard to prevailing market conditions at the time and pursuant to the authorization by the Shareholders at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting.

Domestic Share Rights Issue: Up to four (4) Domestic Rights Shares for every ten (10) existing Domestic Shares held on the Domestic Share Record Date by the Qualified Domestic Shareholders.

H Share Rights Issue: Up to four (4) H Rights Shares for every ten (10) existing H Shares held on the H Share Record Date by the Qualified H Shareholders.

LETTER FROM THE BOARD

Number of Shares in Issue as at the Latest Practicable Date: 5,771,682,000 Shares (comprising 3,778,831,800 Domestic Shares and 1,992,850,200 H Shares).

Number of Rights Shares Proposed to be Issued:

Domestic Share Rights Issue: On the basis of (i) up to four (4) Domestic Rights Shares for every ten (10) existing Domestic Shares; and (ii) the number of Domestic Shares in issue as at the Latest Practicable Date, the total number of Domestic Rights Shares to be offered in the proposed Rights Issue shall be up to 1,511,532,720 Domestic Shares.

H Share Rights Issue: On the basis of (i) up to four (4) H Rights Shares for every ten (10) existing H Shares; and (ii) the number of H Shares in issue as at the Latest Practicable Date, the total number of H Rights Shares to be offered in the proposed Rights Issue shall be up to 797,140,080 H Shares.

The H Share Rights Issue will proceed on a fully underwritten basis. Under PRC laws, there is no requirement that the Domestic Share Rights Issue be fully underwritten. Qualified Domestic Shareholders may apply for any Domestic Rights Shares provisionally allotted to the Qualified Domestic Shareholders but not accepted.

Subscription Price for the Rights Issue:

The Subscription Price is expected to be determined by the Board or any other person authorized by the Board in consultation with underwriters on the Price Determination Date based on a discount to market trading prices of the H Shares having regard to prevailing market conditions at the time, including but not limited to, the trading prices of the H Shares in the secondary market. The closing price of the H Shares as at the Latest Practicable Date was HK\$5.38.

LETTER FROM THE BOARD

Under applicable PRC laws and regulations, the Domestic Rights Shares and the H Rights Shares shall be issued at not less than RMB2.53, being the latest audited net asset value per Share as stated in the audited consolidated financial statements of the Company as at 31 December 2010 prepared under PRC GAAP (on the basis of the total number of Shares in issue as at 31 December 2010). The subscription prices for the Domestic Share Rights Issue and the H Share Rights Issue shall be the same based on applicable exchange rate.

**Target Subscribers for
the Rights Issue:**

Domestic Share Rights Issue: All Qualified Domestic Shareholders as determined on the Domestic Share Record Date.

H Share Rights Issue: All Qualified H Shareholders as determined on the H Share Record Date.

Use of Proceeds:

All the proceeds raised from the Rights Issue, after deduction of all the relevant expenses, shall be mainly used for the following purposes:

- (i) up to RMB2 billion to be used in the Group's overseas expansion as well as the continuing development of non-telecommunications operator businesses in our domestic markets, including the initial deployment of capital and ongoing financial resources required for our projects, such as the purchase of equipment;
- (ii) up to RMB1.5 billion for potential acquisition of strategic assets and joint venture opportunities;
- (iii) up to RMB1.5 billion for the Group's operations center and investment in research and development and related infrastructure; and
- (iv) up to RMB1 billion for general corporate purposes.

LETTER FROM THE BOARD

Arrangements for the Accumulated Undistributed Profits of the Company prior to the Rights Issue: Subject to the completion of the Rights Issue, existing Shareholders and new Shareholders alike shall be entitled to share in the undistributed profits of the Company accrued before the completion of the Rights Issue based on their respective shareholding after the completion of the Rights Issue.

Effective Period of the Resolution: The effective period of the resolution on the proposed Rights Issue shall be 12 months starting from the date on which the resolution is approved by the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting.

FURTHER DETAILS OF THE H SHARE RIGHTS ISSUE

Qualified H Shareholders

The Company will send the H Share Rights Issue Prospectus to the Qualified H Shareholders (and to the Excluded Shareholders for their information purposes only). To qualify for the H Share Rights Issue, a Shareholder must:

- (i) be registered as an H Shareholder of the Company on the H Share Record Date; and
- (ii) not be an Excluded Shareholder.

