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# **China Telecom Corporation Limited**

## **中国电信股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 728)**

### **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 6 JANUARY 2023 AND CHANGE OF DIRECTORS AND MEMBERS OF SPECIAL COMMITTEES OF THE BOARD**

The Board of the Company is pleased to announce that all the proposed resolutions were duly passed by shareholders by way of poll at the EGM held on 6 January 2023.

References are made to the circular (the “Circular”) and the notice (the “Notice”) of extraordinary general meeting (the “EGM” or the “Meeting”) of China Telecom Corporation Limited (the “Company”) dated 13 December 2022 and the supplemental circular (the “Supplemental Circular”) and supplemental notice (the “Supplemental Notice”) of EGM dated 19 December 2022. Unless otherwise defined in this announcement, terms used herein shall have the same meanings as defined in the Circular, the Notice, the Supplemental Circular and the Supplemental Notice.

The Board is pleased to announce that the EGM was held at 10:00 a.m. on Friday, 6 January 2023 at China Telecom Museum, No.42 Xueyuan Road, Haidian District, Beijing, PRC.

#### **I. CONVENING AND ATTENDANCE OF THE MEETING**

##### **(I) Convening of the Meeting**

The EGM was convened by the Board and chaired by Mr. Ke Ruiwen, the Chairman of the Company. The calling, convening and voting procedure of the Meeting were in compliance with relevant requirements of laws including the Company Law of the PRC, the regulations and regulatory documents as well as the Articles of Association of the Company.

The Meeting adopted the method combined on-site voting with internet voting. Internet voting was conducted through the trading system and the internet voting platform (website: <http://vote.sseinfo.com>) of the Shanghai Stock Exchange, and was participated by holders of A Shares of the Company.

## (II) Attendance of the Meeting

The total number of issued shares of the Company as at the date of the EGM was 91,507,138,699 (including 77,629,728,699 A Shares and 13,877,410,000 H Shares), which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the EGM. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the EGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions proposed at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). No Shareholder was required under the Listing Rules to abstain from voting on the resolutions proposed at the EGM. None of the Shareholders has stated his intention in the Circular or the Supplemental Circular to vote against or to abstain from voting on the resolutions proposed at the EGM.

A total of 105 Shareholders and proxies of Shareholders, holding an aggregate of 68,740,151,849 Shares of the Company with voting rights (including 65,736,353,966 A Shares and 3,003,797,883 H Shares), representing 75.119988% of the total number of shares of the Company with voting rights were present at the Meeting.

The Company has 9 Directors and 9 Directors attended the Meeting. The Company has 5 Supervisors and 1 Supervisor attended the Meeting. Madam Han Fang, Mr. Zhang Jianbin, Mr. Xu Shiguang and Madam Wang Yibing, Supervisors of the Company, were unable to attend the Meeting due to other arrangements. Mr. Xia Bing, an Executive Vice President of the Company and a proposed Director, Mr. Li Yinghui, an Executive Vice President, the Chief Financial Officer and Secretary of the Board of the Company and a proposed Director, Mr. Ng, Kar Ling Johnny and Mr. Chen Dongqi, the proposed Independent Directors attended the Meeting.

## II. POLL RESULTS OF THE EGM

The Shareholders and proxies of Shareholders present at the EGM considered and approved the following resolutions as stated in the Circular and the Supplemental Circular by on-site voting combined with internet voting. The poll results in respect of the proposed resolutions at the EGM were as follows:

### ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to Directors' remuneration proposal.

TYPE OF SHARES	FOR		AGAINST		ABSTAIN	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	65,733,801,466	99.996117	2,552,400	0.003883	100	0.000000
H Shares	3,003,693,883	99.996538	102,000	0.003395	2,000	0.000067
Ordinary shares in total	68,737,495,349	99.996135	2,654,400	0.003862	2,100	0.000003

As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an

ordinary resolution.

2. To consider and approve the resolution in relation to entering into agreements in relation to affiliated transactions with China Tower Corporation Limited and the expected 2023 annual caps in respect of such affiliated transactions.

TYPE OF SHARES	FOR		AGAINST		ABSTAIN	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	65,733,943,666	99.996333	2,410,200	0.003667	100	0.000000
H Shares	2,980,035,883	99.208935	102,000	0.003395	23,660,000	0.787670
Ordinary shares in total	68,713,979,549	99.961926	2,512,200	0.003654	23,660,100	0.034420

As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

#### ORDINARY RESOLUTIONS (CUMULATIVE VOTING)

3. To consider and approve the resolutions in relation to the election of Directors (excluding the Independent Directors):

No.	Resolutions	Number of votes for	Percentage of votes carrying valid voting rights at the Meeting (%)	Elected or not
3.01	THAT the election of Mr. Xia Bing as a Director of the Company be and is hereby considered and approved.	68,559,846,988	99.737701	Elected
3.02	THAT the election of Mr. Li Yinghui as a Director of the Company be and is hereby considered and approved.	68,559,959,485	99.737864	Elected

As more than 1/2 of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.

