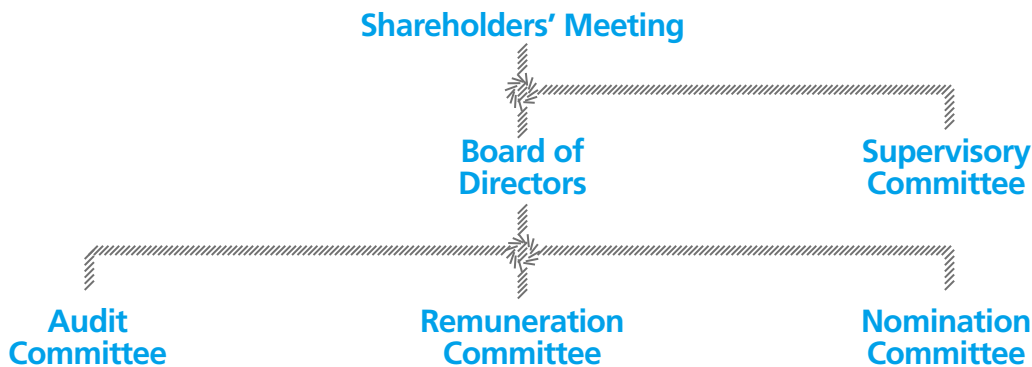


## CORPORATE GOVERNANCE REPORT



### An Overview of Corporate Governance

The Company strives to maintain a high level of corporate governance and has inherited an excellent, prudent and efficient corporate governance style and continuously improves its corporate governance methodology, regulates its operations, improves its internal control mechanism, implements sound corporate governance and disclosure measures, and ensures that the Company's operations are in line with the long-term interests of the Company and its shareholders as a whole. In 2015, the Shareholders' Meeting, the Board and the Supervisory Committee maintained efficient operations in accordance with the operating specifications, and the Company continued to optimise the organisation structure and has achieved a breakthrough in its mechanism innovation, which well supported the Company's strategic transformation. The Company further optimised its internal control and integrated comprehensive risk management into its operational practice. The sustained enhancement of the Company's corporate governance ensured alignment with the long-term best interest of shareholders and firmly protected the interests of shareholders.

As a company incorporated in the PRC, the Company adopts the Company Law of the People's Republic of China and other related laws and regulations as the basic guidelines for the Company's corporate governance. As a company dual-listed in Hong Kong and the United States, the current Articles of Association are in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules") and the regulatory requirements for non-US companies listed in the United States, and these rules serve as guidances for the Company to improve the foundation of its corporate governance. The Company has regularly published statements relating to its internal control in accordance with the US Sarbanes-Oxley Act and the regulatory requirements of the U.S. Securities and Exchange Commission (SEC) and the New York Stock Exchange to confirm its compliance with related financial reporting, information disclosure, corporate internal control requirements and other regulatory requirements.

For the financial year ended 31 December 2015, save that the roles of Chairman and Chief Executive Officer of the Company were performed by the same individual, the Company has been in compliance with all the code provisions under the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. In the Company's opinion, through supervision by the Board and the Independent Non-Executive Directors, with effective control of the Company's

internal check and balance mechanism, the same individual performing the roles of Chairman and Chief Executive Officer can achieve the goal of improving the Company's efficiency in decision-making and execution and effectively capturing business opportunities. Many leading international corporations also have similar arrangements.

In 2015, the Company's continuous efforts in corporate governance gained wide recognition from the capital markets and the Company was accredited with a number of awards. The Company was voted the "No.1 Best Managed Company in Asia" by Euromoney for 6 consecutive years, while at the same time being ranked as the "No.1 Best Managed Company in Telecommunications Sector in Asia". The Company was accredited by the investors as the "Overall Best Managed Company in Asia", the "No. 1 Best Managed Company in China" and the "No. 1 Best Investor Relations in China" for 5 consecutive years in the Asia's Best Companies Poll 2015 organised by FinanceAsia. The Company was voted by investors as the "Most Honored Company in Asia" and "Asia's Best Investor Relations Company in Telecommunications Sector" in 2015 All – Asia-Executive-Team ranking organised by Institutional Investor for five consecutive years. The Company was accredited the "Platinum Award for All-Round Excellence" in

the poll of Corporate Awards 2015 by The Asset. In addition, the Company was awarded the "The Best of Asia – Icon on Corporate Governance" by Corporate Governance Asia for 3 consecutive years.

### Overall Structure of the Corporate Governance

A double-tier structure has been adopted as the overall structure for corporate governance: the Board and the Supervisory Committee are established under the Shareholders' Meeting. The Audit Committee, Remuneration Committee and Nomination Committee were established under the Board. The Board is authorised by the Articles of Association to make major decisions on the Company's operation and to oversee the daily management and operations of the senior management. The Supervisory Committee is mainly responsible for the supervision of the performance of duties by the Board and the senior management. Each of the Board and the Supervisory Committee is independently accountable to the Shareholders' Meeting.

### Shareholders' Meeting

In 2015, the Company convened 3 Shareholders' Meetings including an annual general meeting ("AGM") for the year 2014 and 2 extraordinary general meetings ("EGM"). The AGM held on 27 May 2015 reviewed and approved numerous resolutions such as the financial statements for the year 2014, Report of the Independent International Auditor, proposal for profit and dividends distribution, authorisation to the Board for the formulation of budget for the year 2015, appointment and remuneration of auditors, authorisation to the Board to issue debentures, appointment of the Supervisors, and amendments to the Articles of Association of the Company, which mainly include the incorporation of LTE/4G digital cellular mobile service (TD-LTE and LTE FDD), the IPTV transmission service, value-added





telecommunications services, the qualification for Internet mapping services, and the network culture operation into the Company's scope of business. An EGM was held on 23 October 2015 to approve the election of Mr. Chang Xiaobing as a Director of the Company. In addition, an EGM was held on 27 November 2015 to approve the renewal of continuing connected transactions and the revised annual cap for year 2015 contemplated under the Engineering Framework Agreement.

Since the Company's listing in 2002, at each of the Shareholders' Meetings a separate shareholders' resolution was proposed by the Company in respect of each independent item. The circulars to shareholders also provided details about the resolutions. All votes on resolutions tabled at the Shareholders' Meetings of the Company were conducted by poll and all voting results were published on the websites of the Company and The Stock Exchange of Hong Kong Limited. The Company attaches great importance to the Shareholders' Meetings and the communication between Directors and shareholders. The Directors provided detailed and complete answers to the questions raised by

shareholders at the Shareholders' Meetings. The Board adopted the shareholders communication policy to ensure that the shareholders are provided with comprehensive, equal, understandable and publicised information of the Company on a timely basis and to strengthen the communication between the Company, and the shareholders and investors.

