



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: 0728)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China Telecom Corporation Limited (the "Company") will be held at 10:00 a.m. on September 9, 2005 at Beijing Nan Yue Yuan Hotel, 186 Zheng Wang Fen, Feng Tai District, Beijing, PRC for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to election of members of the second session of the board of directors of the Company:
 - 1.1 **THAT** the re-election of Wang Xiaochu as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Wang Xiaochu, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.2 **THAT** the re-election of Leng Rongquan as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Leng Rongquan, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.3 **THAT** the re-election of Wu Andi as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Wu Andi, and **THAT** the board of directors of the Company be and is hereby authorized to determine her remuneration.
 - 1.4 **THAT** the re-election of Zhang Jiping as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Zhang Jiping, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.5 **THAT** the re-election of Huang Wenlin as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Huang Wenlin, and **THAT** the board of directors of the Company be and is hereby authorized to determine her remuneration.
 - 1.6 **THAT** the re-election of Li Ping as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Li Ping, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.7 **THAT** the re-election of Wei Leping as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Wei Leping, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.8 **THAT** the re-election of Yang Jie as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Yang Jie, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.9 **THAT** the re-election of Sun Kangmin as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Sun Kangmin, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.10 **THAT** the re-election of Li Jinming as director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Li Jinming, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.11 **THAT** the re-election of Zhang Youcai as independent director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Zhang Youcai, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.12 **THAT** the re-election of Vincent Lo Hong Sui as independent director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Vincent Lo Hong Sui, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.13 **THAT** the re-election of Shi Wanpeng as independent director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Shi Wanpeng, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.14 **THAT** the election of Xu Erming as independent director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Xu Erming, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
 - 1.15 **THAT** the election of Tse Hau Yin, Aloysius as independent director of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Tse Hau Yin, Aloysius, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.

2. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to election of members of the second session of the supervisory committee of the Company (Supervisors who represent the Shareholders):

- 2.1 **THAT** the re-election of Zhang Xiuqin as supervisor of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Zhang Xiuqin, and **THAT** the supervisory committee of the Company be and is hereby authorized to determine her remuneration.
- 2.2 **THAT** the re-election of Zhu Lihao as supervisor of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Zhu Lihao, and **THAT** the supervisory committee of the Company be and is hereby authorized to determine her remuneration.
- 2.3 **THAT** the election of Li Jian as supervisor of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Li Jian, and **THAT** the supervisory committee of the Company be and is hereby authorized to determine his remuneration.
- 2.4 **THAT** the election of Xu Cailiao as supervisor of the Company be and is hereby considered and approved, with effect from September 9, 2005 (effective from the conclusion of this meeting) and for a term of three years; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Xu Cailiao, and **THAT** the supervisory committee of the Company be and is hereby authorized to determine his remuneration.

SPECIAL RESOLUTIONS

3. **THAT** the articles of association of the Company (the "Articles of Association") be and are hereby amended as follows:

- 3.1 Paragraph 2 of Article 21 of the Articles of Association shall be amended as follows:

"The share capital structure of the Company is as follows: there are a total of 80,932,368,321 ordinary shares issued, of which 57,377,053,317 shares are held by the promoter, China Telecommunications Corporation, representing 70.89% of the total of the ordinary shares issued by the Company. The other holders of the domestic shares are Guangdong Rising Assets Management Co., Ltd., holding a total of 5,614,082,653 shares representing 6.94% of the total of the ordinary shares issued by the Company, Jianguo Guoxin Investment Group Co., Ltd., holding a total of 957,031,543 shares representing 1.18% of the total of the ordinary shares issued by the Company, Zhejiang Financial Development Company, holding a total of 1,137,473,626 shares representing 2.64% of the total of the ordinary shares issued by the Company and Fujian State-Owned Assets Investment Holdings Co., Ltd., holding a total of 969,317,182 shares representing 1.20% of the total of the ordinary shares issued by the Company. A total of 13,877,410,000 shares are held by holders of overseas-listed foreign-invested shares (H shares), representing 17.15% of the total of the ordinary shares issued by the Company."