4. To consider and approve the resolutions in relation to the election of Independent Directors:

No.	Resolutions	Number of votes for	Percentage of votes carrying valid voting rights at the Meeting (%)	Elected or not
4.01	THAT the election of Mr. Ng, Kar Ling Johnny as an Independent Director of the Company be and is hereby considered and approved.	68,603,616,854	99.801375	Elected
4.02	THAT the election of Mr. Chen Dongqi as an Independent Director of the Company be and is hereby considered and approved.	68,603,504,353	99.801212	Elected

As more than 1/2 of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.

In compliance with the applicable Listing Rules, Computershare Hong Kong Investor Services Limited, registrar of the Company's H Shares, acted as the scrutineer for the vote-taking at the EGM.

### III. WITNESS BY LAWYERS

The EGM was witnessed by lawyers from Haiwen & Partners, the PRC legal adviser to the Company. According to the legal opinion issued by Haiwen & Partners, the calling and convening procedures of the EGM, the qualifications of the attendees and the voting process of the EGM are in compliance with the requirements of the relevant laws, regulations and the Articles of Association. The voting results of the EGM are lawful and valid.

### IV. CHANGE OF DIRECTORS AND MEMBERS OF SPECIAL COMMITTEES OF THE BOARD

The appointments of Mr. Xia Bing ("Mr. Xia") and Mr. Li Yinghui ("Mr. Li") as Executive Directors of the Company and Mr. Ng, Kar Ling Johnny ("Mr. Ng") and Mr. Chen Dongqi ("Mr. Chen") as Independent Non-Executive Directors of the Company were approved at the EGM and their terms of office commence from 6 January 2023 until the annual general meeting of the Company for the year 2022 to be held in year 2023. The Company will enter into a service contract with each of Mr. Xia, Mr. Li, Mr. Ng and Mr. Chen, respectively. The Board further announces that Mr. Li, an Executive Director, Executive Vice President, the Chief Financial Officer and Secretary of the Board, has been appointed as the Authorised Representative of the Company with effect from 6 January 2023.

Mr. Xia Bing, age 49, an Executive Director and Executive Vice President of the Company, is a senior engineer with a doctor degree in economics. Mr. Xia previously served as Chairman and General Manager of China Mobile Group Qinghai Co., Ltd., General Manager of Marketing Department of China Mobile Communications Group Co., Ltd., Chairman and General Manager of China Mobile Group Beijing Co., Ltd., a Non-executive Director of Phoenix Media Investment

(Holdings) Limited which is listed on the Main Board of the Stock Exchange (formerly known as “Phoenix Satellite Television Holdings Limited”), a Non-executive Director of Shanghai Pudong Development Bank Co., Ltd. which is listed on the Shanghai Stock Exchange and a Director of True Corporation Public Company Limited which is listed on the Stock Exchange of Thailand. He is currently a Vice President of China Telecommunications Corporation. Mr. Xia has extensive experience in management and the telecommunications industry.

Mr. Li Yinghui, age 52, an Executive Director, Executive Vice President, the Chief Financial Officer and Secretary of the Board of the Company, is a senior accountant, a member of the Chinese Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants with a master degree in accountancy. Mr. Li previously served as a Deputy Director of Financial Department of China Huaneng Group Co., Ltd. (formerly known as “China Huaneng Group”), a Director of Financial and Budget Department of Huaneng Power International, Inc. which is listed on the Main Board of Shanghai Stock Exchange and the Main Board of the Stock Exchange respectively and a Director of Financial and Asset Management Department of China Huaneng Group Co., Ltd.. He is currently the Chief Accountant of China Telecommunications Corporation. Mr. Li has extensive experience in finance, management and the fundamental industry.

Mr. Ng, Kar Ling Johnny, age 62, is an Independent Non-Executive Director of the Company. He is currently a practising Certified Public Accountant in Hong Kong, a practising auditor and accountant in Macau, a Fellow of the Hong Kong Institute of Certified Public Accountants (FCPA), a Fellow of the Association of Chartered Certified Accountant (FCCA), and a Fellow of the Institute of Chartered Accountants in England and Wales (FCA). Mr. Ng obtained a bachelor’s degree and a master’s degree in business administration from the Chinese University of Hong Kong in 1984 and 1999, respectively. Mr. Ng joined KPMG (Hong Kong) in 1984 and became a Partner in 1996. He acted as a Managing Partner from June 2000 to September 2015 and a Vice Chairman of KPMG China from October 2015 to March 2016. Mr. Ng currently serves as an independent non-executive director of China Petroleum & Chemical Corporation which is listed on the Stock Exchange and Shanghai Stock Exchange, an independent non-executive director of China Vanke Co., Ltd. which is listed on the Stock Exchange and Shenzhen Stock Exchange and an independent non-executive director of Metallurgical Corporation of China Ltd. which is listed on the Stock Exchange and Shanghai Stock Exchange. He previously served as an independent director of Fangdd Network Group Ltd. which is listed on Nasdaq.