#### Board of Directors

As at 31 December 2015, the Board comprises 10 Directors with 5 Executive Directors, 1 Non-Executive Director and 4 Independent Non-Executive Directors. The compositions of the Audit Committee, Remuneration Committee and Nomination Committee under the Board consist solely of Independent Non-Executive Directors, which ensure that the Committees are able to provide sufficient review and check and balance, and make effective judgements to protect the interests of shareholders and the Company as a whole. The number of Independent Non-Executive Directors exceeds one-third of the members of the Board. Mr. Tse Hau Yin, Aloysius, the Chairman of the Audit Committee, is an internationally

renowned financial expert with expertise in accounting and financial management. The term of office for the 5th session of the Board lasts for 3 years, starting from May 2014 until the day of the Company's annual general meeting in 2017, upon which the 6th session of the Board will be elected.

In August 2013, the Company adopted the Board diversity policy. The Company believes that Board diversity will contribute significantly to the enhancement of the level of performance of the Company. In order to achieve a sustainable and balanced development, the Company views the increasing Board diversity as a key element for supporting its strategic goals and maintaining sustainable development. In determining the composition of the Board, the Company takes into account diversity of the Board from a number of perspectives, including but not limited to gender, age, education background or professional experience, skills, knowledge, duration of service, etc. All appointments made or to be made by the Board are merit-based, and candidates are selected based on objective criteria, giving full consideration to the benefits in terms of Board diversity. Final decisions are based on each candidate's attributes and the contributions to be made to the Board. The Nomination Committee oversees the implementation of policies, reviews existing policies as and when appropriate, and recommends proposals for revisions for the Board's approval. Biographical details of existing Directors are set out in the "Directors, Supervisors and Senior Management" section of this Annual Report. The Company believes that the Board currently comprises experts from diversified professions such as telecommunications, finance, banking, law and management, and is diversified in terms of gender, age, duration of service, etc., which contributes to the enhanced management standard and more regulated operation of corporate governance of the Company, and results in a more comprehensive and balanced Board structure and decision-making process.

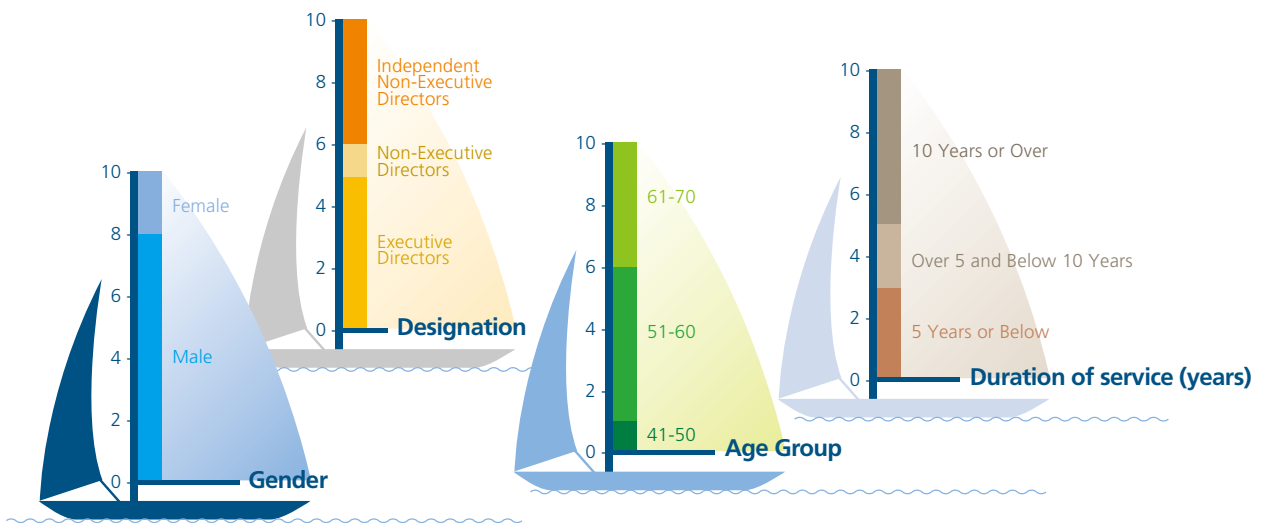
The Company strictly complies with the Corporate Governance Code under the Listing Rules to

rigorously regulate the operating procedures of the Board and its committees, and to ensure that the procedures of Board meetings are in compliance with related rules in terms of organisation, regulations and personnel. The Board responsibly and effectively supervises the preparation of financial statements for each financial period, so that such financial statements truly and fairly reflect the financial condition, the operating results and cash flows of the Company for such period. In preparing the financial statements for the year ended 31 December 2015, the Directors adopted appropriate accounting policies and made prudent, fair and reasonable judgements and estimates, and prepared the financial statements on a going concern basis.

The Articles of Association of the Company regulate that the Board is accountable to the Shareholders' Meetings, and its duties mainly include the execution of resolutions, formulation of major operational decisions, financial proposals and policies, formulation of the Company's basic management system, and the appointment of managers and other senior management personnel of the Company. The Articles of Association also clearly define the respective duties of the Board and the management. The management is responsible for the operation and management of the Company, the implementation of the Board resolutions and the annual operation plans and investment proposals of the Company, formulating the proposal of the Company's internal administrative organisations and sub-organisations, and performing other duties as authorised by the Articles of Association and the Board. In order to maintain highly efficient operations, as well as flexibility and swiftness in operational decision-making, the Board may delegate its management and administrative powers to the management when necessary, and shall provide clear guidance regarding such delegation so as to avoid seriously impeding or undermining the capabilities of the Board when exercising its powers as a whole.

All members of the Board/Committees are informed of the meeting schedule for the Board/

### The below sets out the analysis of the composition of the Board as at 31 December 2015:



Committees for the year at the beginning of each year. In addition, all Directors will receive meeting notification at least 14 days prior to the meeting under normal circumstances. The Company Secretary is responsible for ensuring that the Board meetings comply with all procedures, related rules and regulations while all Directors can make inquiries to the Company Secretary for details to ensure that they have received sufficient information on various matters set out in the meeting agenda.