The Company will announce before the commencement of the H Share Rights Issue the date by which the H Shareholders must lodge any transfers of existing H Shares (together with the relevant H Share certificates) with the Company's H Share registrar in Hong Kong, in order for the transferee to be registered as an H Shareholder of the Company on or before the H Share Record Date.

H Share Record Date

The H Share Record Date and the trading arrangements for the nil-paid H Rights Shares will be determined by the Board at a later time and once so fixed, a further announcement will be made by the Company. The H Share Rights Issue will proceed only after the Rights Issue has been approved by the Shareholders at the EGM, the H Shareholders at the H Shareholders Class Meeting and the Domestic Shareholders at the Domestic Shareholders Class Meeting and all other conditions to the H Share Rights Issue have been fulfilled. The H Share Record Date will not precede the date of the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting or the date on which all relevant PRC governmental and regulatory approvals have been granted to the Company in relation to the proposed Rights Issue.

LETTER FROM THE BOARD

Trading of the H Rights Shares

Dealings in the H Rights Shares in both nil-paid and fully-paid forms registered with the Company's H Share registrar in Hong Kong will be subject to the payment of stamp duty in Hong Kong. A further announcement will be made by the Company regarding the trading arrangements for the H Rights Shares (in both nil-paid and fully-paid forms) after such arrangements have been finalized by the Board.

Status of the H Rights Shares

The H Rights Shares, when allotted and fully paid, will rank pari passu in all respects with the H Shares then in issue. Holders of fully-paid H Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the H Rights Shares.

Rights of Overseas Shareholders

The H Share Rights Issue Prospectus will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will make enquiries regarding the feasibility of extending the H Share Rights Issue to the Overseas Shareholders. If, based on advice received from the relevant legal advisers, the Board considers that it is necessary or expedient not to offer the H Rights Shares to certain Overseas Shareholders (that is, those Overseas Shareholders who are the Excluded Shareholders) on account either of the legal restrictions under the laws of the place of his/her/their registered address(es) or the requirements of the relevant regulatory body or stock exchange in that place, the H Share Rights Issue will not be made available to such Overseas Shareholders.

The Company will send copies of the H Share Rights Issue Prospectus to the Excluded Shareholders for their information only, but the Company will not send any provisional allotment letters or excess application forms to the Excluded Shareholders. A further announcement will be made by the Company before the commencement of the H Share Rights Issue in relation to the basis upon which any such Overseas Shareholders are regarded as Excluded Shareholders.

Arrangements will be made for the H Rights Shares, which would otherwise have been provisionally allotted to the Excluded Shareholders, to be sold in the market in their nil-paid form as soon as practicable after the commencement of the dealings in the nil-paid H Rights Shares, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, will be divided on a pro rata basis to the Excluded Shareholders, provided that the Company will pay individual amounts of more than HK\$100 to the relevant Excluded Shareholders in Hong Kong dollars and will retain individual amounts of HK\$100 or less for its own benefit.

Application for Excess H Rights Shares

Qualified H Shareholders may apply, by way of excess application, for any unsold entitlements of the Excluded Shareholders and for any H Rights Shares provisionally allotted to the Qualified H Shareholders but not accepted.

LETTER FROM THE BOARD

Application for excess H Rights Shares may be made by completing the excess application form to be dispatched to the Qualified H Shareholders together with the H Share Rights Issue Prospectus and lodging the same with a separate remittance for such excess H Rights Shares. The Board or any other person authorized by the Board will allocate the excess H Rights Shares at its discretion on a fair and equitable basis but will give preference to topping-up odd lots to whole board lots.

