
IMPORTANT

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred your shares in China Telecom Corporation Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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: 0728)

PROPOSED APPOINTMENT OF DIRECTORS

A letter from the Chairman of China Telecom Corporation Limited is set out on pages 2 to 5 of this circular.

A notice convening an extraordinary general meeting of the shareholders of the Company to be held at 31 Jinrong Street, Xicheng District, Beijing, 100032, PRC on December 20, 2004 at 10:00 a.m. is set out on pages 6 to 9 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 24 hours before the time designated for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

November 3, 2004

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Company”	China Telecom Corporation Limited, a joint stock limited company incorporated in the PRC with limited liability on September 10, 2002, whose H Shares are listed on the Stock Exchange and whose ADSs are listed on the New York Stock Exchange
“Directors”	the directors of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be convened on December 20, 2004, the notice of which is set out on pages 6 to 9 of this circular, or any adjournment thereof
“H Share(s)”	overseas listed foreign invested shares in the Company’s issued share capital with a par value of RMB1.00 per share which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China (excluding, for the purposes of this circular, Hong Kong, Taiwan and Macau)
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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)

Executive Directors:

Zhou Deqiang
Chang Xiaobing
Wu Andi
Zhang Jiping
Huang Wenlin
Li Ping
Wei Leping
Yang Jie
Sun Kangmin
Cheng Xiyuan
Feng Xiong

Registered Office:

31 Jinrong Street
Xicheng District
Beijing, 100032
PRC

Place of business in Hong Kong:

38th Floor
Dah Sing Financial Centre
108 Gloucester Road
Wanchai, Hong Kong

Independent Non-executive Directors:

Zhang Youcai
Vincent Lo Hong Sui
Shi Wanpeng

November 3, 2004

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF DIRECTORS

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be approved at the EGM relating to the proposed appointment of Directors.

LETTER FROM THE CHAIRMAN

2. PROPOSED APPOINTMENT OF DIRECTORS

The Directors propose to appoint Mr. Wang Xiaochu and Mr. Leng Rongquan as executive Directors, and Mr. Li Jinming as a non-executive Director. Their biographies are set out below:

Mr. Wang Xiaochu

Mr. Wang Xiaochu, age 46, is general manager of China Telecommunications Corporation, the holding company of the Company. Mr. Wang has held positions such as director and deputy director of the Hangzhou Telecommunications Bureau in Zhejiang province, director general of the Tianjin Posts and Telecommunications Administration, chairman and chief executive officer of China Mobile (Hong Kong) Limited, and vice president of China Mobile Communications Corporation. He was responsible for the development of China Telecom's telephone network management systems and various other information technology projects and as a result, received the Class Three National Science and Technology Advancement Award and the former Ministry of Posts and Telecommunications's Class One Science and Technology Advancement Award. Mr Wang graduated from Beijing University of Posts and Telecommunications in 1980 and has over 23 years of management experience in the telecommunications industry. Other than as set out above, Mr. Wang has not held any directorship in any other listed public companies in the past three years.

As of the date hereof, Mr. Wang has no equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Other than as set out above, Mr. Wang does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company. No other matter should be brought to the attention of the Shareholders in respect of Mr. Wang's appointment.

After obtaining approval from Shareholders in respect of Mr. Wang's appointment, the Company will enter into a service contract with Mr. Wang for a term expiring on September 9, 2005. His remuneration will be determined by the board of Directors.

Mr. Leng Rongquan

Mr. Leng Rongquan, age 55, is deputy general manager of China Telecommunications Corporation. Mr. Leng is a director level senior engineer. He graduated from the Beijing Institute of Posts and Telecommunications with a Master of Science in engineering. Mr. Leng has held positions such as chief engineer of the Beijing Long Distance Telephone Bureau, deputy chief engineer of the Telecommunications Bureau of the Ministry of Posts and Telecommunications, deputy director general of the Telecommunications Bureau of the Ministry of Posts and Telecommunications of the PRC, deputy general manager of China Telecommunications Corporation, and deputy general manager of China Network Communications Group Corporation. Mr. Leng has had 28 years of operational management experience in the telecommunications industry in the PRC. Mr. Leng has not held any directorship in any other listed public companies in the past three years.

As of the date hereof, Mr. Leng has no equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Other than as set out above, Mr. Leng does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company. No other matter should be brought to the attention of the Shareholders in respect of Mr. Leng's appointment.