The Board meets at least 4 times a year. Additional Board Meetings will be held as necessary. In 2015, the Board played a pivotal role in the Company's operation, budgeting, decision-making, supervision, internal control, organisational restructuring and corporate governance. During the year, the Company convened 4 Board meetings, 5 Audit Committee meetings, 1 Nomination Committee meeting, 1 Independent Board Committee meeting; and passed various written resolutions for the Board, Audit Committee and Nomination Committee. In 2015, the Chairman held a meeting with Independent Non-Executive Directors without the presence of Executive Directors to ensure that the opinions

of the Independent Non-Executive Directors have been fully reflected in the Board's operations.

The Board reviewed significant matters including the Company's annual, interim and quarterly financial statements, annual operational, financial and investment budgets, risk management, internal control implementation and assessment report, annual proposal for profit distribution, annual report, interim report and quarterly reports, renewal of and the revised annual caps for continuing connected transactions, the disposal of telecommunications towers and related assets, appointment and remuneration of auditors, and change of Director, Senior Management and Company Secretary of the Company. All Directors performed their fiduciary duties and devoted sufficient time and attention to the affairs of the Company.

The Company determines the Directors' remuneration with reference to factors such as their respective responsibilities and duties in the Company, as well as their experiences and market conditions at the relevant time.

The Board should develop and review the Company's policies and practices on corporate



governance; review and monitor the training and continuous professional development of Directors and Senior Management; review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; develop, review and monitor the code of conducts for employees; review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

#### Directors' training and continuous professional development

The Company also arranges induction activities including the duties and continuing obligations of Directors, relevant laws and regulations, the operation and business of the Company, so that all newly appointed Directors are provided with updated data on industry development. To ensure that the Directors are familiar with the Company's latest operations for decision-

making, the Company arranges for key financial data and operational data to be provided to the Directors on a monthly basis since 2009. Through regular Board Meetings and reports from management, the Directors are able to clearly understand the operations, business strategy and latest development of the Company and the industry. In addition, the Company reminds the Directors of their functions and responsibilities by continuously providing them with information about the latest development of the Listing Rules and other applicable regulations. The Directors also pay visits to our provincial branches from time to time to exchange ideas and to study so as to achieve a better understanding of the latest business developments and to share their valuable experiences. The Directors actively participate in training and continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Company.

During the year, the Directors as at 31 December 2015 have participated in training and continuous professional development activities, and the summary is as follows:

Directors	Types of training
<b>Executive Directors</b>	
Yang Jie	A, B
Zhang Jiping	A, B
Yang Xiaowei	A, B
Sun Kangmin	A, B
Ke Ruiwen	A, B
<b>Non-Executive Director</b>	
Zhu Wei	A, B
<b>Independent Non-Executive Directors</b>	
Tse Hau Yin, Aloysius	A, B
Cha May Lung, Laura	A, B
Xu Erming	A, B
Wang Hsuehming	A, B

A: attending relevant seminars and/or conferences and/or forums; delivering speeches at relevant seminars and/or conferences and/or forums

B: reading or writing relevant newspapers, journals and articles relating to general economy, general business, telecommunications, corporate governance or Directors' duties

### Compliance with the Model Code for Securities Transactions by Directors and Supervisors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules to govern securities transactions by the Directors and Supervisors. Based on the written confirmation from the Directors and Supervisors, the Company's Directors and Supervisors have strictly complied with the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules regarding the requirements in conducting securities transactions. The Company has received annual independence confirmations from each of the Independent Non-Executive Directors, and considers them to be independent.

### Audit Committee

At 31 December 2015, the Audit Committee comprised 3 Independent Non-Executive Directors, Mr. Tse Hau Yin, Aloysius as the Chairman and Mr. Xu Erming and Madam Wang Hsuehming as the members. The Charter of the Audit Committee clearly defines the status, structure and qualifications, work procedures, duties and responsibilities, funding and remuneration, etc. of the Audit Committee. The Audit Committee's principal duties include the supervision of the truthfulness and completeness of the Company's financial statements, the effectiveness and completeness of the Company's internal control and risk management systems as well as the work of the Company's Internal Audit Department. It is also responsible for the supervision and review of the qualifications, selection and appointment, independence and services of external independent auditors. The Audit Committee ensures that the management has discharged its duty to establish and maintain an effective risk management and internal control system including the adequacy of resources, qualifications and experience of staff fulfilling the accounting,

internal control and financial reporting function of the Company together with the adequacy of the staff's training programmes and the related budget. The Audit Committee also has the authority to set up a reporting system to receive and handle cases of complaints or complaints made on an anonymous basis regarding the Company's accounting, internal control and audit matters. The Audit Committee is responsible to and regularly reports its work to the Board.

In 2015, pursuant to the requirements of the governing laws and regulations of the places of listing and the Charter of the Audit Committee, the Audit Committee fully assumed its responsibilities within the scope of the clear mandate from the Board. The Audit Committee proposed a number of practical and professional recommendations for improvement based on the Company's actual circumstances in order to promote the continuous improvement and perfection of corporate management. The Audit Committee has provided important support to the Board and played a significant role in protecting the interests of independent shareholders.

In 2015, the Audit Committee convened 5 meetings and passed 2 written resolutions, in which it reviewed important matters related to the Company's annual, interim and quarterly financial statements, assessment of the qualifications, independence, performance, appointments and remuneration of the external auditors, effectiveness of risk management, internal control, internal audit, renewal of and revised annual cap for continuing connected transactions. The Audit Committee reviewed the annual audited reports, interim review reports and quarterly agreed-upon procedures reports prepared by the external auditors, communicated with the management and the external auditors in regards to the regular financial reports and proposed them for the Board's approval after review and approval. The Audit Committee received quarterly reports in relation to the internal audit and

connected transactions and provided guidance to the Internal Audit Department. Additionally, the Audit Committee reviewed the internal control assessment report and the attestation report, followed up with the implementation procedures of the recommendations proposed by the external auditors, reviewed the U.S. annual report, and communicated independently with the auditors twice a year.

### Remuneration Committee

At 31 December 2015, the Remuneration Committee comprised 3 Independent Non-Executive Directors, Mr. Xu Erming as the Chairman, Mr. Tse Hau Yin, Aloysius and Madam Wang Hsuehming as the members. The Charter of the Remuneration Committee clearly defines the status, structure and qualifications, work procedures, duties and responsibilities, funding and remuneration, etc. of the Remuneration Committee. The Remuneration Committee assists the Company's Board to formulate overall remuneration policy and structure for the Company's Directors and Senior Management personnel, and to establish related procedures that are standardised and transparent. The Remuneration Committee's principal duties include supervising the compliance of the Company's remuneration system with legal requirements, presenting the evaluation report on the Company's remuneration system to the Board, giving recommendations to the Board in respect of the overall remuneration policy and structure for the Company's Directors and Senior Management personnel and the establishment of a formal and transparent procedure for developing remuneration policy, and determining, with delegated responsibility by the Board, the remuneration packages of individual Executive Directors and Senior Management including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment). Its responsibilities comply with the

requirements of the Corporate Governance Code. The Remuneration Committee is responsible to and regularly reports its work to the Board. No Remuneration Committee meeting was held in 2015.

