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中国通信服务
CHINA COMSERVICE

中國通信服務股份有限公司
CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

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

(Stock Code : 552)

**Poll Results of the 2015 Annual General Meeting, Payment of Dividend
and
Appointment and Resignation of Directors**

- The Board of the Company hereby announces that all the proposed resolutions set out in the notice convening the AGM dated 22 April 2016 were duly passed by the shareholders of the Company by way of poll at the AGM held on 24 June 2016.
- The declaration and payment of a final dividend of RMB0.1011 per share and a special dividend of RMB0.0101 per share, totalling RMB0.1112 per share (equivalent to HK\$0.13122 per share) (pre-tax) for the year ended 31 December 2015, were approved at the AGM. The above dividend will be paid on or about 18 August 2016.

Poll Results of the AGM

The board of directors (the “Board”) of China Communications Services Corporation Limited (the “Company”) hereby announces that all the proposed resolutions set out in the notice convening the 2015 annual general meeting (the “AGM”) dated 22 April 2016 were duly passed by the shareholders of the Company by way of poll at the AGM held on Friday, 24 June 2016 at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC.

The total number of issued shares of the Company as at the date of the AGM was 6,926,018,400 which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. Shareholders and authorized proxies holding an aggregate of 5,713,784,159 shares, representing 82.50% of the total voting shares of the Company were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the People’s Republic of China and the provisions of the articles of association of the Company (the “Articles”).

The poll results in respect of the proposed resolutions at the AGM were as follows:

Ordinary Resolutions		Total no. of votes (%)	
		For	Against
1.	To approve the consolidated financial statements of the Company, the report of the Directors, the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2015 and to authorize the Board to prepare the budget of the Company for the year 2016.	5,695,714,159 (99.99%)	326,000 (0.01%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2.	To approve the profit distribution proposal and the declaration and payment of dividend for the year ended 31 December 2015.	5,697,308,159 (99.99%)	326,000 (0.01%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.	To approve the appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the international auditors and domestic auditors of the Company, respectively, for the year ending 31 December 2016, and to authorize the Board to fix the remuneration of the auditors.	5,697,308,159 (99.99%)	326,000 (0.01%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4.	To approve the appointment of Mr. Liu Linfei as an independent non-executive director of the Company and to authorize any director of the Company to sign the director's service contract with Mr. Liu Linfei and the Board to determine his remuneration. (Ordinary resolution numbered 4 as set out in the notice of the AGM dated 22 April 2016)	5,695,972,159 (99.99%)	326,000 (0.01%)
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
Special Resolutions		Total no. of votes (%)	
		For	Against
5.	5.1 To grant a general mandate to the Board to issue debentures. (Special resolution numbered 5.1 as set out in the notice of the AGM dated 22 April 2016)	5,073,021,634 (89.04%)	624,612,525 (10.96%)
As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

	5.2 To authorize the Board or any two of the three duly authorized directors of the Company to determine the specific terms and conditions of, and other matters relating to, the issue of debentures. (Special resolution numbered 5.2 as set out in the notice of the AGM dated 22 April 2016)	5,063,672,552 (88.87%)	633,961,607 (11.13%)
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
	5.3 To approve the grant of the general mandate under this resolution to be valid for 12 months from the date of approval of this resolution at the AGM. (Special resolution numbered 5.3 as set out in the notice of the AGM dated 22 April 2016)	5,073,021,634 (89.04%)	624,612,525 (10.96%)
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
6.	To grant a general mandate to the Board to issue, allot and deal with the additional shares in the Company not exceeding 20% of each of the existing domestic shares and H shares (as the case may be) in issue. (Special resolution numbered 6 as set out in the notice of the AGM dated 22 April 2016)	4,674,578,066 (81.81%)	1,039,206,093 (18.19%)
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
7.	To authorize the Board to increase the registered capital of the Company and to amend the Articles to reflect the issue of shares of the Company authorized under the general mandate set out in the special resolution numbered 6 above. (Special resolution numbered 7 as set out in the notice of the AGM dated 22 April 2016)	4,707,072,962 (82.38%)	1,006,711,197 (17.62%)
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

Computershare Hong Kong Investor Services Limited was the scrutineer for the vote-taking at the AGM.