Conditions of the H Share Rights Issue

It is expected that the H Share Rights Issue will be conditional upon the fulfilment of the following matters:

- (i) the approval of the Rights Issue by the Shareholders at the EGM;
- (ii) the approval of both the H Share Rights Issue and the Domestic Share Rights Issue at the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting, respectively;
- (iii) the approval of the SASAC for the Rights Issue;
- (iv) the approval of the CSRC for the Rights Issue;
- (v) the Listing Committee of the Hong Kong Stock Exchange agreeing to grant the listing of, and permission to deal in, the H Rights Shares in their nil-paid and fully-paid forms, either unconditionally or subject to such conditions which the Company accepts and the satisfaction of such conditions (if any) by no later than the date of posting of the H Share Rights Issue Prospectus;
- (vi) the delivery to the Hong Kong Stock Exchange and filing and registration of all documents in relation to the H Share Rights Issue as required by law to be filed by and registered with the Registrar of Companies in Hong Kong; and
- (vii) the Domestic Share Rights Issue has become unconditional.

None of the above conditions for completion of the H Share Rights Issue may be waived by the Company or has been satisfied as at the date of this circular. If the conditions are not fulfilled, the H Share Rights Issue will not proceed.

FURTHER DETAILS OF THE DOMESTIC SHARE RIGHTS ISSUE

Qualified Domestic Shareholders

To qualify for the Domestic Share Rights Issue, a Shareholder must be registered as a Domestic Shareholder of the Company on the Domestic Share Record Date.

LETTER FROM THE BOARD

Domestic Share Record Date

The Domestic Share Record Date will be determined by the Board at a later time and once so fixed, a further announcement will be made by the Company. The Domestic Share Rights Issue will proceed only after the Rights Issue has been approved by the Shareholders at the EGM, the Domestic Shareholders at the Domestic Shareholders Class Meeting and the H Shareholders at the H Shareholders Class Meeting and all other conditions to the Domestic Rights Issue have been fulfilled. The Domestic Share Record Date will not precede the date of the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting or the date on which all relevant PRC governmental and regulatory approvals have been granted to the Company in relation to the proposed Rights Issue.

Application for the Excess Domestic Rights Shares

Qualified Domestic Shareholders may apply for any Domestic Rights Shares provisionally allotted to the Qualified Domestic Shareholders but not accepted. The Board or any other person authorized by the Board will allocate the excess Domestic Rights Shares on a *pro rata* basis with reference to the number of excess Domestic Rights Shares being applied for if such applications exceed the total number of the Domestic Rights Shares proposed to be issued but not accepted.

Status of the Domestic Rights Shares

The Domestic Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Domestic Shares then in issue. Holders of fully-paid Domestic Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the Domestic Rights Shares. The Domestic Shares are not, and the Domestic Rights Shares will not be, listed on any stock exchanges unless the Domestic Shares and the Domestic Rights Shares are approved by the authorized securities approval authorities of the State Council for listing.

Conditions of the Domestic Share Rights Issue

It is expected that the Domestic Share Rights Issue will be conditional upon the fulfilment of the following matters:

- (i) the approval of the Rights Issue by the Shareholders at the EGM;
- (ii) the approval of both of the Domestic Share Rights Issue and the H Share Rights Issue at the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting, respectively;
- (iii) the approval of the SASAC for the Rights Issue; and
- (iv) the approval of the CSRC for the Rights Issue.

LETTER FROM THE BOARD

None of the above conditions for the completion of the Domestic Share Rights Issue may be waived by the Company or has been satisfied as at the date of this circular. If the conditions are not fulfilled, the Domestic Share Rights Issue will not proceed.

OTHER INFORMATION ABOUT THE PROPOSED RIGHTS ISSUE

Registered Capital and Amendments to the Articles of Association

As a result of the completion of the Rights Issue, the registered capital of the Company will be increased and certain amendments will be made to the articles of association of the Company in relation to such increase in the registered capital of the Company. The Company will duly comply with the relevant PRC laws and regulations and the requirements as set out under the Listing Rules in respect of such amendments to the articles of association of the Company. Details of such amendments will be provided to the Shareholders in a further announcement to be issued by the Company in due course.