### Nomination Committee

At 31 December 2015, the Nomination Committee comprised 3 Independent Non-Executive Directors, Madam Cha May Lung, Laura as the Chairlady and Mr. Tse Hau Yin, Aloysius and Mr. Xu Erming as the members. The Charter of the Nomination Committee clearly defines the status, structure and qualifications, work procedures, duties and responsibilities, funding and remuneration, etc. of the Nomination Committee, and it specifically requires that the Nomination Committee members shall have no significant connection to the Company, and comply with the regulatory requirements related to "independence". The Nomination Committee assists the Board to formulate standardised, prudent and transparent procedures for the appointment and succession plans of Directors, and to further optimise the composition of the Board. The principal duties of the Nomination Committee include regularly reviewing the structure, number of members, composition and diversity of the Board; identifying candidates and advising the Board with the appropriate qualifications for the position of Directors; reviewing the Board Diversity Policy as appropriate to ensure its effectiveness; evaluating the independence of Independent Non-Executive Directors; advising the Board on matters regarding the appointment or re-appointment of Directors and succession plans for the Directors. The Nomination Committee is accountable to and regularly reports its work to the Board. 1 meeting was held by the Nomination Committee and 2 Nomination Committee written resolutions were passed in 2015, and it performed a review of the structure and operations of the Board and discussed the issue in relation to the appointment of Director and other related matters.



### Independent Board Committee

Pursuant to the requirement under the Listing Rules, the Company's Independent Board Committee convened 1 meeting in 2015, with all 4 Independent Non-Executive Directors attended

where it reviewed the renewal of and revised annual cap for continuing connected transactions and gave the relevant confirmation as well as submitted the recommendations on these matters to the independent shareholders.

### The number of Attendance/Meetings of the members of the Board and Committees in year 2015

	Board	Audit Committee	Nomination Committee	Independent Board Committee	Shareholders Meeting
<b>Executive Directors</b>					
Yang Jie	3/4	N/A	N/A	N/A	3/3
Zhang Jiping	3/4	N/A	N/A	N/A	0/3
Yang Xiaowei	2/4	N/A	N/A	N/A	2/3
Sun Kangmin	3/4	N/A	N/A	N/A	1/3
Ke Ruiwen	3/4	N/A	N/A	N/A	1/3
Wang Xiaochu*	2/2	N/A	N/A	N/A	1/1
Chang Xiaobing*	0/0	N/A	N/A	N/A	0/1
Wu Andi*	0/0	N/A	N/A	N/A	0/0
<b>Non-Executive Director</b>					
Zhu Wei	2/4	N/A	N/A	N/A	0/3
<b>Independent Non-Executive Directors</b>					
Tse Hau Yin, Aloysius	4/4	5/5	1/1	1/1	2/3
Cha May Lung, Laura	4/4	N/A	1/1	1/1	3/3
Xu Erming	3/4	4/5	1/1	1/1	2/3
Wang Hsuehming	4/4	5/5	N/A	1/1	3/3

Note: Certain Directors (including Non-Executive Director and Independent Non-Executive Directors) could not attend some of the Shareholders Meetings, Board meetings and other Committee meetings due to other business commitments or being overseas.

\* On 24 August 2015, Mr. Wang Xiaochu resigned from his positions as the Executive Director, Chairman and Chief Executive Officer of the Company. On 23 October 2015, Mr. Chang Xiaobing was approved to be appointed as Executive Director of the Company. Mr. Chang Xiaobing resigned from his positions as the Executive Director, Chairman and Chief Executive Officer of the Company on 30 December 2015. On 10 February 2015, Madam Wu Andi retired from her positions as an Executive Director, Executive Vice President and Chief Financial Officer of the Company.

The Company will identify suitable Director candidates through multiple channels such as internal recruitment and recruiting from the labour market. The criteria of identifying candidates include, but are not limited to, their gender, age, educational background or professional experience, skills, knowledge and length of service and capability to commit to the affairs of the Company and, in case of Independent Non-Executive Director, the candidates should fulfill the independence requirements set out in the Listing Rules from time to time. After the Nomination Committee and the Board have reviewed and resolved to appoint the appropriate candidate, the relevant proposal will be put forward in writing to the Shareholders' Meeting for approval.

Directors shall be elected at the Shareholders' Meeting for a term of 3 years. At the expiry of a Director's term, the Director may stand for re-election and re-appointment. According to the Articles of Association, before the convening of the annual general meeting, shareholders holding 5% or more of the total voting shares of the Company shall have the right to propose new motions (such as election of Directors) in writing, and the Company shall place such proposed motions on the agenda for such annual general meeting if there are matters falling within the functions and powers of shareholders in General Meetings. According to the Articles of Association, shareholders can also request for the convening of extraordinary general meeting provided that 2 or more shareholders holding in aggregate 10% or more of the shares carrying the right to vote at the meeting sought to be held and they shall sign one or more written requisitions in the same format and with the same content,

requiring the Board to convene an extraordinary general meeting and stating the resolutions of meeting (such as election of Directors). The Board shall convene an extraordinary general meeting within 2 months. The minimum period during which written notice given to the Company of the intention to propose a person for election as a Director, and during which written notice to the Company by such person of his/her willingness to be elected may be given, will be at least 7 days. Such period will commence no earlier than the day after the despatch of the notice of the meeting for the purpose of considering such election and shall end no later than 7 days prior to the date of such meeting. The ordinary resolution to approve the appointment of Directors shall be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting.

### Supervisory Committee

At 31 December 2015, the Company's Supervisory Committee comprised 5 Supervisors, including 2 Employee Representative Supervisors. The principal duties of the Supervisory Committee include supervising, in accordance with the law, the Company's financials and performance of its Directors, managers and other Senior Management so as to prevent them from abusing their powers. The Supervisory Committee is a standing Supervisory organisation within the Company, which is accountable to and reports to all shareholders. The Supervisory Committee holds meetings at least twice a year. The Supervisory Committee convened 2 meetings and passed 1 written resolution in 2015.

