



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)**

**RIGHT OF FIRST REFUSAL AND PRIORITY RIGHT COMMITTEE  
CHARTER OF  
CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED**  
*(Amended by the Board on 8 April, 2008)*

## **Section 1 General**

### Article 1 Objective

To satisfy the requirements of the applicable laws, regulations and listing rules of the PRC and the place where the shares of China Communications Services Corporation Limited are listed, the internal rules and regulations of the Company and the need of exercising the priority right to acquire specific assets and businesses from the controlling shareholder, the Company's Board of Directors sets up the Right of First Refusal and Priority Right Committee (the "Committee" unless otherwise indicated) and creates this Charter accordingly.

### Article 2 Status and Principle of the Committee

The Committee members are appointed by over 50% affirmative votes of the Board. The Committee report to the Board periodically.

The principle of the Committee is to take its full duty to comply with the applicable securities regulations, reasonably safeguard the Company's best interest and fairly protect the interests of all shareholders, especially the interests of minority shareholders.

### Article 3 Structure and Qualifications of the Committee

The Committee consists of three or more members. The Board may change such number when it deems necessary, provided that the minimum requirement by the applicable regulatory rules is met.

All the Committee members shall be independent non-executive directors and:

- (1) shall have no material affiliations with the Company
- (2) shall be in compliance with the requirement of "independency" by the applicable regulatory rules.

#### Article 4 Term of the Committee

The term of the Committee shall be the same as that of the Board. The appointment may be renewed.

Any Committee member, who ceases to be independent non-executive director of the Company, shall be automatically removed from the Committee, and the vacancy shall be filled pursuant to the applicable internal rules.

In the event that any Committee member resigns, or is removed by more than half of the Board's votes, or ceases to act as an independent non-executive director, the Board may terminate his or her term before its expiration.

When change in Committee member involves change in the Board, such change shall follow the procedures for changing Directors pursuant to the Articles of Association to get the approval of the shareholders' general meeting and make a public announcement accordingly in accordance with the applicable regulatory rules.

#### Article 5 Resignation of the Committee Members

Should any Committee member resign before his or her term terminates, such member shall submit to the Board through the Secretary of the Board a written resignation three months in advance, in which detailed explanations shall be given.

Should any Committee member lose his or her position in the Committee due to his or her resignation from the position of an independent non-executive director, the regular resignation procedures for the Committee members is not necessary. Upon his or her resignation from the position of an independent non-executive director pursuant to the resignation procedures for the independent non-executive director, his or her position of a Committee member shall be automatically removed.

## **Section 2 Operation and Procedures of the Committee**

#### Article 6 Committee Meetings

The Committee shall hold the meetings when necessary.

A Committee meeting may not be held unless attended by more than half of the members. It may also be held by a telephone conference or other telecommunications means.

#### Article 7 Written Proposals

The Committee may replace the meeting with the written proposals, and adopt resolutions by written votes without a meeting in person. The written resolution takes effect when the meeting materials are delivered to all members and affirmatively voting members reach the legitimate quorum for passing such resolution.

#### Article 8 Convening and Chairing of Meetings

Committee meetings shall be convened by Committee members themselves and the Secretary of the Board can assist them to convene the meetings. The Secretary of the Board may also authorize the Office of the Board to assist in the specific arrangement of convening and preparation for such meetings.

The notice for a committee meeting shall be delivered to each member fourteen days prior to such meeting. The related agenda and written materials for the meeting shall be delivered to each member three days prior to such meeting.

The Chairman of the Committee should in charge of the meeting. If the Chairman cannot attend the meeting, the attending members shall elect a Chairman in charge of the Committee meeting.

#### Article 9 Resolutions

The passing of any resolution of the Committee meeting shall require over 50% affirmative votes of the Committee, with each member having one vote.

The voting of the Committee meeting may be taken by hands or by poll.

Any resolution of the Committee meeting shall be in written form and executed by attending members.

#### Article 10 Minutes

A Committee meeting shall have complete and truthful minutes.

The Office of the Board shall be in charge of the minutes of the Committee meetings. The draft of the minutes shall be available to all members within a reasonable time after the meeting for their review and execution. The Secretary of the Board shall retain the original copies of the minutes.

#### Article 11 Non-voting Attendance

When it deems necessary, the Committee may invite the Company's management and other Directors to attend a Committee meeting with no voting.

#### Article 12 Ancillary Organ of the Committee

The Office of the Board shall coordinate and support the routine operation of the Committee.

### **Section 3 Duties and Obligations of the Committee**

#### Article 13 Primary Duties of the Committee

The Committee is mainly responsible to assist the Board of Directors to supervise on the following matters:

- (1) determine whether to execute the right of first refusal or priority right in accordance with the actual circumstances and determine the timetable, target, size and scope of the acquisition;
- (2) determine the timeline of information disclosure of the Company's update progress of re-organization and acquisition, including the disclosure of important financial information prepared in compliance with international financial reporting standards when obtaining the relevant information, so that the shareholders can timely participate in;
- (3) approve to hold the relevant Board meeting relating to the right of first refusal and priority right; and
- (4) any other duties authorized by the Board or applicable regulatory rules.

The Committee has the right to request from China Telecom any necessary documents and materials for the performance of its duties or seek explanations on any issues the Committee is concerned about.

#### Article 14 Preparation of Committee Reports

The Committee shall prepare the Committee report to the Board and disclose it in the relevant reports (if applicable) in accordance with the relevant regulatory requirement.

#### Article 15 Authority to Engage Advisors

For the purpose of performing their duties, the Committee may engage independent legal advisors, certified accountants or other experts with regard to such issues as to determining the potential conflict of interest, assessing the disclosure of the Company, taking other actions as legally required and involving in the independent investigation of the relevant matters.

#### Article 16 Duties of the Committee Members

Each of the Committee members shall diligently and efficiently perform his or her duties and exercise his or her rights, in accordance with the applicable regulatory provisions and this Charter, including but not limited to:

- (1) be conscientious, reasonably safeguard the best interests of the Company, fairly protect the interests of all shareholders, especially the interests of minority shareholders;
- (2) attend the Committee meetings when convened and in person, and authorize other members to attend on his or her behalf by written proxy, which shall state the scope of authorization, when he or she is unable to attend;
- (3) carefully review any documents and resolutions submitted to the members; and
- (4) completely and effectively communicate with Company's management.

### **Section 4 Compensation and Budget of the Committee**

#### Article 17 Compensation of the Committee

The compensation of the Committee shall be determined and approved by the Board and can be paid in form of cash, stock or options. The Committee members shall not directly or indirectly receive from the Company any consulting fees, advising fees or any other compensation, except for:

- (1) compensation received as a Director (including any compensation and other benefits paid to all Directors) and compensation received as an employee;
- (2) compensation for a position in any committee under the board; or
- (3) pension or other deferred compensation for the service that a Director has provided (provided that such compensation is not contingent upon any other service that a Director had to provide in any way in the future).

#### Article 18 Budget of the Committee

For the performance of its duties, the Committee shall have its necessary budget and other resources which shall be borne by the Company, including:

- (1) total expenses relating to the appointment of any external advisors; and
- (2) all necessary or appropriate administrative expenses for the Committee to perform its duties.

### **Section 5 Appendix**

#### Article 19 Validity and Interpretation

This Charter shall take effect upon the adoption by a Board resolution and the Board of Directors is responsible for the interpretation of this Charter. Any issue not covered hereunder shall follow the applicable regulatory provisions and the Articles of Association of the Company.

#### Article 20 Amendment and Termination

Any amendment or termination of this Charter is subject to the Board's resolution.