Payment of the Final Dividend and Special Dividend

The declaration and payment of a final dividend of RMB0.1011 per share and a special dividend of RMB0.0101 per share, totalling RMB0.1112 per share (equivalent to HK\$0.13122 per share) (pre-tax) for the year ended 31 December 2015, were approved at the AGM. The payment shall be made to shareholders whose names appeared on the register of members of the Company on Tuesday, 12 July 2016. The register of members will be closed from Thursday, 7 July 2016 to Tuesday, 12 July 2016 (both days inclusive). In order to be entitled to the above dividend, the Company's H share shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at Computershare Hong Kong Investor

Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Wednesday, 6 July 2016.

Dividends will be denominated and declared in Renminbi. Dividends will be paid in Renminbi for holders of domestic shares and holders of H shares (including enterprises and individuals) who invest in the H shares of the Company listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) through the Shanghai Stock Exchange (“the Southbound Trading Link”) (the “Southbound Shareholders”), and dividends for H share shareholders other than the Southbound Shareholders will be paid in Hong Kong dollars. The relevant exchange rate will be the average of the mid-point rates of Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the week prior to the date of approval of declaration of dividends by the AGM (RMB\$0.84740 equivalent to HK\$1.00). The record date for entitlement to the shareholders’ rights and the relevant arrangements of dividend distribution for Southbound Shareholders are the same as those for the Company’s H share shareholders.

For H share shareholders other than the Southbound Shareholders, the Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent in Hong Kong (the “Receiving Agent”) and will pay to such Receiving Agent the above dividend net of the applicable tax for payment to the H share shareholders other than the Southbound Shareholders. Dividend will be paid by the Receiving Agent net of the applicable tax on or about 18 August 2016. Relevant cheques will be dispatched on the same day to the H shares shareholders entitled to receive such dividend by ordinary post and at their own risk. For the Southbound Shareholders, the Company will pay to the Shanghai branch of China Securities Depository and Clearing Corporation Limited (“China Clear”), which is acting as the nominee of the Southbound Shareholders, the above dividend net of the applicable tax on or about 18 August 2016, and China Clear will pay the dividend net of the applicable tax to the Southbound Shareholders via its depository and clearing system.

Arrangement of Withholding and Payment of Income Tax

For the overseas resident individual shareholders of the Company, pursuant to relevant laws and regulations including the Law of the People’s Republic of China on Individual Income Tax, the Regulations for the Implementation of the Law of the People’s Republic of China on Individual Income Tax, and the letter dated 28 June 2011 from the State Administration of Taxation to the Inland Revenue Department of Hong Kong, for individual H share shareholders receiving dividends who are Hong Kong or Macau residents or whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company, as a withholding agent, is required to withhold and pay individual income tax at the rate of 10%. For individual H share shareholders receiving dividends whose country of domicile is a country which has entered in to a tax treaty with the PRC stipulating a dividend tax rate lower than 10%, the Company will withhold the individual income tax at a tax rate of 10%. The Company can process applications on behalf of those shareholders to seek entitlement of the relevant agreed preferential treatments pursuant to relevant regulations, and upon approval by the tax authorities, the extra amount of tax withheld will be refunded. For individual H share shareholders receiving dividends whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate higher than 10% but lower than 20%, the Company will withhold the individual income tax at the agreed-upon effective tax rate when distributing dividends and no application procedures will be necessary. For individual H share shareholders receiving dividends whose country of domicile is a country which has not entered into any tax treaty with the PRC or are under other situations, the Company will withhold the individual income tax at a tax rate of 20% when distributing dividends.

