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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Communications Services Corporation Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 28 December 2017, at No. 19, Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC, to consider and, if thought fit, pass the following business:

SPECIAL RESOLUTION

1. **THAT** the amendments to the articles of association of the Company (the “**Articles of Association**”) be considered and approved, and such amendments shall take effect upon obtaining the approval, endorsement or registration as may be necessary from the relevant government authorities of the PRC; and the board of directors of the Company (the “**Board**”), or the director or company secretary of the Company as assigned by the Board (the “**Authorized Person**”) be authorized to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters arising from the amendments to the Articles of Association, and the Board or Authorized Person be authorized to amend the Articles of Association as appropriate so as to fulfill the possible requirements of the relevant authorities of the PRC in relation to approval, endorsement and/or registration of the amendments to the Articles of Association.

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

Beijing, PRC
10 November 2017

Note:

(1) Proposed amendments to the Articles of Association

Pursuant to the Company Law of the People’s Republic of China and the relevant work requirements, and in order to formulate the plan for the future business development of the Company at an early stage, the Board proposes to amend the Articles of Association to further enhance its contents including the corporate governance and the business scope after taking into consideration of the Company’s circumstances.

Following the amendments, the relevant articles of the Articles of Association will be renumbered accordingly.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
(1)	<p>Article 1.1</p> <p>China Communications Services Corporation Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company (the “Special Regulations”) and other relevant laws and regulations of the State.</p> <p>The Company was established by way of promotion with the approval of the State-Owned Assets Supervision and Administration Commission of the State Council (the “SASAC”) on 12 September 2006, as evidenced by approval document <i>Guo Zi Gai Ge[2006]</i> no. 1138 of 2006. It is registered with and has obtained a business licence from the State Administration Bureau of Industry and Commerce of the People’s Republic of China on 30 August 2006. The Company’s business licence number is: 100000000040483.</p> <p>The promoters of the Company are: China Telecommunications Corporation, Guangdong Telecom Industry Group Corporation and Zhejiang Telecom Industry Corporation.</p>	<p>Article 1.1</p> <p>China Communications Services Corporation Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Company (the “Special Regulations”) and other relevant laws and regulations of the State.</p> <p>The Company was established by way of promotion with the approval of the State-Owned Assets Supervision and Administration Commission of the State Council (the “SASAC”) on 12 September 2006, as evidenced by approval document <i>Guo Zi Gai Ge[2006]</i> no. 1138 of 2006. It is registered with and has obtained a business licence from the State Administration Bureau of Industry and Commerce of the People’s Republic of China on 30 August 2006. The Company’s unified social credit code is: 911100007109343186.</p> <p>The promoters of the Company are: China Telecommunications Corporation, Guangdong Telecom Industry Group Corporation and Zhejiang Telecom Industry Corporation.</p>
(2)		<p>Newly Added Article 1.9</p> <p>In accordance with the provisions under Company Law and the Constitution of the Communist Party of China, the Company shall establish the organization of the Communist Party of China (the “Party”), which shall undertake the function of leadership core and political core in the Company. The Company shall set up the working institution of the Party, equip it with adequate staff of party affairs and ensure its working fund.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
(3)	<p>Article 2.2</p> <p>The Company’s scope of business are: research and development of telecommunications technology, provision of technological service, technological consultation; manufacture and sales of telecommunications equipment; provision of system integration of IT applications; investment in enterprises; provision of investment consultation; management of trust assets; engagement in advertising; repair and maintenance of telecommunications equipment; properties lease; properties management; design and construction of property infrastructure; design and construction of municipal utilities; municipal utilities management; planning administration; installation of wires and equipment; pipeline construction; city safety surveillance system project; smart building project; electricity, pipelines and equipment installation; project management, survey, design and supervision services; specialized project design; transportation agent for international and domestic cargo; loading and unloading services; warehousing services; sales of communications equipment, computer hardware and software; energy performance contracting.</p> <p>The Company’s scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.</p>	<p>Article 2.2</p> <p>The Company’s scope of business are: research and development of information and communications technologies, provision of technological service, technological consultation, technology and business training; investment in enterprises; provision of investment consultation; management of trust assets; planning administration; project management; survey, design and supervision services; design and construction of property infrastructure; design and construction of municipal utilities; installation of wires and equipment; pipeline construction; city safety surveillance system project; smart building project; electricity, pipelines and equipment installation; specialized project design; repair and maintenance of telecommunications equipment; planning consultation and solutions, design, construction, supervision and maintenance of internet of things; properties lease; municipal utilities management; properties management; transportation agent for international and domestic cargo; loading and unloading services; warehousing services; production and sales of communications equipment and facilities; development of computer software and integration of applications system; energy performance contracting; engagement in advertising.</p> <p>The Company’s scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
(4)	<p>Article 4.2</p> <p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution on the reduction of registered capital and shall publish an announcement in a newspaper at least three (3) times within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within ninety (90) days of the date of the first public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company’s registered capital shall not, after the reduction, be less than the statutory minimum limit.</p>	<p>Article 4.2</p> <p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution on the reduction of registered capital and shall publish an announcement in a newspaper within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within ninety (90) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company’s registered capital shall not, after the reduction, be less than the statutory minimum limit.</p>
(5)		<p>Newly Added Article 10.14</p> <p>The Board shall seek advice from the Party organization before determining any significant issues of the Company. In the process of appointment of senior officers of the Company by the Board, the Party organization shall consider and provide advice and suggestions on the candidates proposed by the Board or the general manager, or recommend candidates to the Board and the general manager.</p>