THAT the directors of the Company be and are hereby authorized to take all actions which in their opinion are necessary or desirable to complete the procedures for the approval and/or registration or filing of the aforementioned amendment of the Articles of Association.

- 3.2 Paragraph 1 of Article 94 of the Articles of Association shall be amended as follows:

"The Company shall have a board of directors. The board of directors shall consist of fifteen (15) directors, of which five (5) shall be independent (non-executive) directors (meaning directors who are independent from the Company's shareholders and do not hold office in the Company)."

THAT the directors of the Company be and are hereby authorized to take all actions which in their opinion are necessary or desirable to complete the procedures for the approval and/or registration or filing of the aforementioned amendment of the Articles of Association.

By Order of the Board
China Telecom Corporation Limited
Li Ping Yung Shun Loy, Jacky
Joint Company Secretaries

Beijing, PRC, July 22, 2005.

Notes:

1. With regard to resolutions number 1.1 to 1.15 and number 2.1 to 2.4 in this notice, the relevant directors and supervisors are set out in the circular to shareholders dated July 25, 2005. With regard to resolutions number 3.1 and 3.2 in this notice, as the Articles of Association of the Company only exist in Chinese, the Chinese text of the resolutions shall prevail over the English text.
2. Shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, August 9, 2005 will be entitled to attend the extraordinary general meeting. The register of members of the Company will be closed from Wednesday, August 10, 2005 to Friday, September 9, 2005, both days inclusive, during which period no transfer of the Company's shares will be effected. Where applicable, shareholders of the Company's H shares intending to attend the extraordinary general meeting are therefore required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:00 p.m. on Tuesday, August 9, 2005.
3. Each shareholder entitled to attend and vote at the extraordinary general meeting may appoint one or more proxies to attend and vote on his/her behalf at the extraordinary general meeting. A proxy need not be a shareholder.
4. 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 the notarially certified power of attorney must be delivered to (for holders of domestic shares) the Office of the Board of Directors or (for holders of H shares) Computershare Hong Kong Investor Services Limited not less than 24 hours before the time designated for holding the extraordinary general meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the extraordinary general meeting should they so wish.

The address of the share registrar for the Company's H shares is as follows:
Computershare Hong Kong Investor Services Limited
46th Floor, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong
5. A proxy of a shareholder may vote by hand or vote on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
6. The registration procedure for attending the extraordinary general meeting is as follows:
 - (a) shareholders attending the extraordinary general meeting in person or by proxy are required to present their identity certification. If the attending shareholder is a corporation, its legal representative or person authorized by the board or other decision making authority is required to present a copy of the relevant resolution of the board or other decision making authority approving him/her to be the legal or duly authorized representative, in order to attend the extraordinary general meeting on behalf of such corporation; and
 - (b) shareholders intending to attend the extraordinary general meeting "in person or by proxy" are required to return the attendance slip via hand delivery, mail or fax to the Office of the Board of Directors on or before Friday, August 19, 2005.
7. 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 transportation and accommodation expenses.
8. The address of the Office of the Board of Directors is as follows:
31 Jinrong Street
Xicheng District, Beijing 100032
PRC

Contact person: Li Ping Yung Shun Loy, Jacky
Telephone: (8610) 6642 8166
Fax: (8610) 6601 0728
9. As of the date of this announcement, the Board consists of Mr. Wang Xiaochu as the chairman and chief executive officer, Mr. Leng Rongquan as the president and chief operating officer, Ms. Wu Andi as the executive vice president and chief financial officer, Mr. Zhang Jiping as the executive vice president, Ms. Huang Wenlin as the executive vice president, Mr. Li Ping as the executive vice president and joint company secretary, Mr. Wei Leping as the executive vice president, Mr. Yang Jie as the executive vice president, Mr. Sun Kangmin as the executive vice president, Mr. Cheng Xiyuan and Mr. Feng Xiong as the executive directors, Mr. Li Jinming as the non-executive director, and Mr. Zhang Youcai, Mr. Vincent Lo Hong Sui and Mr. Shi Wanpeng as the independent non-executive directors.