Shareholders' Approval for the Rights Issue

Under applicable PRC laws and regulations and the articles of association of the Company, the following Shareholders' approvals are required for the Rights Issue:

- (i) approval of the Rights Issue (both the Domestic Share Rights Issue and the H Share Rights Issue) by a special resolution passed at the EGM by at least two-thirds of the Shares with voting rights represented by the Shareholders (or their proxies) attending the EGM;
- (ii) approval of the Rights Issue (both the Domestic Share Rights Issue and the H Share Rights Issue) by a special resolution passed at the Domestic Shareholders Class Meeting by at least two-thirds of the Domestic Shares with voting rights represented by the Domestic Shareholders (or their proxies) attending the Domestic Shareholders Class Meeting;
- (iii) approval of the Rights Issue (both the Domestic Share Rights Issue and the H Share Rights Issue) by a special resolution passed at the H Shareholders Class Meeting by at least two-thirds of the H Shares with voting rights represented by the H Shareholders (or their proxies) attending the H Shareholders Class Meeting;
- (iv) approval of the increase in the registered capital of the Company as a result of the completion of the Rights Issue by a special resolution passed at the EGM by at least two-thirds of the Shares with voting rights represented by the Shareholders (or their proxies) attending the EGM;
- (v) approval of the amendments to the articles of association of the Company in relation to the increase in the registered capital of the Company as a result of the completion of the Rights Issue by a special resolution passed at the EGM by at least two-thirds of the Shares with voting rights represented by the Shareholders (or their proxies) attending the EGM; and

LETTER FROM THE BOARD

- (vi) authorization to the Board (and any Director or senior management member delegated by the Board) to take any action and execute any document as it thinks necessary and fit to effect and implement the Rights Issue (both the Domestic Share Rights Issue and the H Share Rights Issue) by at least two-thirds of the Shares with voting rights represented by the Shareholders (or their proxies) attending the EGM.

Appropriate resolutions will be proposed at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting to obtain such approvals.

Underwriting

The Company intends to proceed with the H Share Rights Issue on a fully underwritten basis in accordance with Rule 7.19(1) of the Listing Rules and such underwriting will be conducted in accordance with the requirements of the Listing Rules. Details of the underwriting arrangement in relation to the H Share Rights Issue will be provided to the Shareholders in a further announcement on the H Share Rights Issue to be issued by the Company in due course.

Under PRC laws, there is no requirement that the Domestic Share Rights Issue be fully underwritten. Qualified Domestic Shareholders may apply for any Domestic Rights Shares provisionally allotted to the Qualified Domestic Shareholders but not accepted.

Reasons for the Rights Issue and Use of Proceeds

All the proceeds raised from the Rights Issue, after deduction of all the relevant expenses, shall be mainly used for the following purposes:

- (i) up to RMB2 billion to be used in the Group's overseas expansion as well as the continuing development of non-telecommunications operator businesses in our domestic markets, including the initial deployment of capital and ongoing financial resources required for our projects, such as the purchase of equipment;
- (ii) up to RMB1.5 billion for potential acquisition of strategic assets and joint venture opportunities;
- (iii) up to RMB1.5 billion for the Group's operations center and investment in research and development and related infrastructure; and
- (iv) up to RMB1 billion for general corporate purposes.

The Directors are of the view that the Rights Issue is in the interests of the Company and the Shareholders as a whole and the Rights Issue is an appropriate means of raising capital to support the Company's continuing development and business growth.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the Company's current shareholding structure and its proposed shareholding structure upon completion of the Rights Issue (assuming the Rights Issue is conducted on the basis of four (4) Rights Shares for every ten (10) existing Shares with full subscription for the Rights Shares and assuming no change in the issued share capital of the Company between the Latest Practicable Date and the Record Date):

Share Class	Total number of issued Shares before the Rights Issue as at the Latest Practicable Date	Percentage of the total number of issued Shares	Number of Shares to be issued under the Rights Issue	Total number of issued Shares immediately after the Rights Issue	Percentage of the total number of issued Shares immediately after the Rights Issue
H Shares	1,992,850,200	34.53%	797,140,080	2,789,990,280	34.53%
Domestic Shares	3,778,831,800	65.47%	1,511,532,720	5,290,364,520	65.47%
TOTAL	<u>5,771,682,000</u>	<u>100.00%</u>	<u>2,308,672,800</u>	<u>8,080,354,800</u>	<u>100.00%</u>

The Company did not issue any equity securities in the 12 months immediately preceding the date of this circular.