Mr. Chen Dongqi, age 66, is an Independent Non-Executive Director of the Company. Mr. Chen is an economist, a young-to-middle-aged expert with outstanding contributions at Chinese Academy of Social Sciences (1997) and a member of Chinese Economists 50 Forum since 1998. Mr. Chen served as the director of Economics Research Institute of the State Planning Commission, an Executive Vice President of the Academy of Macroeconomics Research of the National Development and Reform Commission, an economics advisor for Beijing, Guangdong province and Shanxi province. Mr. Chen is currently a professor and Ph.D. tutor of the Graduate School at Chinese Academy of Social Sciences, a member of the Expert Team for Yangtze River Delta Integration and the Expert Committee of Sichuan Provincial Government, and an executive council member of Sun Yefang Foundation. Mr. Chen mainly focuses on the research of macroeconomics theory and policy.

Save as disclosed above, Mr. Xia, Mr. Li, Mr. Ng and Mr. Chen did not hold any directorship in any other listed companies in the past three years nor do they currently take up any other position in any group companies of the Company, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. In addition, none of Mr. Xia, Mr. Li, Mr. Ng and Mr. Chen has any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no other information relating to the appointments of Mr. Xia, Mr. Li, Mr. Ng and Mr. Chen that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters which need to be brought to the attention of the Shareholders.

Reference is made to the announcement of the Company dated 16 August 2022 in relation to the resignation and proposed appointments of Independent Non-Executive Directors and the Circular dated 13 December 2022. As Madam Chen Lihua will not seek appointment as an Independent Non-Executive Director of the Company for personal reasons, Madam Wang Hsuehming will continue to carry out her duties as an Independent Non-Executive Director till the date of election of a new Independent Non-Executive Director at a Shareholders' meeting to be convened. The resignation of Mr. Tse Hau Yin, Aloysius ("Mr. Tse") and Mr. Xu Erming ("Mr. Xu") takes effect on the date of election of the new Independent Non-Executive Directors at the EGM. Mr. Tse and Mr. Xu have respectively confirmed that they have no disagreement with the Board, and did not have any matters in relation to their resignation that should be brought to the attention of the Shareholders. The Board would like to express their sincere gratitude to Mr. Tse and Mr. Xu for their fulfillment of duties with diligence and valuable contribution to the Company during their tenure of office.

In addition, the below arrangement in relation to the special committees of the Board takes effect on the date of election of the new Independent Non-Executive Directors at the EGM:

<b>Audit Committee</b>	Mr. Ng, Kar Ling Johnny, Madam Wang Hsuehming, Mr. Yeung Chi Wai, Jason and Mr. Chen Dongqi will serve as members, and Mr. Ng, Kar Ling Johnny will serve as the Chairman of the Audit Committee as well.
<b>Remuneration Committee</b>	Mr. Yeung Chi Wai, Jason, Mr. Ng, Kar Ling Johnny and Madam Wang Hsuehming will serve as members, and Mr. Yeung Chi Wai, Jason will serve as the Chairman of the Remuneration Committee as well.
<b>Nomination Committee</b>	Mr. Chen Dongqi, Mr. Ng, Kar Ling Johnny and Mr. Yeung Chi Wai, Jason will serve as members, and Mr. Chen Dongqi will serve as the Chairman of the Nomination Committee as well.

The Company takes this opportunity to welcome Mr. Xia Bing, Mr. Li Yinghui, Mr. Ng, Kar Ling Johnny and Mr. Chen Dongqi to the Board.

By Order of the Board  
**China Telecom Corporation Limited**  
**Wong Yuk Har**  
*Company Secretary*

Beijing, China, 6 January 2023

As at the date of this announcement, the Board of Directors of the Company consists of Mr. Ke Ruiwen (as the Chairman and Chief Executive Officer); Mr. Shao Guanglu (as the President and Chief Operating Officer); Mr. Liu Guiqing, Mr. Tang Ke, Mr. Xia Bing and Mr. Li Yinghui (as the Chief Financial Officer) (all as the Executive Vice Presidents); Mr. Chen Shengguang (as the Non-Executive Director); Mr. Ng, Kar Ling Johnny, Madam Wang Hsuehming, Mr. Yeung Chi Wai, Jason and Mr. Chen Dongqi (all as the Independent Non-Executive Directors).