



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)

NOTICE OF THE 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 7 August 2007 at 31 Jinrong Street, Xicheng District, Beijing, PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTION

1. **THAT** the Supplemental Agreement as described in the Circular and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and that any Director of the Company be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement.

SPECIAL RESOLUTION

2. **THAT** the articles of association of the Company (“Articles of Association”) be amended as follows:

- (1) the following article be added before the existing Article 185 of the Articles of Association:

“Subject to the proper compliance of all the applicable laws, rules and regulations (including but not limited to the rules of the designated stock exchanges) and obtaining all the required consent (if any), any notice or document published by the Company (including but not limited to the “Corporate Communication” as defined by the rules of the designated stock exchanges) could be delivered by the following methods:

- (1) by hand;
- (2) by post;
- (3) by sending it to the facsimile number or other number of electronic communication (including but not limited to email address) or website as provided by the addressee to the Company for the said purpose;
- (4) by public announcement;
- (5) by uploading the notice or document to the website of the Company or the Hong Kong Stock Exchange and issuing a notice to the addressee for notifying him/her on the availability of such notice or document on such website (the “Availability Notice”). The Company shall deliver the Availability Notice to the holders of overseas listed foreign shares by hand or by post in pre-paid envelopes;

- (6) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received; or
- (7) by any other methods as authorized by the relevant regulatory body of the place of listing of the Company or as stipulated by the Articles of Association.

In case of joint holders of shares, all the notices or documents shall be delivered to the holder whose name stands first in the register of members and such notices or documents delivered thereby shall be deemed duly delivered to and received by all such joint holders.”

- (2) the existing Article 186 of the Articles of Association shall be deleted in its entirety and be restated as following new Article 186:

“Any notice or document shall be:

- (1) deemed issued when the envelope containing such notice was put into postbox and deemed duly received after 48 hours thereafter if it was delivered by post, provided that the address was clearly written, postage fee pre-paid and the notice was put inside such envelope.
- (2) deemed delivered on the receiving date (i.e. the sending date) if it was sent by facsimile, in such case the receiving date shall be the date shown on the facsimile transmission report. If it was sent as an electronic message, it shall be deemed delivered on the date when the message was transmitted from the server of the Company or its agent.
- (3) deemed delivered on the date when the availability notice is deemed delivered to the shareholder if the notice or document was uploaded onto the website of the Company.
- (4) deemed delivered on the date when the notice or document is published for the first time if it is published as a public announcement, provided that such announcement shall be published on newspaper stipulated by the relevant rules.
- (5) deemed delivered at the time it is delivered by hand or (as the case may be) at the time of such delivery is deemed delivered if the notice or document is sent or delivered by any other methods as stipulated in the Articles of Association.”

- (3) the following clause shall be added after the existing Article 186 of the Articles of Association.

“If the listing rules in the listing place require the Company to dispatch, mail, distribute, issue or otherwise provide the relevant document of the Company in English and in Chinese, the Company shall be allowed to deliver either the English or the Chinese version in accordance with the choice of the shareholder, provided that the Company has made appropriate arrangement to confirm whether the shareholders would like to receive either the English or the Chinese version and subject to and to the extent as permitted by the applicable laws and regulations.”

- (4) the board of directors of the Company (the “Board”) shall be authorized to add to or delete the relevant contents to the Articles of Association in accordance with the special resolution numbered 2 above, to re-order the sequences of the articles in accordance with the order stated in special resolution numbered 2 above and to prepare the full version of the restated Articles of Association as a result of the above amendments. Any director of the Company or any officer designated by the director shall be authorized to effect any related registration of the amendments with the company registration authority.

By Order of the Board
Yung Shun Loy, Jacky
Company Secretary

Beijing, PRC
21 June 2007

Notes:

- (1) Buyers who submit the share transfer application forms to the Company’s share registrar before 4:30 p.m. on 6 July 2007 and then register 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 behalf at the extraordinary general meeting. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the shareholders circular of the Company, which is expected to be dispatched to shareholders around 21 June 2007.
- (3) Concerning the special resolution numbered 2 above, as the Articles of Association only exist in Chinese, the Chinese text of the relevant proposed resolution shall prevail over the English text.

In order to protect the environment and for purposes of cost efficiency, the Company proposes to amend the Articles of Association to allow the Company to deliver to shareholders either the English version or the Chinese version of any notice or corporate communication at their option as well as expanding the mode of delivery to include electronic means and other methods as authorized by the relevant regulatory body of the place of listing.

- (4) To be valid, the form of proxy together with the power of attorney or other authorisation document (if any) signed by the authorised person or notarially certified power of attorney must be delivered to the Office of the Board of the Company 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 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 so wishes.

The address of the share registrar for the Company’s H shares is as follows:

Computershare Hong Kong Investor Services Limited
Room 1806–1807, 18th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong

- (5) 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.
- (6) The registration procedure for attending the extraordinary general meeting:
- (a) shareholders attending the extraordinary general meeting in person or by proxy shall present their identity certification. If the attending shareholder is a corporation, its legal representative or person authorised 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 extraordinary general meeting.
- (b) shareholders intending to attend the extraordinary general meeting shall return the attendance slip via hand delivery, mail or fax to the Office of the Board of the Company on or before 17 July 2007.
- (7) Closure of the register of members:

The register of members of the Company will be closed from 8 July 2007 to 7 August 2007 (both days inclusive).

- (8) 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 transport and accommodation expenses.
- (9) The address of the Office of the Board is as follows:
- 31 Jinrong Street
Xicheng District
Beijing 100032
PRC
Contact person: Yung Shun Loy, Jacky
Telephone: (8610) 6642 8166
Facsimile: (8610) 6601 0728
- (10) As of the date of this announcement, the Board consists of Mr. Wang Xiaochu as the chairman and chief executive officer, Mr. Leng Rongquan as the president and chief operating officer, 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, Mr. Yang Jie as the executive vice president, Mr. Sun Kangmin as the executive vice president, Mr. Li Jinming as the non-executive director, and Mr. Zhang Youcai, Mr. Lo Hong Sui, Vincent, Mr. Shi Wanpeng, Mr. Xu Erming and Mr. Tse Hau Yin, Aloysius as the independent non-executive directors.