

NOTICE IS HEREBY GIVEN that an annual general meeting of China Telecom Corporation Limited (the "Company") for the year ended 2004 will be held at 10:00a.m. on 25 May 2005 at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong to consider and, if thought fit, pass the following business:

ORDINARY RESOLUTIONS

1. to consider and approve the consolidated financial statements of the Company, the report of the Board of Directors, and report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2004;
2. to consider and approve the profit distribution proposal and declaration and payment of a final dividend for the year ended 31 December 2004;
3. to consider and approve the reappointment of KPMG as the Company's international auditors and KPMG Huazhen as the Company's domestic auditors and for the year ending 31 December 2005 and the authorisation to the board of directors of the Company to fix the remuneration thereof; and

to consider and approve other matters, if any.

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

SPECIAL RESOLUTIONS

4. to consider and approve the *Charter for Supervisory Committee of China Telecom Corporation Limited*;

5. "THAT:

- (a) subject to paragraph (c) below, the exercise by the board of directors of the Company 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 ("Shares") and to make or grant offers, agreements and options which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the board of directors of the Company 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 once every twelve months by the board of directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) 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 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 5:

"Relevant Period" means the period from the passing of special resolution 5 until the earlier 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 of directors of the Company under these special resolutions by a special resolution of the Company's shareholders in general meetings.

"Rights Issue" means an offer of shares open for a period fixed by the board of directors of the Company to holders of Shares on the register of members on a fixed record date in proportion of their then holdings of such Shares (subject to such exclusion or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirement of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and

an offer, allotment or issue of shares by way of rights shall be construed accordingly."

6. "THAT the board of directors of the Company be authorised to increase the registered capital of the Company to reflect the issue of shares in the Company authorised under special resolution 5, and to make such appropriate and necessary amendments to the articles of association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company."

By Order of the Board

Li Ping Yung Shun Loy, Jacky
Joint Company Secretaries

Beijing, PRC
6 April, 2005

Notes:

- (1) Buyers who submit the share transfer application forms to the Company's share registrar before 4:00 p.m. on 22 April 2005 and then register as shareholders on the register of members of the Company are entitled to attend the annual general meeting.
- (2) Each shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend and vote on his behalf at the annual general meeting. A proxy need not be a shareholder. Each shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2004, which is expected to be despatched to shareholders around 7 April 2005.
- (3) 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 and 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 annual general meeting. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the annual 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
46th Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

- (4) 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.
- (5) The registration procedure for attending the annual general meeting:
 - (a) shareholders attending the annual 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 annual general meeting.
 - (b) shareholders intending to attend the annual 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 4 May 2005.

(6) Closure of the register of members:

The register of members of the Company will be closed from 25 April 2005 to 25 May 2005 (both days inclusive).

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

31 Jinrong Street
Xicheng District, Beijing 100032
PRC

Contact person:

Li Ping Yung Shun Loy, Jacky

Telephone: (8610) 6642 8166

Facsimile: (8610) 6601 0728

(8) The *Charter for Supervisory Committee of China Telecom Corporation Limited* to be tabled to the current meeting for consideration and approval is attached hereto.

(9) 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 and joint company secretary, Mr. Wei Leping as the executive vice president, Mr. Yang Jie as the executive vice president, Mr. Sun Kangmin as the executive vice president, Mr. Cheng Xiyuan and Mr. Feng Xiong as the executive directors, Mr. Li Jinming as the non-executive director, and Mr. Zhang Youcai, Mr. Vincent Lo Hong Sui and Mr. Shi Wanpeng as the independent non-executive directors.

**Charter for Supervisory Committee of
China Telecom Corporation Limited**
(Draft)

Chapter 1 General Provisions

Article 1 The Charter for the Supervisory Committee (the "Charter") of China Telecom Corporation Limited (the "Company") is adopted to protect legitimate interests of the Company and shareholders, and to regulate the structure and behaviors of the Supervisory Committee (the "Committee") pursuant to the *Company Law of Peoples' Republic of China* (the "Company Law"), and other applicable laws and regulations, as well as the Articles of Association of the Company ("Articles of Association").