### The number of Attendance/Meetings of members of the Supervisory Committee in year 2015

Supervisors	Number of Attendance/Meetings
Sui Yixun* (Chairman of the Supervisory Committee)	1/1
Tang Qi (Employee Representative Supervisor)	2/2
Zhang Jianbin (Employee Representative Supervisor)	2/2
Hu Jing	2/2
Ye Zhong*	1/1
Shao Chunbao*	0/0
Du Zuguo*	1/1

Note: Certain Supervisors could not attend some of the Meetings of the Supervisory Committee due to other work commitments.

\* On 18 February 2015, Mr. Shao Chunbao resigned from his position as a Supervisor and the Chairman of the Supervisory Committee due to adjustment of work division. On 12 March 2015, Mr. Du Zuguo resigned from his position as a Supervisor of the Supervisory Committee due to change in work arrangement. On 27 May 2015, Mr. Sui Yixun and Mr. Ye Zhong were approved to be appointed as Supervisors of the Company respectively at the annual general meeting of the Company for year 2014.

### External Auditors

The international and domestic auditors of the Company are Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP, respectively. The non-audit services provided by the external auditors did not contravene the requirements of the US Sarbanes-Oxley Act and therefore enabling them to maintain the independence.

A breakdown of the remuneration received by the external auditors for audit and non-audit services provided to the Company for the year ended 31 December 2015 is as follows:

Service item	Fee (including value-added tax) (RMB millions)
Audit services	68.8
Non-audit services (mainly include internal control advisory and other advisory services)	1.9
Total	70.7

The Directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards as issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The statements by the external auditors of the Company, Deloitte Touche Tohmatsu, regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditors' Report on page 121.

The service term of KPMG and KPMG Huazhen (Special General Partnership), the international and domestic auditors of the Company for 2012, expired at the annual general meeting for 2012 (on 29 May 2013). The appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the international and domestic auditors for the financial years 2013, 2014 and 2015 has been approved at the annual general meeting of the Company for years 2012, 2013 and 2014, respectively. The Audit Committee and the Board of the Company have resolved to re-appoint Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the international and domestic auditors for the financial year 2016, subject to the approval at the 2015 annual general meeting of the Company.

### **Risk Management and Internal Control System**

The Board attaches great importance to the construction and perfection of the risk management and internal control system. The Board is responsible for evaluating and determining the nature and extent of the risks

it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems, and the Board acknowledges that it is responsible for the risk management and internal control systems and for reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The Board takes effective approaches to supervise the implementation of related control measures, whilst enhancing operation efficiency and effectiveness, and enhancing corporate governance, risk assessment, risk management and internal control so that the Company can achieve long-term development goals. The internal control system of the Company is built on clear organisational structure and management duties, an effective delegation and accountability system, definite targets, policies and procedures, comprehensive risk assessment and management, a sound financial accounting system, and continuing analysis and supervision of operational performance. It covers all services and transactions of the Company. The Company has formulated a code of conduct for the Senior Management and employees which ensures their ethical value and competency. The Company attaches great importance to the prevention of fraud and has formulated its internal reporting system, which encourages anonymous reporting of situations where employees, especially Directors and Senior Management personnel, breach the rules.

The Company views comprehensive risk management as an important task within the Company's daily operation. Pursuant to regulatory requirements in capital markets of the United States and Hong Kong, the Company has formulated a unique 5-step risk management

approach based on risk management theory and practice, including risk identification, risk assessment, key risk analysis, risk reaction and risk management assessment. The Company has also designed a risk management template, established and refined the centralised risk directories and case studies database of the Company, continued to strengthen the level of risk management informatisation, and solidified a standardised risk management procedure so that risk management terminology is unified across all levels of the Company and the effectiveness of risk management was improved. Following the efforts made over the past years, the Company has established a comprehensive risk management system and has gradually perfected its comprehensive risk monitoring and prevention mechanism.

In 2015, pursuant to the requirement of provision C2 of the Corporate Governance Code promulgated by The Stock Exchange of Hong Kong Limited, the Company continued to strengthen the level-oriented, categorised and centralised risk management, with resources concentrated on the prevention of significant potential risks, and strive to reduce negative effect from significant risk, the Company did not confront with any major risk event throughout the whole year. In 2015, the potential significant risks and the major risk-prevention and countering measures are as follows:

**Economic and policy environment adaptation risk:** The downward pressure has increased under the macroeconomic environment, and the effects of multiple policy adjustments have accumulated. The telecommunications industry has shown a trend of low growth amid the interweaving of the three periods, namely, the periods of shifting growth rate, structural adjustment and policy adaptation. Therefore, the Company continued to view

economic and policy environment adaptation risks as a significant risk to be tackled. The Company promoted comprehensive in-depth reform to further stimulate vitality; persistently implemented the Company's strategies to speed up the Internet-oriented transformation; and strengthening the management of accounts receivables to increase risk-countering capability.

**Business development risks:** The Company is in an industry with intense competition; traditional business gradually saturated and new entrants further intensified the market competition. Therefore, the Company continued to view business development risks as a significant risk to be tackled, adhering to the differentiated development and the terminal-led approach to deepen data traffic operation. We accelerated the broadband speed upgrade and strengthened the enrichment of application content, enriching retention means, to realise the effective development of scale.

**Investment return risks:** In order to facilitate a quality-leading 4G network and implement the national broadband strategy, the investment scale of the Company increased substantially in 2015, hence the Company further considered investment return risks as a significant risk to be tackled. In the full effort to speed up the construction of 4G and optical fibre access network capacity while ensuring the competitive advantage in network competition, we strengthened the management and control over network investment and construction process, reinforced the efficiency-driven approach and enhanced the investment efficiency and effectiveness. We strengthened the coordination with China Tower to promote the introduction of private capital in the area of broadband access network in order to reduce construction costs by leveraging the assistance of external parties.

After rigorous risk identification, assessment and analysis, the Company has conducted preliminary assessments of potential major risks to the Company in 2016, including economic and policy environment adaptation risks and business development risks etc., and has put forward detailed response plans. Through strict and appropriate risk management procedures, the Company will ensure the impact from the above risks to the Company is limited to and within an expected range.

The Company highly values the compliance with the laws and regulations of the People's Republic of China as well as the places of listing of the Company and where the Company's business operations are located, strictly complies with all laws and regulations and timely and proactively incorporates the laws and regulations into the Company's rules and regulations to protect Company's legitimate business management, maintains Company's legitimate rights and supports corporate to achieve long-term healthy development target.