For the overseas non-resident enterprise shareholders of the Company (including HKSCC Nominees Limited, corporate nominees or trustees, or other organizations or entities that are considered non-resident enterprise shareholders), pursuant to the Law of the People's Republic of China on Enterprise Income Tax, the Regulations for the Implementation of the Law of the People's Republic of China on Enterprise Income Tax and relevant rules and regulations, as a withholding agent, the Company is required to withhold and pay the enterprise income tax at the tax rate of 10% on behalf of the overseas non-resident enterprise shareholders.

For the Southbound Shareholders of the Company, according to the relevant provisions under the "Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Programme (Cai Shui [2014] No. 81)", the Company shall withhold individual income tax at the rate of 20% with respect to dividends received by the Mainland individual investors for investing in the H shares of the Company listed on the Hong Kong Stock Exchange through the Southbound Trading Link. In respect of the dividends for the investment of Mainland securities investment funds in the H shares of the Company listed on the Hong Kong Stock Exchange through the Southbound Trading Link, the tax levied on dividends derived from such investment shall be ascertained by reference to the rules applicable to the treatment of individual income tax. The Company is not required to withhold income tax on dividends derived by the Mainland enterprise investors under the Southbound Trading Link, and such enterprises shall report the income and make tax payment by themselves.

Should the H share shareholders of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H shares of the Company.

Appointment and Resignation of Directors

The appointment of Mr. Liu Linfei as an Independent Non-Executive Director of the Company was approved at the AGM. The Company will enter into a service contract with Mr. Liu for a term commencing from 24 June 2016 to the date of annual general meeting of the Company for the year 2017 to be held in 2018. The Board will determine the remuneration of Mr. Liu with reference to his duties, responsibilities, experience as well as the current market situations. Profile of Mr. Liu is as follows:

Mr. Liu Linfei, aged 59, is an Independent Non-Executive Director of our Company. Mr. Liu is currently an attorney and a senior partner of Jun He Law Offices. He graduated from the Heilongjiang University with a bachelor degree in 1982 and obtained a Master of Laws from the University of International Relations in Beijing in 1985, after which he served in the research office under the Standing Committee of the National People's Congress. He went to the United States in the autumn of 1987 and studied in the School of Advanced International Studies, Johns Hopkins University and served as an intern in the Congress of the United States. He enrolled in the School of Law of the University of Kansas in the United States in 1989 and graduated in 1992 with a Juris Doctor degree, after which he practiced in a law firm in the United States after his graduation and was qualified as a practicing lawyer in the United States. He joined the Jun He Law Offices as a partner in early 1995. His practice primarily covers international legal affairs, in particular, foreign direct investment, international mergers and acquisitions and infrastructure and project finance.

Except for those stated in this announcement, Mr. Liu did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, or taken up a post in any affiliated companies of the Company in the past three years. In addition, Mr. Liu does not have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Mr. Liu does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Except for those stated in this announcement, the Company considers that there is no other information relating to Mr. Liu to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any matter which needs to be brought to the attention of the shareholders of the Company.

Furthermore, Mr. Wang Jun has resigned as an Independent Non-Executive Director of the Company and the member of the Right of First Refusal and Priority Right Committee by reason of age, with effect from today. Mr. Wang has confirmed that he has no disagreement with the Board, and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to express its sincere gratitude to Mr. Wang for his valuable contributions to the Company during his tenure of office.

By Order of the Board
China Communications Services Corporation Limited
Chung Wai Cheung, Terence
Company Secretary

Beijing, PRC, 24 June 2016

As at the date of this announcement, our executive directors are Mr. Sun Kangmin, Mr. Si Furong and Ms. Hou Rui, our non-executive directors are Mr. Li Zhengmao and Mr. Zhang Junan, and our independent non-executive directors are Mr. Zhao Chunjun, Mr. Siu Wai Keung, Francis, Mr. Lv Tingjie, Mr. Wu Taishi and Mr. Liu Linfei.