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## **China Telecom Corporation Limited**

### **中国电信股份有限公司**

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

**(Stock Code: 728)**

### **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 at 31 Jinrong Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”) on 29 December 2009 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following ordinary resolutions and a special resolution, respectively:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** the continuing connected transactions contemplated under the Engineering Framework Agreement (as amended by its supplemental agreements), a copy of which has been initialled by the chairman of this meeting (the “**Chairman**”) and for the purpose of identification marked “A”, together with the proposed Annual Cap be and are hereby generally and unconditionally approved and any Director of the Company is hereby authorised 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 such continuing connected transactions.”
2. “**THAT** the continuing connected transactions contemplated under the Ancillary Telecommunications Services Framework Agreement (as amended by its supplemental agreements), a copy of which has been initialled by the Chairman and for the purpose of identification marked “B”, together with the proposed Annual Cap be and are hereby generally and unconditionally approved and any Director of the Company is hereby authorised 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 such continuing connected transactions.”

3. **“THAT** the continuing connected transactions contemplated under the Strategic Agreement and its Supplemental Agreement (as amended by the 2009 Supplemental Agreement), a copy of which has been initialled by the Chairman and for the purpose of identification marked “C”, be and are hereby generally and unconditionally approved and any Director of the Company is hereby authorised 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 such continuing connected transactions.”
4. **“THAT:**
- (a) the election of Mr. Miao Jianhua as a Supervisor of the Company be and is hereby considered and approved, and shall take effect from the date of this resolution until the annual general meeting of the Company for the year 2010 to be held in 2011;
  - (b) any Director of the Company be and is hereby authorised to sign on behalf of the Company the Supervisor’s service contract with Mr. Miao Jianhua; and
  - (c) the Supervisory Committee of the Company be and is hereby authorised to determine Mr. Miao Jianhua’s remuneration.

#### **SPECIAL RESOLUTION**

5. **“THAT:**
- (a) the Articles of Association of the Company be and are hereby amended as follows:

In the Article 13 of the Articles of Association, substituting the phrases:

“Type 2 value-added telecommunications businesses, namely, storage and forwarding business, call centre business, Internet access services business and information service business.

Information service business (limited to mobile information services) in the ten provinces, municipalities and autonomous regions of Tianjin, Hebei, Shanxi, Inner Mongolia, Liaoning, Jilin, Heilongjiang, Shandong, Henan and Tibet.”

with:

“Type 2 value-added telecommunications businesses, namely, voice mailbox business, fax storage and forwarding business, X.400 email business, call centre business, Internet access services business and information service business (including fixed telephone information service business, Internet information service business and mobile information service business).

Information service business (limited to mobile information services) in the ten provinces, municipalities and autonomous regions of Tianjin, Hebei, Shanxi, Inner Mongolia, Liaoning, Jilin, Heilongjiang, Shandong, Henan and Tibet.”; and

- (b) any Director of the Company be and is hereby authorised to take all actions which in his/her opinion are necessary or desirable to complete the procedures for the approval and/or registration or filing of the aforementioned amendments to the Articles of Association.”

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

Beijing, PRC, 13 November 2009

*Notes:*

- (1) With regard to resolution number 4 in this notice, details of the relevant Supervisor is set out in the circular to Shareholders dated 13 November 2009. Capitalised terms used in this notice shall have the same meanings ascribed to them in the Company’s circular to Shareholders dated 13 November 2009.
- (2) Concerning the above resolution number 5, as the Articles of Association only exist in Chinese, the Chinese text of the relevant proposed resolution shall prevail over the English text.
- (3) Buyers who submit the share transfer application forms to the Company’s share registrar before 4:30 p.m. on 27 November 2009 and then register as Shareholders on the register of members of the Company are entitled to attend the EGM.
- (4) Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf at the EGM. A proxy need not be a Shareholder.
- (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 EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the EGM 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

The address of the Office of the Board is as follows:

31 Jinrong Street  
Xicheng District  
Beijing 100140  
PRC

Contact person: Yung Shun Loy, Jacky

Telephone: (8610) 6642 8166

Facsimile: (8610) 6601 0728

- (6) All resolutions proposed at the EGM will be voted by way of poll.
- (7) The registration procedure for attending the EGM:
- (a) Shareholders attending the EGM 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 EGM.
  - (b) Shareholders intending to attend the EGM shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before 8 December 2009.
- (8) Closure of the register of members:
- The register of members of the Company will be closed from 29 November 2009 to 29 December 2009 (both dates inclusive).
- (9) The EGM is expected to last for half a day and Shareholders (in person or by proxy) attending the EGM shall be responsible for their own transport and accommodation expenses.
- (10) As of the date of this announcement, the Board consists of Mr. Wang Xiaochu as the chairman and chief executive officer, Mr. Shang Bing 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. Yang Xiaowei, Mr. Yang Jie, and Mr. Sun Kangmin as the executive vice presidents, Mr. Li Jinming as the non-executive director, and Mr. Wu Jichuan, Mr. Qin Xiao, Mr. Tse Hau Yin, Aloysius, Madam Cha May Lung, Laura, Mr. Xu Erming as the independent non-executive directors.