"Provisions on the Administration of Communications Short Message Services" came into effect from 30 June 2015. "Provisions on the Administration of Communication Short Message Services" requires short message service providers to obtain the telecommunications operation permit, where short message services should be charged on users and the tariff should be based on the relevant legal provisions and telecommunications tariff standards, short message service providers shall record the time when short messages are sent and received, the information on user's subscription and

cancellation of subscription in their service systems and cannot distribute, disseminate short messages that contain contents prohibited by laws and regulations. "Provisions on the Administration of Communications Short Message Services" further clarified the obligation of the Company to provide short message services, clearly clarified commercial short message management systems and implementation of penalties. The Company promptly interpreted and implemented the relevant requirements under the "Provisions on the Administration of Communications Short Message Services" to ensure the Company's businesses are conducted in accordance with applicable laws.

In 2015, the Company actively implemented the policy initiatives of cloud computing innovation development, development of e-commerce, promotion of network speed upgrade & tariff reduction, "Internet+" action, three-network convergence and the development of Big Data and other areas as promulgated by the State Council of the People's Republic of China in 2015 to safeguard the Company's healthy business development.

Apart from actively implementing the above laws and regulations which are closely related to the Company's operational management, the Company also actively and closely monitors the latest and forthcoming relevant laws and regulations in order to strengthen the management of relevant business operation behaviour, safeguards the effective adherence to relevant laws and regulations so as to ensure that the Company's operations are in full compliance with the laws.



Since 2003, based on the requirements of the U.S. securities regulatory authorities and the COSO Internal Control Framework, and with the assistance of KPMG Advisory (China) Limited (Beijing office) and Deloitte Touche Tohmatsu Certified Public Accountants LLP and other advisory institutions, the Company has formulated manuals, implementation rules and related rules in relation to internal control, and has developed the Policies on Internal Control Management and Internal Control Accountability Management to ensure the effective implementation of the above systems. Over more than 10 years, the Company has continuously revised and improved the manuals and implementation rules in view of the ever changing internal and external operation environment as well as the requirements of business development. In particular, the Company has further strengthened the control over key business processes based on the distinguishing features of mobile services since the commencement of the full services operation. While continuing to improve the internal control related policies, the Company has also been strengthening its IT internal control capabilities, which has improved the efficiency and effectiveness of internal control, enhancing the safety of the Company's information system so that the integrity, timeliness and reliability of data and information are maintained.

In 2015, the Company comprehensively considered the deepening reforms of various initiatives, the adjustment in organisation structure and department duties, the changes in business development, the needs to enhance

value, and the impact of the replacement of business tax with value-added tax in accordance with the new requirements under the COSO Internal Control Framework (2013). With a focus on supporting the development of emerging businesses, pursuing ways to promptly address market needs, solving new problems and new conditions arising in the course of business innovation, operation innovation and cooperation innovation as well as strengthening asset and business value management, the Company made revisions to the internal control manuals during the year in order to enhance the construction of internal control systems, made additional effort in its implementation, and strengthen risk control in key areas. The Company newly established an internal control for key risks areas of business in order to refine the critical control points, optimise the internal control process and enhance the operational efficiency of the Company. The Company optimised the business process of external investment, frontline marketing outsourcing, procurement management, invoice management, etc and comprehensively dealt with the risk areas for new businesses. In view of the characteristics of emerging businesses, the Company established a sub-division of internal control manuals for new emerging businesses and guided the new emerging business units to construct and optimise the internal control implementation rules as well as perfected the mechanism to prevent corruption and fraud. The Company conducted assessments of the risk management and internal control systems for the year, and supervised the timely rectification of problems that had been identified in order to avoid operational risks.

The Internal Audit Department plays a vital role in supporting the Board, the management and the risk management and internal control systems. The functions of the Internal Audit Department are independent of the Company's business operations and are complementary to the duties of the external auditors, and play an important role in the monitoring of the Company's internal governance. The Internal Audit Department is responsible for organising the risk management and internal controls assessment of the Company, and provides an objective assurance to the Audit Committee and the Board that the risk management and internal control systems are maintained and operated by the management in compliance with agreed processes and standards. The Internal Audit Department regularly reports the internal audit findings to the Audit Committee on a quarterly basis, and reports the internal audit results to the Board through the Audit Committee.

#### **Annual Evaluation of Risk Management and Internal Control Systems**

The Company has been continuously improving its risk management and internal control systems. In order to meet the regulatory requirements of its places of listing, including the United States and Hong Kong, and strengthen its internal control while guarding against operational risk, the Company's Internal Audit Department is responsible for coordinating the assessment of risk management and internal control systems.

The Company has adopted the COSO Internal Control Framework (2013) as the standard for the internal control assessment. With the management's internal control testing guidelines and the Audit Standard No. 5 that were issued by PCAOB as its directives, the Company's internal control assessment is composed of the self-assessment conducted by the persons responsible for internal control together with the independent assessment conducted by the Internal Audit Department. In order to evaluate the nature of internal control deficiencies and reach a conclusion as to the effectiveness of the internal control system, the Company adopts the following 4 major steps of assessment: (1) analyse and identify areas which require assessment, (2) assess the effectiveness of the design of internal control, (3) assess the effectiveness of the execution of internal control, (4) analyse the impact of deficiencies in internal control. At the same time, the Company rectifies any deficiencies found during the assessment. By formulating "Interim Measures for the Internal Control Assessment", "Manual for the Self-Assessment of Internal Control", "Manual for the Independent Assessment of Internal Control" and other documents, the Company has ensured the assessment procedures are in compliance with related rules and regulations. In 2015, the Company's Internal Audit Department initiated and coordinated the assessment of internal control at the Company level, and reported the results to the Audit Committee and the Board.

Self-assessment of internal control adopts a top-down approach which reinforces assessment in respect of control points corresponding to control environment and major accounting items. The Company insisted on risk-oriented principles and, on the basis of comprehensive assessment, identified key control areas and control points for major assessment through risk analysis. In 2015, the Company further defined the responsibilities of the operation departments in the internal control assessment, continued to motivate the operation departments to play a leading role in the internal control self-assessment. At the same time, the Company evaluated the effect of the self-assessment with reference to the results of the independent internal control assessment in order to promote the effectiveness of self-assessment. The above measures effectively promoted the participation of various departments and units and ensured the self-assessment work of the Company with 100% coverage, while timely detected and rectified internal control deficiencies so as to effectively control and eliminate potential risks. The Company also worked towards perfecting the systems and deepening its governance measures, while continuously improving the quality and effectiveness of its internal control self-assessment.