LETTER FROM THE CHAIRMAN

After obtaining approval from Shareholders in respect of Mr. Leng's appointment, the Company will enter into a service contract with Mr. Leng for a term expiring on September 9, 2005. His remuneration will be determined by the board of Directors.

Mr. Li Jinming

Mr. Li Jinming, age 52, is the chairman of Guangdong Rising Assets Management Co., Ltd., one of domestic Shareholders of the Company. Mr. Li graduated from Guangdong Provincial Broadcast and Television University, and studied in the postgraduate class in the faculty of international economics of Lingnan College, Zhongshan University, majoring in international industry and commerce management. He is currently studying in the EMBA class at Lingnan College, Zhongshan University. Mr. Li has held positions such as section chief and deputy director general of the Guangdong Provincial Discipline Inspection Commission, and director and deputy general manager of Guangdong Rising Assets Management Co., Ltd. Mr. Li has extensive experience in enterprise management. Mr. Li has not held any directorship in any other listed public companies in the past three years.

As of the date hereof, Mr. Li has no equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Li does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company. No other matter should be brought to the attention of the Shareholders in respect of Mr. Li's appointment.

After obtaining approval from Shareholders in respect of Mr. Li's appointment, the Company will enter into a service contract with Mr. Li for a term expiring on September 9, 2005.

3. ACTIONS TO BE TAKEN

A notice convening the EGM is set out in the Appendix to this circular. The relevant proxy form and notice of attendance are enclosed. At the EGM, a number of ordinary resolutions will be proposed to approve the appointments of Mr. Wang Xiaochu and Mr. Leng Rongquan as executive Directors, and Mr. Li Jinming as a non-executive Director.

Shareholders who intend to attend the EGM are required to return the notice of attendance to the Company on or before November 29, 2004.

Whether or not Shareholders are able to attend the EGM, they are requested to complete and return the enclosed form of proxy to the Company's registered office, 31 Jinrong Street, Xicheng District, Beijing 100032, PRC as soon as practicable and in any event by not later than 24 hours before the time designated for holding the EGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM should they so wish.

4. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Pursuant to the Articles of Association, a general voting shall be made at the Shareholders meeting by a show of hands. However, (i) chairman of the meeting, (ii) at least two Shareholders or proxies of such Shareholders with voting rights, and (iii) one or more Shareholders including proxy or proxies of such Shareholders accounting individually or jointly for 10% or more of the Company's shares with voting right(s), shall have the right to request for a voting by poll before or after a voting by a show of hands.

LETTER FROM THE CHAIRMAN

Issues concerning the election of the chairman or suspension of a meeting shall be voted by poll. Other issues shall be voted by poll at the time to be decided by the chairman, and the meeting can go on with discussion of other matters. The result of such voting shall also be regarded as the resolution adopted at the meeting. A person who has made a request for voting by poll can withdraw such a request.

5. RECOMMENDATIONS

The Directors believe that the proposed appointments of Mr. Wang Xiaochu, Mr. Leng Rongquan and Mr. Li Jinming as Directors are in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM.

By order of the Board
Zhou Deqiang
Chairman and CEO



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(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 December 20, 2004 at 31 Jinrong Street, Xicheng District, Beijing 10032, PRC for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the resignation of Mr. Zhou Deqiang as executive director of the Company be and is hereby considered and approved;
2. **THAT** the resignation of Mr. Chang Xiaobing as executive director of the Company be and is hereby considered and approved;
3. **THAT** the appointment of Mr. Wang Xiaochu to serve as executive director of the Company be and is hereby considered and approved, with his term of office starting from the date of the resolution to September 9, 2005, **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Wang Xiaochu, and **THAT** the board of directors of the Company be and is hereby authorized to determine Mr. Wang Xiaochu's remuneration;
4. **THAT** the appointment of Mr. Leng Rongquan to serve as executive director of the Company be and is hereby considered and approved, with his term of office starting from the date of the resolution to September 9, 2005, **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Leng Rongquan, and **THAT** the board of directors of the Company be and is hereby authorized to determine Mr. Leng Rongquan's remuneration; and
5. **THAT** the appointment of Mr. Li Jinming to serve as non-executive director of the Company be and is hereby considered and approved, with his term of office starting from the date of the resolution to September 9, 2005, and **THAT** any director of the Company be and is hereby authorized to sign on behalf of the Company the director's service contract with Mr. Li Jinming.