THE EGM

A notice convening the EGM to be held at 10 a.m. on Tuesday, 17 May 2011 is set out on pages 18 to 21 of this circular. At the EGM, resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the Rights Issue and other relevant matters. No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the EGM.

In order to determine the Shareholders who are entitled to attend the EGM, the Company's register of H Shareholders will be closed from Sunday, 17 April 2011 to Tuesday, 17 May 2011 (both days inclusive) during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the Company's register of members on Tuesday, 17 May 2011 are entitled to attend the meeting. In order to qualify to attend and vote at the EGM, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4: 30 p.m. on Friday, 15 April 2011.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Shareholders who intend to attend the EGM by proxy are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to (i) for Domestic Shareholders, the Office of the Board of the Company, at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC; and (ii) for H Shareholders, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish. Shareholders who intend to attend the EGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to the Office of the Board of the Company on or before Wednesday, 27 April 2011.

H SHAREHOLDERS CLASS MEETING

A notice convening the H Shareholders Class Meeting to be held on Tuesday, 17 May 2011 immediately after the EGM, is set out on pages 22 to 25 of this circular. At the H Shareholders Class Meeting, resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the Rights Issue and other relevant matters. No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the H Shareholders Class Meeting.

In order to determine the Shareholders who are entitled to attend the H Shareholders Class Meeting, the Company's register of H Shareholders will be closed from Sunday, 17 April 2011 to Tuesday, 17 May 2011 (both days inclusive) during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the Company's register of members on Tuesday, 17 May 2011 are entitled to attend the meeting. In order to qualify to attend and vote at the H Shareholders Class Meeting, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4: 30 p.m. on Friday, 15 April 2011.

A form of proxy for use at the H Shareholders Class Meeting is enclosed with this circular. Holders of H Shares who intend to attend the H Shareholders Class Meeting by proxy are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for holding the H Shareholders Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the H Shareholders Class Meeting or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the H Shareholders Class Meeting in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to the Office of the Board of the Company on or before Wednesday, 27 April 2011.

LETTER FROM THE BOARD

PROCEDURES FOR VOTING AT THE EGM AND THE H SHAREHOLDERS CLASS MEETING

Resolutions at the EGM and the H Shareholders Class Meeting will be taken by way of poll.

RECOMMENDATION

The Directors believe that the proposals mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all the resolutions on the EGM and the H Shareholders Class Meeting.

By order of the Board
**China Communications Services
Corporation Limited**
Li Ping
Chairman

NOTICE OF THE EGM



中国通信服务
CHINA COMSERVICE

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 People's Republic of China with limited liability)
(Stock Code: 552)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 17 MAY 2011

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Communications Services Corporation Limited (the “Company”) will be held at 10 a.m. on 17 May 2011 (the “EGM”) at No. 19 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People’s Republic of China to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those in the circular of the Company regarding the EGM dated 1 April 2011 (the “Circular”).

As Special Resolutions:

To consider and approve, subject to the fulfilment of the conditions in respect of the Rights Issue as set out in the Circular, the proposed Rights Issue of Domestic Shares and H Shares, on the following terms:

1. Class and par value of the Shares to be issued will be the Domestic Shares and the H Shares of RMB1.00 each;
2. Proportion and number of the Shares to be issued will be up to four (4) Shares for every ten (10) existing Shares in issue as at the record date for the Rights Issue to be determined by the Board;
3. Subscription price for the Rights Issue shall be determined by the Board in consultation with the underwriters based on a discount to market trading prices having regard to the prevailing market conditions at the time, including but not limited to, the trading prices of the H Shares on the secondary markets. Under applicable PRC laws and regulations, the Domestic Rights Shares and H Rights Shares shall be issued at not less than RMB2.53, being the latest audited net asset value per Share as stated in the audited consolidated financial statements of the Company as at 31 December 2010 prepared under PRC GAAP (on the basis of the

NOTICE OF THE EGM

total number of Shares in issue as at 31 December 2010). The subscription prices for the Domestic Rights Issue and the H Share Rights Issue shall be the same based on applicable exchange rate;