Under the risk-guided independent assessment of the Company's internal control, we consolidated audit resources, worked around key areas and major business processes and conducted assessments. At the same time, we focused on new services and new units including mobile Internet, and continued to build upon our internal control construction and selected key

businesses and units for assessment to prevent and manage the risks associated with the new business areas. In 2015, the Company explored a cross evaluation working model and focused on the risk assessments of innovative business and international business. Besides, among various audit areas, the Company continuously paid attention to the effectiveness of the internal control over fundamental business. Through independent assessment, the Company not only grasped the overall situation of internal control, but also developed key tests for its high-risk processes. In addition, the Company inspected the related units in respect of their rectification of internal control deficiencies and focused on the key issues in order to ensure the depth and quality of assessment.

Furthermore, the Company organised the risk management and internal control assessment team and other relevant departments to closely coordinate with the external auditors' internal control audit over financial reporting. The internal control audit covered the Company and all its subsidiaries as well as the key processes and control points in relation to major accounting items. The external auditors regularly communicated with the management in respect of the audit results.

All levels of the Company have been attaching great importance to rectifying internal control deficiencies. The Company pushes all units to carry out rectification in relation to deficiencies identified through self-assessment, independent assessment and the internal control audit.

The Company also established a collaborative risk prevention mechanism to promote the vertical supervision and improvement of the rectification system in different technical areas by various departments of the headquarters whilst exploring the establishment of an internal control mechanism with long-term effectiveness. To ensure effective rectification, the Company also strengthened the verification and supervision of the rectification of internal control deficiencies. Pursuant to requests from the Company, all provincial branches launched rectification on any deficiencies identified from the internal and external assessments in a positive manner.

Through self-assessments and independent assessments conducted at different levels, the Company carried out multi-layered and full-dimensional reviews of its internal control system, and put its utmost efforts into rectifying the problems which were identified. Through this method, the Company was able to ensure the effectiveness of its internal control and successfully passed the year-end attestation undertaken by the external auditors.

The Board oversees the Company's risk management and internal control systems on an ongoing basis and the Board, through the Audit Committee, conducted an annual review of the risk management and internal control systems of the Company and its subsidiaries for the financial year ended 31 December 2015, which covered all material controls including financial, operational and compliance controls, as well as its risk management functions. After receiving the reports from the Internal Audit Department and the confirmation from the management to the Board on the effectiveness of these systems, the Board is of the view that the Company's risk

management and internal control systems are solid, well-established, effective and sufficient. The annual review also confirms the adequacy of resources relating to the Company's accounting, internal control and financial reporting functions, the sufficiency of the qualifications and experience of staff, together with the adequacy of the staff's training programmes and the relevant budget.

### **Investor Relations and Transparent Information Disclosure Mechanism**

The Company establishes an Investor Relations Department which is responsible for providing shareholders and investors with the necessary information, data and services in a timely manner. It also maintains proactive communications with shareholders, investors and other capital market participants so as to allow them to fully understand the operation and development of the Company. The Company's senior management presents the annual results and interim results every year. Through various activities such as analyst meetings, press conferences, global investor telephone conferences and investors road shows, senior management provides the capital market and media with important information and responds to key questions which are of prime concerns to the investors. This has helped reinforce the understanding of the Company's business and the overall development of the telecommunications industry in China. Since 2004, the Company has been holding the annual general meetings in Hong Kong to provide convenience and encourage its shareholders, especially the public shareholders, to actively participate in the Company's annual general meetings and to promote direct and two-way communications between the Board and shareholders.

## CORPORATE GOVERNANCE REPORT

With an aim of strengthening communications with the capital market and enhancing transparency of information disclosure, the Company has provided quarterly disclosure of revenue, operating expenses, EBITDA, net profit figures and other key operational data, and monthly announcements of the number of access lines in service, mobile subscribers and wireline broadband subscribers. The Company attaches great importance to maintaining daily

communication with shareholders, investors and analysts. In 2015, the Company participated in a number of investors conferences held by a number of major international investment banks in order to maintain active communication with institutional investors.

In 2015, the Company attended the following investors conferences held by major international investment banks:

Date	Name of Conference
January 2015	Deutsche Bank Access China Conference 2015
January 2015	UBS 15th Greater China Conference
March 2015	Credit Suisse Asian Investment Conference 2015
May 2015	Macquarie Greater China Conference 2015
May 2015	CLSA China Forum 2015
May 2015	HSBC China Conference 2015
May 2015	Deutsche Bank Access Asia Conference 2015 (Singapore)
May 2015	Nomura China TMT Corporate Day 2015
May 2015	BNP Paribas 6th Asia Pacific TMT Conference 2015
May 2015	Morgan Stanley China Summit 2015
May 2015	Goldman Sachs TechNet Conference – Asia Pacific 2015
June 2015	J.P. Morgan China Summit 2015
June 2015	Bank of America Merrill Lynch Global Telecom & Media Conference 2015
June 2015	Nomura Investment Forum Asia 2015 (Singapore)
June 2015	UBS Pan-Asian Telco Conference 2015
June 2015	HSBC 3rd Annual Asia Investor Forum 2015 (Europe)
June 2015	Haitong International/Societe Generale London Conference 2015 & Non-Deal Roadshow (Europe)

Date	Name of Conference
July 2015	DBS Vickers Pulse of Asia Conference 2015 (Singapore)
September 2015	Morgan Stanley China Tech Conference 2015
September 2015	22nd CLSA Investors' Forum 2015
October 2015	Jefferies 5th Annual Greater China Summit
November 2015	Bank of America Merrill Lynch China Summit 2015
November 2015	Credit Suisse 6th Annual China Investment Conference 2015
November 2015	Citi China Investor Conference 2015
November 2015	Daiwa Investment Conference 2015
November 2015	J.P. Morgan Global TMT Conference 2015
November 2015	Morgan Stanley 14th Annual Asia Pacific Summit (Singapore)
December 2015	Barclays Asia TMT Conference 2015

The Company's investor relations website ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)) not only serves as an important channel for the Company to disseminate press releases and corporate information to investors, media and the capital market, but also plays a significant role in the Company's valuation and our compliance with regulatory requirements for information disclosure. The Company's website is equipped with a number of useful functions including interactive stock quote, interactive KPI, interactive FAQs, auto email alerts to investors, downloading to excel, RSS Feeds, self-selected items in investors briefcase, html version annual report, financial highlights, investor toolbar, website information which other users are also interested in, etc. In 2015, the Company updated the contents on ongoing basis and revamped the homepage of its website to further enhance the functions of the website and the level of transparency of the Company's information disclosure, so as to meet

the international best practices. In addition, the Company revamped the homepage of its mobile website, which allows investors, shareholders, media and the general public to more easily and promptly browse the updated information on the Company's website through mobile devices at any time and in any place. The Company's website was accredited a number of awards in the professional rankings of LACP, W3 and iNova, indicating that the Company's website is highly recognised by the professionals. The Company also actively seeks recommendations on how to improve the Company's annual report from shareholders through survey, and prepared and distributed the annual report in a more environmental-friendly and cost-saving manner according to the recommendations received. Shareholders can ascertain their choice of receiving the annual reports and communications by electronic means, or receiving English version only, Chinese version only or both English and Chinese versions.





