



## 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 THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Telecom Corporation Limited (the "Company") will be held in the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 12:00 noon or immediately after the Company's annual general meeting for the financial year ended 31 December 2007 on 30 May 2008 to consider and, if thought fit, pass the following businesses:

### ORDINARY RESOLUTION

1. **"THAT** the equity transfer agreement dated 31 March 2008 ("Acquisition Agreement") entered into between the Company and China Telecommunications Corporation, a copy of which has been initialled by the chairman of this meeting (the "Chairman"), pursuant to which, inter alia, China Telecommunications Corporation has agreed to sell, and the Company has agreed to purchase, the entire equity interest in Beijing Telecom at a purchase price of RMB5,557.00 million payable in cash within 15 Business Days after the date of completion of the Acquisition, is hereby generally and unconditionally approved and any director of the Company is hereby authorized to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of the Acquisition Agreement."

### SPECIAL RESOLUTIONS

2. **"THAT** subject to the passing of ordinary resolution no. 1, the articles of association of the Company (the "Articles of Association") be and are hereby amended as follows:

Paragraph 2 of Article 13 of the Articles of Association shall be amended as follows:

"The Company's scope of business is as follows:

Permitted businesses: operate various domestic fixed telecommunications network and facilities (including the local wireless ring circuit); operate voice, digital, image and multi media communications and information services on the foundation of the fixed telecommunication networks; make settlements with foreign telecommunications operators in relation to international telecommunication businesses in accordance with the State provisions (the above businesses are limited to Beijing, Shanghai, Jiangsu, Zhejiang, Anhui, Fujian, Jiangxi, Hubei, Hunan, Guangdong, Guangxi, Hainan, Chongqing, Sichuan, Guizhou, Yunnan, Shaanxi, Gansu, Qinghai, Ningxian and Xinjiang).

General businesses: engage in system integration, technology development, technology services, technology training, technology consulting, information consulting relating to communications and information businesses; production, sale, installation, design and construction of equipment, computer hardware and software; property leasing; leasing of communications facilities; design, construction and maintenance of safety technologies and security systems; advertising.”

**THAT** any director of the Company be and is 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. “**THAT** subject to the passing of ordinary resolution no. 1, the merger of the Company with Beijing Telecom by way of absorption after completion of the Acquisition be and is hereby approved and that any director of the Company be and is hereby authorized to do all such acts, execute all such documents and adopt all such steps as it deems necessary, appropriate or suitable to implement the merger.”

By Order of the Board  
**China Telecom Corporation Limited**  
**Yung Shun Loy, Jacky**  
*Company Secretary*

Beijing, PRC, 14 April 2008

*Notes:*

- (1) Capitalised terms used in this Notice shall have the same meanings ascribed to such terms in the Company’s circular to shareholders dated 14 April 2008.
- (2) Buyers who submit the share transfer application forms to the Company’s share registrar before 4:30 p.m. on 29 April 2008 and then register as shareholders on the register of members of the Company are entitled to attend the extraordinary general meeting.
- (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 behalf at the extraordinary general meeting. A proxy need not be a shareholder.
- (4) Concerning special resolution no. 2 above, as the Articles of Association only exist in Chinese, the Chinese text of the relevant proposed resolution shall prevail over the English text.
- (5) To be valid, the form of proxy together with the power of attorney or other authorisation document (if any) signed by the authorised person or notarially certified power of attorney must be delivered to the Office of the Board of the Company for holders of domestic shares or to the Computershare Hong Kong Investor Services Limited for holders of H shares not less than 24 hours before the designated time for the holding of the extraordinary general meeting. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the extraordinary general meeting if he so wishes.
- (6) The address of the share registrar for the Company’s H shares is as follows:  
  
Computershare Hong Kong Investor Services Limited  
Room 1806-1807, 18th Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai, Hong Kong
- (7) 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.

- (8) The registration procedure for attending the extraordinary general meeting:

Shareholders attending the extraordinary general meeting in person or by proxy shall present their identity certification. If the attending shareholder is a corporation, its legal representative or person authorised by the board or other decision making authority shall present a copy of the relevant resolution of the board or other decision making authority in order to attend the extraordinary general meeting.

- (9) Shareholders intending to attend the extraordinary general meeting shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before 9 May 2008.

- (10) Closure of the register of members:

The register of members of the Company will be closed from 30 April 2008 to 30 May 2008 (both days inclusive).

- (11) The extraordinary general meeting is expected to last for half a day and shareholders (in person or by proxy) attending the extraordinary general meeting shall be responsible for their own transport and accommodation expenses.

- (12) The address of the Office of the Board is as follows:

31 Jinrong Street  
Xicheng District  
Beijing 100032  
PRC

Contact person: Yung Shun Loy, Jacky  
Telephone: (8610) 6642 8166  
Facsimile: (8610) 6601 0728

- (13) As of the date of this notice, the Board consists of Mr. Wang Xiaochu as the chairman and chief executive officer, Mr. Leng Rongquan as the president and chief operating officer, Madam Wu Andi as the executive vice president and chief financial officer, Mr. Zhang Jiping, Mr. Zhang Chenshuang, Mr. Li Ping, Mr. Yang Jie, Mr. Sun Kangmin as the executive vice president, Mr. Li Jinming as the non-executive director, and Mr. Zhang Youcai, Mr. Lo Hong Sui, Vincent, Mr. Shi Wanpeng, Mr. Xu Erming and Mr. Tse Hau Yin, Aloysius as the independent non-executive directors.