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**If you have sold or transferred** all your shares in China Communications Services Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED APPOINTMENT OF AUDITORS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company to be held at 10:00 a.m. on Friday, 18 June 2021 at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, is set out on pages 5 to 8 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same as soon as possible and in any event not less than 24 hours before the time designated for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

28 April 2021

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened on Friday, 18 June 2021, or any adjournment thereof, the notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	China Communications Services Corporation Limited (中國通信服務股份有限公司), a joint stock limited company incorporated in the PRC with limited liability on 30 August 2006, whose H Shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“H Share(s)”	overseas listed foreign invested share(s) in the Company’s issued share capital with a nominal value of RMB1.00 each which has been listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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*Executive Directors*

Zhang Zhiyong  
Huang Xiaoqing  
Zhang Xu

*Non-executive Directors*

Gao Tongqing  
Mai Yanzhou

*Independent Non-executive Directors*

Siu Wai Keung, Francis  
Lv Tingjie  
Wu Taishi  
Liu Linfei

*Registered office*

Block No.1, Compound No.1  
Fenghuangzui Street  
Fengtai District  
Beijing  
PRC

*Place of business in Hong Kong*

Room 1101–1102, 11/F  
Great Eagle Centre  
23 Harbour Road  
Wanchai, Hong Kong

28 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITORS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you the information regarding certain resolutions to be considered at the AGM to enable you to make an informed decision on whether to vote for or against the resolutions at the AGM.

## LETTER FROM THE BOARD

### 2. PROPOSED APPOINTMENT OF AUDITORS

We refer to the Company's announcement dated 29 March 2021 in relation to the proposed change of auditors of the Company. Pursuant to the relevant regulations issued by the Ministry of Finance of the People's Republic of China and the State-owned Assets Supervision and Administration Commission of the State Council in respect of the restrictions on the term of years of audit services that an accounting firm can provide, the service terms of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP will expire soon. They will retire as the international auditor and domestic auditor of the Company effective upon the conclusion of the AGM and will not be re-appointed. The Board, as recommended by the Audit Committee, has resolved to propose to the Shareholders at the AGM to approve the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the Company's international auditor and domestic auditor respectively for the year ending 31 December 2021 and to authorise the Board to fix the remuneration of the auditors. The proposed appointment of auditors is subject to the approval of Shareholders at the AGM.

Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP have confirmed in writing that there are no matters in relation to their retirement which should be brought to the attention of the Shareholders. Neither the Board nor the Audit Committee is aware of any matters in relation to the proposed change of auditors that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreement or outstanding matters between the Company and Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP.

### 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

We refer to the Company's announcement dated 29 March 2021 in relation to the change of registered address of the Company. Due to the completion of the procedures with the relevant business registration authorities for the change of registered address, the Board proposes to amend the Article 1.3 of the Articles of Association regarding the Company's address as below:

Article 1.3 of the Articles of Association being amended as: "The Company's address: Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing"

Shareholders should be aware that the English version of the Articles of Association (and/or the proposed amendments thereto) 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.

## LETTER FROM THE BOARD

#### 4. AGM

A notice convening the AGM to be held at 10:00 a.m. on Friday, 18 June 2021 at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, is set out on pages 5 to 8 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not Shareholders are able to attend the AGM, they are requested to complete and return the enclosed form of proxy to (i) for domestic share Shareholders, the Office of the Board of the Company, at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC; and (ii) for H share Shareholders, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time designated for holding the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting should they so wish.

#### 5. RECOMMENDATION

The Board considers that all resolutions proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the resolutions to be proposed at the AGM.

By Order of the Board  
**China Communications Services Corporation Limited**  
**Zhang Zhiyong**  
*Chairman*

# NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Communications Services Corporation Limited (the “**Company**”) for the year 2020 (the “**AGM**”) will be held at 10:00 a.m. on Friday, 18 June 2021 at Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing, the PRC, to consider and, if thought fit, pass the following businesses:

### ORDINARY RESOLUTIONS

1. **THAT** the consolidated financial statements of the Company, the report of the directors, the report of the supervisory committee and the report of the international auditor for the year ended 31 December 2020 be considered and approved, and the board of directors of the Company (the “**Board**”) be authorized to prepare the budget of the Company for the year 2021.
2. **THAT** the proposal on profit distribution and dividend declaration and payment for the year ended 31 December 2020 be considered and approved.
3. **THAT** the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the international auditor and domestic auditor of the Company, respectively, for the year ending 31 December 2021 be considered and approved, and the Board be authorized to fix the remuneration of the auditors.

and to consider and approve other businesses (if any).