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
(6)	<p>Article 21.2</p> <p>The merger of the Company may be in the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s merger resolution and shall publish a public notice in a newspaper at least three (3) times within thirty (30) days of the date of the Company’s merger resolution.</p> <p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>	<p>Article 21.2</p> <p>The merger of the Company may be in the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s merger resolution and shall publish a public notice in a newspaper within thirty (30) days of the date of the Company’s merger resolution.</p> <p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>
(7)	<p>Article 21.3</p> <p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s division resolution and shall publish a public notice in a newspaper at least three (3) times within thirty (30) days of the date of the Company’s division resolution.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.</p>	<p>Article 21.3</p> <p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s division resolution and shall publish a public notice in a newspaper within thirty (30) days of the date of the Company’s division resolution.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.</p>
(8)	<p>Article 22.4</p> <p>The liquidation committee shall, within ten (10) days of its establishment, notify creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper at least three (3) times. The liquidation committee should do the registration of claims.</p>	<p>Article 22.4</p> <p>The liquidation committee shall, within ten (10) days of its establishment, notify creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper. The liquidation committee should do the registration of claims.</p>

Pursuant to the Articles of Association and the relevant laws and regulations, the proposed amendments shall be considered and approved by shareholders at the EGM by way of special resolution.

Shareholders should be aware that the English version of the Articles of Association (and/or the proposed amendments thereto) as stated in this announcement is an approximate translation of the Chinese version of the Articles of Association and is provided for reference only. The Chinese version of the Articles of Association shall prevail in the case there are discrepancies in the translation and/or inconsistencies between the two versions.

(2) Closure of the register of members:

The H share register of members of the Company will be closed, for the purpose of determining the H shareholders' entitlement to attend the EGM to be held on Thursday, 28 December 2017, from Tuesday, 28 November 2017 to Thursday, 28 December 2017 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 27 November 2017. H shareholders of the Company who are registered on the register of members held by Computershare Hong Kong Investor Services Limited on Thursday, 28 December 2017 are entitled to attend the EGM.

(3) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. Each shareholder who wishes to appoint proxies should first review the circular, which is expected to be dispatched to shareholders on or around Friday, 10 November 2017.

(4) 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 notarially certified power of attorney must be delivered to the office of the Board 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 of it (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM if he/she so wishes.

The address of the share registrar for the Company's H shares is as follow:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

(5) Resolution at the EGM will be voted by poll.

(6) 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 authorized by the board or other decision making authority shall present a copy of the relevant resolution of its 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 on or before Thursday, 7 December 2017.

- (7) 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.
- (8) The address of the office of the Board is as follow:

No. 19 Chaoyangmen Beidajie
Dongcheng District
Beijing 100010
PRC

Contact person: Mr. Chung Wai Cheung, Terence
Telephone: (8610) 5850 2290
Facsimile: (8610) 5850 1534

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. Shao Guanglu, 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.