4. Target subscribers will be all the existing Shareholders (but excluding the Excluded Shareholders) whose names appear on the registers of members of the Company on the Record Date;
5. Qualified H Shareholders may apply, by way of excess application, for any unsold entitlements of the Excluded Shareholders and for any H Rights Shares provisionally allotted to the Qualified H Shareholders but not accepted. Qualified Domestic Shareholders may apply for any Domestic Rights Shares provisionally allotted to the Qualified Domestic Shareholders but not accepted;
6. All the proceeds raised from the Rights Issue, after deduction of all the relevant expenses, shall be mainly used for the following purposes: (i) up to RMB2 billion to be used in the Group's overseas expansion as well as the continuing development of non-telecommunications operator businesses in our domestic markets, including the initial deployment of capital and ongoing financial resources required for our projects, such as the purchase of equipment; (ii) up to RMB1.5 billion for potential acquisition of strategic assets and joint venture opportunities; (iii) up to RMB1.5 billion for the Group's operations center and investment in research and development and related infrastructure; and (iv) up to RMB1 billion for general corporate purposes;
7. The Board shall be authorized to deal with all the matters in relation to the Rights Issue including without limitation (a) to deal with the relevant regulatory departments, organizations, stock exchanges etc. within and outside the PRC in relation to the Rights Issue in respect of examination, registration, filing, approval and consent procedures; (b) to formulate and implement the final proposal of the Rights Issue, including but not limited to, the timetable of the issue, proportion and number of the Rights Shares, the subscription price for the Rights Shares, size of the fund raising, the subscription procedures and such other matters relating to this Rights Issue; to make corresponding adjustments to the proposal of the Rights Issue having regard to the actual situation, market conditions, policy adjustments and opinions of the regulatory authorities; to determine the timetable of the Rights Issue according to the approvals by the CSRC, the SASAC and the Hong Kong Stock Exchange and the market conditions; (c) to execute, amend, supplement, submit and implement all the agreements, contracts and other documents relating to the Rights Issue, including but not limited to underwriting agreements, announcements and circulars in relation to the Rights Issue; (d) upon completion of this Rights Issue, to complete the formalities regarding the listing of the H Rights Shares on the Hong Kong Stock Exchange; (e) upon completion of this Rights Issue, to amend the relevant provisions of the articles of association of the Company in accordance with the actual condition, and to complete registration at the administrative authority for

NOTICE OF THE EGM

industry and commerce and other relevant matters and (f) subject to the relevant laws and regulations, to complete other matters which it deems necessary, appropriate or proper for the Rights Issue. The Board shall also be authorized to, subject to relevant laws and regulations, delegate such powers to any two of the three Directors, namely Mr. Li Ping, Mr. Zheng Qibao and Ms. Hou Rui, to jointly deal with all the matters in relation to the Rights Issue; and

8. The above special resolutions shall be valid for 12 months from the date of the approval by the Shareholders.

As an Ordinary Resolution:

To consider and approve, subject to the completion of the Rights Issue:

9. The proposal that existing Shareholders and new Shareholders alike shall be entitled to share in the undistributed profits of the Company accrued before the completion of the Rights Issue based on their respective shareholding after the completion of the Rights Issue.

By order of the Board
**China Communications Services
Corporation Limited**
Li Ping
Chairman

Beijing, the PRC

1 April 2011

Notes:

1. Shareholders who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on 15 April 2011 and then register as shareholders on the register of members of the Company are entitled to attend the extraordinary general meeting.
2. Each shareholder entitled to attend and vote at the extraordinary general meeting may appoint one or more proxies to attend and vote on his behalf at the extraordinary general meeting. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the Circular.

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 or to Computershare Hong Kong Investor Services Limited for holders of H shares not less than 24 hours before the designated time for holding the extraordinary general meeting. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the extraordinary general meeting if he so wishes.