The Company has always maintained a good information disclosure mechanism. While keeping highly transparent communications with media, analysts and investors, we attach great importance to the handling of inside information. In general, the authorised speaker only makes clarification and explanation on data that are available on the market, and avoid providing or divulging any unpublished inside information either by an

individual or by a team. Before conducting any external interview, if the authorised speaker has any doubt about the data to be disclosed, he/she would seek verification from the relevant person or the person-in-charge of the relevant department, so as to determine if such data is accurate. In addition, discussions on the Company's key financial data or other financial indicators are avoided during the blackout periods.

## Shareholders' Rights

According to the Articles of Association, shareholders who request for the convening of an extraordinary general meeting or a class meeting shall comply with the following procedures: 2 or more shareholders holding in aggregate 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign 1 or more written requisitions in the same format and with the same content, stating the proposed matters to be discussed at the meeting, and requiring the Board to convene an extraordinary general meeting or a class meeting thereof. If the Board fails to issue a notice of such a meeting within 30 days from the date of receipt of the requisitions, the shareholders who make the requisitions may themselves convene such a meeting (in a manner as similar as possible to the manner in which shareholders' meetings are convened by the Board) within 4 months from the date of receipt of the requisitions by the Board.

When the Company convenes an annual general meeting, shareholders holding 5% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such annual general meeting if they are matters falling within the functions and powers of shareholders in shareholders' meetings.

Process of forwarding shareholders' enquiries to the Board:

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary and the Investor Relations Department.

The contact details of the Company Secretary are as follows:

The Company Secretary  
China Telecom Corporation Limited  
38th Floor, Dah Sing Financial Center,  
108 Gloucester Road, Wanchai,  
Hong Kong  
Email: [ir@chinatelecom-h.com](mailto:ir@chinatelecom-h.com)  
Tel No.: (852) 2877 9777  
Fax No.: (852) 2877 0988

A dedicated "Investor" section is available on the Company's website ([www.chinatelecom-h.com](http://www.chinatelecom-h.com)). There is a FAQ function in the "Investor" section designated to enable timely, effective and interactive communication between the Company, shareholders and investors. Company Secretary and the Investor Relations Department of the Company handle both telephone and written enquiries from shareholders of the Company from time to time. Shareholders' enquiries and concerns will be forwarded to the Board and/or the relevant Board Committees of the Company, where appropriate, which will answer the shareholders' questions. Information on the Company's website is updated regularly.

### Significant Differences Between the Corporate Governance Practices followed by the Company and those followed by NYSE-Listed U.S. Companies

The Company was established in the PRC and is currently listed on The Stock Exchange of Hong Kong Limited and the New York Stock Exchange ("NYSE"). As a foreign private issuer in respect of its listing on the NYSE, the Company is not required to comply with all corporate governance rules of Section 303A of the NYSE Listed Company Manual. However, the Company is required to disclose the significant differences between the Corporate Governance Practices followed by the Company and the listing standards followed by NYSE-listed U.S. companies.

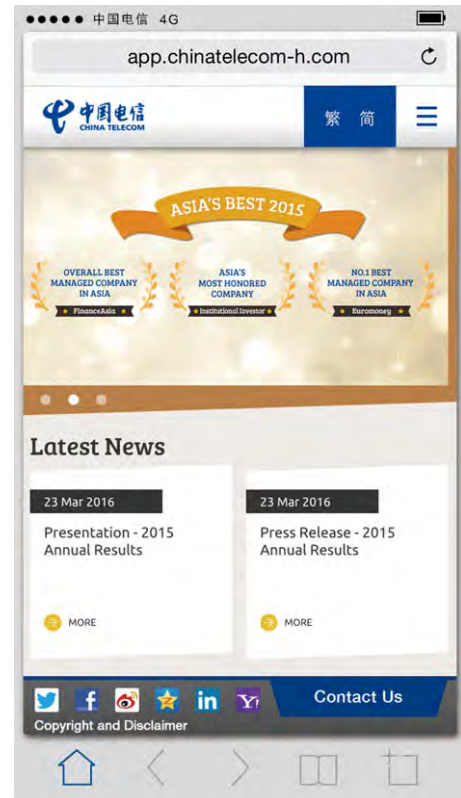
Pursuant to the requirements of the NYSE Listed Company Manual, the Board of Directors of all NYSE-listed U.S. companies must be made up by a majority of Independent Directors. Under currently applicable PRC and Hong Kong laws and regulations, the Board of the Company is not required to be formed with a majority of Independent Directors. As a listed company on The Stock Exchange of Hong Kong Limited, the Company needs to comply with the Listing Rules. The Listing Rules require that at least one-third of

the Board of Directors of a listed company in Hong Kong be Independent Non-Executive Directors. The Board of the Company currently comprises 10 Directors, of which 4 are Independent Directors, making the number of Independent Directors exceeds one-third of the total number of Directors on the Board, in compliance with the requirements of the Corporate Governance Code of the Listing Rules. These Independent Directors also satisfy the requirements on "independence" under the Listing Rules. However, the related standard set out in the Listing Rules is different from the requirements in Section 303A.02 of the NYSE Listed Company Manual.

Pursuant to the requirements of the NYSE Listed Company Manual, companies shall formulate separate corporate governance rules. Under the currently applicable PRC and Hong Kong laws and regulations, the Company is not required to formulate any rules for corporate governance; therefore, the Company has not formulated any separate corporate governance rules. However, the Company has implemented the code provisions under the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules for the financial year ended 31 December 2015.

### Continuous Evolution of Corporate Governance

The Company continuously analyses the corporate governance development of international advanced enterprises and the investors' desires, constantly examines and strengthens the corporate governance measures and practice, and improves the current practices at the appropriate time; we strongly believe that by adhering to good corporate governance principles, and improving the transparency and independence of operations, as well as the establishment of the effective accountability system, we can ensure the long-term stable development of the Company and seek sustainable returns for the shareholders and investors.



For further information,  
please browse our website at  
[www.chinatelecom-h.com](http://www.chinatelecom-h.com)