And as special businesses, to consider and, if thought fit, pass the following special resolutions:

### SPECIAL RESOLUTIONS

4. **THAT:**
  - (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of additional domestic shares or overseas-listed foreign invested shares (“**H shares**”) (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company (the “**Articles of Association**”), shall not exceed 20% of each of the Company’s existing domestic shares and H shares (as the case may be) in issue at the date of passing this special resolution; and
- (d) for the purpose of this special resolution 4:

“**Relevant Period**” means the period from the passing of special resolution 4 until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the 12 months period following the passing of these special resolutions; and
  - (iii) the revocation or variation of the authority given to the Board under these special resolutions by a special resolution of the Company’s shareholders by way of a general meeting.
5. **THAT** the Board be authorized to increase the registered capital of the Company to reflect the issue of shares in the Company authorized under special resolution 4, and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital of the Company and to take any other action and complete any formality required to effect such increase in the registered capital of the Company.



## NOTICE OF ANNUAL GENERAL MEETING

6. **THAT** the amendments to 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, 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 government 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  
28 April 2021

*Notes:*

- (1) Details of the above resolutions are set out in the annual report of the Company for the year 2020 and the circular dated 28 April 2021.
- (2) Buyers who submit the share transfer application forms to the Company’s share registrar before 4:30 p.m. on Friday, 11 June 2021 and then register as shareholders on the register of members of the Company are entitled to attend the AGM.
- (3) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Each shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2020, which are expected to be despatched to shareholders on or around Wednesday, 28 April 2021.
- (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 of the Company for domestic share shareholders and to the Computershare Hong Kong Investor Services Limited for H share shareholders not less than 24 hours before the designated time for the holding of the AGM. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the AGM if he 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) Shareholders attending the AGM 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 the board or other decision making authority in order to attend the AGM.

## NOTICE OF ANNUAL GENERAL MEETING

(6) Closure of the register of members:

(a) AGM

The H share register of members of the Company will be closed, for the purpose of determining the H share shareholders' entitlement to attend the AGM to be held on Friday, 18 June 2021, from Tuesday, 15 June 2021 to Friday, 18 June 2021 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the AGM, 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 Friday, 11 June 2021. H share shareholders of the Company who are registered on the register of members held by Computershare Hong Kong Investor Services Limited on Friday, 18 June 2021 are entitled to attend the AGM.

(b) Proposed Final Dividend and Special Dividend

The Board proposes a final dividend of RMB0.1335 per share and a special dividend of RMB0.0267 per share, and the total dividend is RMB0.1602 per share (pre-tax) for the year ended 31 December 2020. The dividend proposal will be submitted for consideration at the AGM. If such proposed dividend distribution is approved by the shareholders, the final dividend and special dividend will be distributed to those shareholders whose names appear on the register of members of the Company on Monday, 12 July 2021. The register of members will be closed from Wednesday, 7 July 2021 to Monday, 12 July 2021 (both days inclusive). In order to be entitled to the final dividend and special dividend, H share shareholders who have not registered the transfer documents are required to lodge the transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 6 July 2021.

Dividends will be denominated and declared in Renminbi. Dividends will be paid in Renminbi for domestic share shareholders and H share shareholders (including enterprises and individuals) who invest in the H shares of the Company listed on The Stock Exchange of Hong Kong Limited through the Shanghai Stock Exchange or Shenzhen Stock Exchange ("the **Southbound Trading**") (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 at the AGM. 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. The proposed dividends are expected to be paid on or about Friday, 13 August 2021 upon approval at the AGM.

(7) All resolutions at the general meeting will be voted by poll.

(8) The AGM is expected to last for half a day and shareholders (in person or by proxy) attending the AGM shall be responsible for their own transport and accommodation expenses.

(9) The address of the Office of the Board is as follows:

Block No.1, Compound No.1, Fenghuangzui Street  
Fengtai District  
Beijing  
PRC  
postal code: 100073

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