The address of the H share registrar of the Company is as follows:

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

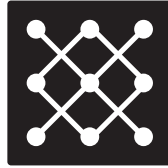
NOTICE OF THE EGM

3. The registration procedure for attending the extraordinary general meeting:
 - (a) shareholders attending the extraordinary 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 its board or other decision making authority shall present a copy of the relevant resolution of its board or other decision making authority in order to attend the extraordinary general meeting.
 - (b) shareholders intending to attend the extraordinary 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 27 April 2011.
4. Closure of the register of members:

The register of members of the Company will be closed from 17 April 2011 to 17 May 2011 (both days inclusive).
5. The extraordinary general meeting is expected to last for half a day and shareholders (in person or by proxy) attending the extraordinary general meeting shall be responsible for their own transport and accommodation expenses.
6. The address of the Office of the Board of the Company 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
7. All proposed resolutions in this notice shall be voted by poll.
8. As at the date of this notice, our executive directors are Mr. Li Ping (Chairman), Mr. Zheng Qibao (President), Mr. Yuan Jianxing (Executive Vice President) and Ms. Hou Rui (Executive Vice President and Chief Financial Officer), our non-executive directors are Mr. Liu Aili and Mr. Zhang Junan, and our independent non-executive directors are Mr. Wang Jun, Mr. Chan Mo Po, Paul, Mr. Zhao Chunjun, Mr. Wu Shangzhi and Mr. Hao Weimin.

NOTICE OF THE H SHAREHOLDERS CLASS MEETING



中国通信服务
CHINA COMSERVICE

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 People's Republic of China with limited liability)
(Stock Code: 552)

NOTICE OF THE H SHAREHOLDERS CLASS MEETING TO BE HELD ON 17 MAY 2011

NOTICE IS HEREBY GIVEN that the H shareholders class meeting of China Communications Services Corporation Limited (the “Company”) will be held immediately after the EGM on 17 May 2011 (the “H Shareholders Class Meeting”) at No. 19 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People’s Republic of China to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those in the circular of the Company regarding the H Shareholders Class Meeting dated 1 April 2011 (the “Circular”).

As Special Resolutions:

To consider and approve, subject to the fulfilment of the conditions in respect of the Rights Issue as set out in the Circular, the proposed Rights Issue of Domestic Shares and H Shares, on the following terms:

1. Class and par value of the Shares to be issued will be the Domestic Shares and the H Shares of RMB1.00 each;
2. Proportion and number of the Shares to be issued will be up to four (4) Shares for every ten (10) existing Shares in issue as at the record date for the Rights Issue to be determined by the Board;
3. Subscription price for the Rights Issue shall be determined by the Board in consultation with the underwriters based on a discount to market trading prices having regard to the prevailing market conditions at the time, including but not limited to, the trading prices of the H Shares on the secondary markets. Under applicable PRC laws and regulations, the Domestic Rights Shares and H Rights Shares shall be issued at not less than RMB2.53, being the latest audited net asset value per Share as stated in the audited consolidated financial statements of the Company as at 31 December 2010 prepared under PRC GAAP (on the basis of the

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

total number of Shares in issue as at 31 December 2010). The subscription prices for the Domestic Rights Issue and the H Share Rights Issue shall be the same based on applicable exchange rate;

4. Target subscriber will be all the existing Shareholders (but excluding the Excluded Shareholders) whose names appear on the registers of members of the Company on the Record Date;
5. Qualified H Shareholders may apply, by way of excess application, for any unsold entitlements of the Excluded Shareholders and for any H Rights Shares provisionally allotted to the Qualified H Shareholders but not accepted. Qualified Domestic Shareholders may apply for any Domestic Rights Shares provisionally allotted to the Qualified Domestic Shareholders but not accepted;
6. All the proceeds raised from the Rights Issue, after deduction of all the relevant expenses, shall be mainly used for the following purposes: (i) up to RMB2 billion to be used in the Group's overseas expansion as well as the continuing development of non-telecommunications operator businesses in our domestic markets, including the initial deployment of capital and ongoing financial resources required for our projects, such as the purchase of equipment; (ii) up to RMB1.5 billion for potential acquisition of strategic assets and joint venture opportunities; (iii) up to RMB1.5 billion for the Group's operations center and investment in research and development and related infrastructure; and (iv) up to RMB1 billion for general corporate purposes;
7. The Board shall be authorized to deal with all the matters in relation to the Rights Issue including without limitation (a) to deal with the relevant regulatory departments, organizations, stock exchanges etc. within and outside the PRC in relation to the Rights Issue in respect of examination, registration, filing, approval and consent procedures; (b) to formulate and implement the final proposal of the Rights Issue, including but not limited to, the timetable of the issue, proportion and number of the Rights Shares, the subscription price for the Rights Shares, size of the fund raising, the subscription procedures and such other matters relating to this Rights Issue; to make corresponding adjustments to the proposal of the Rights Issue having regard to the actual situation, market conditions, policy adjustments and opinions of the regulatory authorities; to determine the timetable of the Rights Issue according to the approvals by the CSRC, the SASAC and the Hong Kong Stock Exchange and the market conditions; (c) to execute, amend, supplement, submit and implement all the agreements, contracts and other documents relating to the Rights Issue, including but not limited to underwriting agreements, announcements and circulars in relation to the Rights Issue; (d) upon completion of this Rights Issue, to complete the formalities regarding the listing of the H Rights Shares on the Hong Kong Stock Exchange; (e) upon completion of this Rights Issue, to amend the relevant provisions of the articles of association of the Company in accordance with the actual condition, and to complete registration at the administrative authority for

