



**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 Friday, 5 September 2008 at 31 Jinrong Street, Xicheng 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 the election of the members of the third session of the board of directors of the Company:
  - 1.1 **THAT** the re-election of Wang Xiaochu as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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 election of Shang Bing as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Shang Bing, 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 a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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 a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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 Zhang Chenshuang as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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 Chenshuang, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.
- 1.6 **THAT** the election of Yang Xiaowei as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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 Xiaowei, 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 Yang Jie as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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.
- 1.8 **THAT** the re-election of Sun Kangmin as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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.
- 1.9 **THAT** the re-election of Li Jinming as a director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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.

1.10 **THAT** the election of Wu Jichuan as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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 Jichuan, and **THAT** the board of directors of the Company be and is hereby authorized to determine his remuneration.

1.11 **THAT** the election of Qin Xiao as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Qin Xiao, 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 Tse Hau Yin, Aloysius as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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.

1.13 **THAT** the election of Cha May Lung, Laura as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Cha May Lung, Laura, and **THAT** the board of directors of the Company be and is hereby authorized to determine her remuneration.

1.14 **THAT** the re-election of Xu Erming as an independent director of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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.

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

2.1 **THAT** the re-election of Xiao Jinxue as a supervisor of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011;

**THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Xiao Jinxue, and **THAT** the supervisory committee of the Company be and is hereby authorized to determine his remuneration.

2.2 **THAT** the re-election of Xu Cailiao as a supervisor of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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.

2.3 **THAT** the election of Han Fang as a supervisor of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the supervisor's service contract with Han Fang, and **THAT** the supervisory committee of the Company be and is hereby authorized to determine her remuneration.

2.4 **THAT** the re-election of Zhu Lihao as a supervisor of the Company be and is hereby considered and approved, with effect from 9 September 2008 for a term of three years until the annual general meeting of the Company for the year 2010 to be held in 2011; **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.

### **SPECIAL RESOLUTIONS**

3. To consider and approve, by way of special resolutions, each of the following resolutions in relation to the proposed granting of a general mandate to the board of directors of the Company to issue debentures:

3.1 **THAT** the granting of a general mandate to the board of directors of the Company to issue debentures denominated in local or foreign currencies, in one or more tranches, including, but not limited to, short-term commercial paper, company bonds, corporate debts, convertible bonds, asset securitization products and asset-backed notes, from the date of this meeting until the date on which the annual general meeting of the Company for the year 2008 is held, with a maximum outstanding repayment amount of up to RMB80 billion be and is hereby approved (the "General Mandate"); and **THAT** when the resolutions relating to the General Mandate become effective, they will replace the resolutions passed by the shareholders at the annual general meeting of the Company for the year 2007 held on 30 May 2008 relating to the approval of the Company's issue of debentures with an aggregate principal amount of up to RMB60 billion ("Previous Resolutions"), but the steps taken and board resolutions passed in connection with the Previous Resolutions will continue to be effective;

3.2 **THAT** the board of directors of the Company or any two or more directors of the Company duly authorized by the board of directors, taking into account the specific needs of the Company and market conditions, be and are hereby generally and unconditionally authorized to:

- (a) determine the specific terms and conditions of, and other matters relating to, the issue of debentures under the General Mandate (including, but not limited to, the determination of the type, aggregate principal amount, interest rate, term, rating, security, any repurchase or redemption provisions, any placing arrangements, any option to adjust the nominal interest rate and use of proceeds), secure approvals, engage professional advisors, disseminate relevant application documents to the regulatory authorities, obtain approvals from the regulatory authorities, execute all requisite legal documentation relating to the issue as requested by the regulatory authorities and make relevant disclosure;
- (b) do all such acts which are necessary and incidental to the issue of debentures under the General Mandate (including, but not limited to, the securing of approvals, the determination of underwriting arrangements, preparation and dissemination of relevant application documents to the regulatory authorities, and the securing of approvals from the regulatory authorities);
- (c) take all such steps which are necessary for the purposes of executing the issue of debentures under the General Mandate (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with applicable laws),

and to the extent that any of the aforementioned acts and steps that have already been undertaken by the board of directors of the Company or the duly authorized directors in connection with the issue of debentures under the General Mandate, be and are hereby approved, confirmed and ratified.

4. To consider and approve, by way of special resolutions, each of the following resolutions in relation to the proposed issue of company bonds:

4.1 **THAT** the Company's issue of company bonds with an aggregate principal amount of up to RMB50 billion in the People's Republic of China in one or more tranches be and is hereby approved:

- (a) Size of issue: Up to RMB50 billion.
- (b) Placing to existing shareholders: The company bonds will not be issued to existing shareholders on a preferred basis by way of placing.

- (c) Term: The company bonds will have a term not exceeding 10 years and may have the same term or different terms, which will be determined in accordance with the market conditions and the Company's capital requirements.
- (d) Use of proceeds: The company bonds issued will be for the purpose of supplementing the general working capital of the Company.
- (e) Effective period of the resolutions relating to the issue of the Company Bonds: From the date on which the resolutions relating to the issue of the Company Bonds are passed to the date on which the annual general meeting of the Company for the year 2008 is held.

4.2 **THAT** the board of directors of the Company (the "Board") or any two or more directors of the Company duly authorized by the board of directors (the "Directors") be and are hereby generally and unconditionally authorized to:

- (a) determine the type, specific terms and conditions of, and other matters relating to, the issue (including, but not limited to, the determination of the type, aggregate principal amount, interest rate, term, rating, security, whether there will be repurchase or redemption provisions, whether there will be an option to adjust the nominal interest rate and specific arrangements relating to the use of proceeds within the scope approved by the shareholders in this meeting);
- (b) do all such acts which are necessary and incidental to the issue (including, but not limited to, the securing of approvals, engaging professional advisors, the determination of underwriting arrangements, preparation and dissemination of relevant application documents to the regulatory authorities, and the securing of approvals from the regulatory authorities);
- (c) take all such steps which are necessary for the purposes of executing the issue (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with applicable laws), and to the extent that any of the above acts and steps that have already been undertaken by the Board or the Directors in connection with the issue, be and are hereby approved, confirmed and ratified;
- (d) if there are changes in the regulatory policies or market conditions, adjust the specific proposal relating to the issue and related matters in accordance with the opinion of the regulatory authorities;

- (e) after completion of the issue, determine and approve matters relating to the listing of the relevant company bonds.

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

Beijing, PRC, 21 July 2008

*Notes:*

- (1) With regard to resolutions number 1.1 to 1.14 and number 2.1 to 2.4 in this notice, details of the relevant Directors and Supervisors are set out in the circular to shareholders dated 21 July 2008. Capitalised terms used in this Notice shall have the same meanings ascribed to such terms in the Company's circular to shareholders dated 21 July 2008.
- (2) Shareholders who submit the share transfer application forms to the Company's share registrar before 4:30 p.m. on 5 August 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) 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.

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

- (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:
  - (a) Shareholders attending the extraordinary general meeting in person or by proxy shall present their identity certification. If the attending shareholder is a corporation, its legal representative or person 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.
  - (b) Shareholders intending to attend the extraordinary general meeting shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before 15 August 2008.

(7) Closure of the register of members:

The register of members of the Company will be closed from 6 August 2008 to 5 September 2008 (both days inclusive).

(8) 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.

(9) 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

(10) As of the date of this announcement, the Board consists of Mr. Wang Xiaochu as the chairman and chief executive officer, Mr. Leng Rongquan, 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 presidents, 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.