DETAILS CONCERNING THE PROPOSED NEW DIRECTORS OF THE COMPANY

Details concerning the proposed new directors of the Company are as follows:

Mr. Wang Xiaochu

Mr. Wang Xiaochu, age 46, is general manager of China Telecommunications Corporation, the holding company of the Company. Mr. Wang has held positions such as director and deputy director of the Hangzhou Telecommunications Bureau in Zhejiang province, director general of the Tianjin Posts and Telecommunications Administration, chairman and chief executive officer of China Mobile (Hong Kong) Limited, and vice president of China Mobile Communications Corporation. He was responsible for the development of China Telecom's telephone network management systems and various other information technology projects and as a result, received the Class Three National Science and Technology Advancement Award and the former Ministry of Posts and Telecommunications's Class One Science and Technology Advancement Award. Mr Wang graduated from Beijing University of Posts and Telecommunications in 1980 and has over 23 years of management experience in the telecommunications industry. Other than as set out above, Mr. Wang has not held any directorship in any other listed public companies in the past three years.

Equity Interest in the Company

As of the date hereof, Mr. Wang has no equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Other than as set out above, Mr. Wang does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company. No other matter should be brought to the attention of the shareholders in respect of Mr. Wang's appointment.

Mr. Leng Rongquan

Mr. Leng Rongquan, age 55, is deputy general manager of China Telecommunications Corporation. Mr. Leng is a director level senior engineer. He graduated from the Beijing Institute of Posts and Telecommunications with a Master of Science in engineering. Mr. Leng has held positions such as chief engineer of the Beijing Long Distance Telephone Bureau, deputy chief engineer of the Telecommunications Bureau of the Ministry of Posts and Telecommunications, deputy director general of the Telecommunications Bureau of the Ministry of Posts and Telecommunications of the PRC, deputy general manager of China Telecommunications Corporation, and deputy general manager of China Network Communications Group Corporation. Mr. Leng has had 28 years of operational management experience in the telecommunications industry in the PRC. Mr. Leng has not held any directorship in any other listed public companies in the past three years.

Equity Interest in the Company

As of the date hereof, Mr. Leng has no equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Other than as set out above, Mr. Leng does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company. No other matter should be brought to the attention of the shareholders in respect of Mr. Leng's appointment.

Mr. Li Jinming

Mr. Li Jinming, age 52, is the chairman of Guangdong Rising Assets Management Co., Ltd., one of domestic Shareholders of the Company. Mr. Li graduated from Guangdong Provincial Broadcast and Television University, and studied in the postgraduate class in the faculty of international economics of Lingnan College, Zhongshan University, majoring in international industry and commerce management. He is currently studying in the EMBA class at Lingnan College, Zhongshan University. Mr. Li has held position such as section chief and deputy director general of the Guangdong Provincial Discipline Inspection Commission, and director and deputy general manger of Guangdong Rising Assets Management Co., Ltd. Mr. Li has extensive experience in enterprise management. Mr. Li has not held any directorship in any other listed public companies in the past three years.

Equity Interest in the Company

As of the date hereof, Mr. Li has no equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Li does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company. No other matter should be brought to the attention of the shareholders in respect of Mr. Li's appointment.

By Order of the Board
China Telecom Corporation Limited
Li Ping
Company Secretary

Beijing, November 2, 2004.

Notes:

1. The Register of Members of the Company will be closed from November 20, 2004 and December 20, 2004 (both dates inclusive), during which time no share transfers of the Company's H shares will be effected. Buyers who submit share transfer application forms to the Company's share registrar before 4:00 p.m. on November 19, 2004 (Friday) and then registered as shareholders on the register of members of the Company are entitled to attend the extraordinary general meeting.
2. 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.
3. 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 the Office of the Board (for holders of domestic shares) or to 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/she so wishes.

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 Queens Road East, Wanchai, Hong Kong

4. 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.
5. 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 Monday, November 29, 2004.
6. 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.
7. 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
Telephone: (8610) 6642 8166
Fax: (8610) 6601 0728
8. As of the date of this announcement, our Board consists of Mr. Zhou Deqiang as the chairman and chief executive officer, Mr. Chang Xiaobing, 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 company secretary, Mr. Wei Leiping 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, and Mr. Zhang Youcai, Mr. Vincent Lo Hong Sui and Mr. Shi Wanpeng as the independent non-executive directors.