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

industry and commerce and other relevant matters and (f) subject to the relevant laws and regulations, to complete other matters which it deems necessary, appropriate or proper for the Rights Issue. The Board shall also be authorized to, subject to relevant laws and regulations, delegate such powers to any two of the three Directors, namely Mr. Li Ping, Mr. Zheng Qibao and Ms. Hou Rui, to jointly deal with all the matters in relation to the Rights Issue; and

8. The above special resolutions shall be valid for 12 months from the date of the approval by the Shareholders.

By order of the Board
**China Communications Services
Corporation Limited**
Li Ping
Chairman

Beijing, the PRC

1 April 2011

Notes:

1. Shareholders who submit the share transfer application forms to the Company's H share registrar before 4:30 p.m. on 15 April 2011 and then register as H shareholders on the register of members of the Company are entitled to attend the H Shareholders Class Meeting.
2. Each H shareholder entitled to attend and vote at the H Shareholders Class Meeting may appoint one or more proxies to attend and vote on his behalf at the H Shareholders Class Meeting. A proxy need not be an H shareholder. Each H shareholder who wishes to appoint one or more proxies should first review the Circular.

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 Computershare Hong Kong Investor Services Limited not less than 24 hours before the designated time for holding the H Shareholders Class Meeting. Completion and return of a form of proxy will not preclude an H shareholder from attending in person and voting at the H Shareholders Class Meeting if he so wishes.

The address of the H share registrar of the Company is as follows:

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

3. The registration procedure for attending the H Shareholders Class Meeting:
 - (a) shareholders attending the H Shareholders Class 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 its board or other decision making authority shall present a copy of the relevant resolution of its board or other decision making authority in order to attend the H Shareholders Class Meeting.
 - (b) shareholders intending to attend the H Shareholders Class Meeting shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before 27 April 2011.

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

4. Closure of the register of members:

The register of members of the Company will be closed from 17 April 2011 to 17 May 2011 (both days inclusive).

5. The H Shareholders Class Meeting is expected to last for half a day and H shareholders (in person or by proxy) attending the H Shareholders Class Meeting shall be responsible for their own transport and accommodation expenses.

6. The address of the Office of the Board of the Company is as follows:

No. 19, Chaoyangmen Beidajie
Dongcheng District, Beijing 100010, PRC
Contact person: Chung Wai Cheung, Terence
Telephone: (8610) 5850 2290
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7. All proposed resolutions in this notice shall be voted by poll.

8. As at the date of this notice, our executive directors are Mr. Li Ping (Chairman), Mr. Zheng Qibao (President), Mr. Yuan Jianxing (Executive Vice President) and Ms. Hou Rui (Executive Vice President and Chief Financial Officer), our non-executive directors are Mr. Liu Aili and Mr. Zhang Junan, and our independent non-executive directors are Mr. Wang Jun, Mr. Chan Mo Po, Paul, Mr. Zhao Chunjun, Mr. Wu Shangzhi and Mr. Hao Weimin.