Article 2 The Committee shall be responsible to the shareholders, oversee the financial system and oversee the performance of the directors, general managers and other senior officers, and safeguard legitimate interests of the Company and shareholders.

Article 3 The supervisors shall loyally perform the oversight duties pursuant to applicable laws, regulations and the Articles of Association.

Article 4 The Company shall provide the Supervisors with necessary information and materials for supervisors to perform their duties. The supervisors shall independently perform duties set out in applicable laws, regulations and the Articles of Association. The Company shall provide for appropriate funding for the expenses and reasonable costs incurred by the Committee in performing its duties.

Chapter 2 Supervisors

Article 5 The supervisors shall, among others, be legally literate and have experience in management, accounting and auditing.

Article 6 The following persons shall not serve as the supervisor of the Company:

- (1) a person who does not have or who has limited capacity for civil conduct;
- (2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which disrupt the social economic order, in which case less than a term of five years has lapsed since the sentence was served, or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served;
- (3) a person who was a former director, factory manager or manager of a company or enterprise which became bankrupt and has been liquidated as a result of mismanagement and who was personally liable for such bankruptcy, in which case less than three years have elapsed since the date of completion of such liquidation of the company or enterprise;
- (4) a person who was a legal representative of a company or enterprise the business license of which was revoked due to violation of law and who was personally liable therefor, in which case less than three years have elapsed since the date of the revocation of the business license;
- (5) a person who has a large amount of debt overdue;
- (6) a person who is currently under investigation by judicial body for violation of criminal law;
- (7) a person who, according to laws and regulations, cannot act as a leader of an enterprise;
- (8) a person other than a natural person;

- (9) a person who was convicted by competent authority for violating applicable securities regulations and such conviction involves a finding that such person acted fraudulently or dishonestly, in which case less than five years have elapsed since the date of such conviction.

Article 7 The supervisors shall abide by provisions of applicable laws, regulations and the Articles of Association, and perform the obligations of integrity and diligence.

Article 8 The supervisors shall not disclose the secrets of the Company, unless legally mandated or required by the Articles of Association.

Article 9 The supervisors shall not take the advantage of his or her position in the Company to seek for personal benefits, take bribes or other illegal compensation, and shall not appropriate any property of the Company.

Article 10 Each supervisor shall serve a term of 3 years, which term is renewable upon re-election.

Article 11 Any supervisor causing any loss to the Company as a result of his or her violation of applicable laws, regulations and the Articles of Association when performing duties shall be liable for the Company.

Article 12 The supervisors may resign prior to the expiry of the current term, provided that the resignation of any supervisor elected on the general shareholders meeting is subject to the approval thereof, and the resignation of any supervisor elected by employees shall be approved pursuant to the employee election procedures of the Company. Any supervisor causing any loss to the Company as a result of his or her unapproved resignation shall be liable for the Company.

Article 13 Any supervisor absent on two consecutive Committee meetings shall be deemed as incapable of performing his or her duty, in which case the Committee shall recommend the general shareholder meeting or employee representative meeting to remove this supervisor.

Chapter 3 Constituents and Functions of Committee

Article 14 The Committee shall comprise 5 supervisors, including 1 outside supervisor (hereinafter meaning supervisors who do not hold office in the Company). Any supervisor elected by the shareholders shall be replaced on the general shareholder meeting, while any supervisor elected by the employees shall be replaced by employees through election procedure.

Article 15 The Committee shall have 1 chairperson, who shall organize the implementation of the duties of the Committee. The appointment and removal of the chairperson of the Committee shall be determined by two thirds of the voting rights held by the supervisors.

Article 16 The Committee may set up an office responsible for day-to-day work of the Committee.

Article 17 The Committee shall exercise the following functions and powers in accordance with law:

- (1) to review the Company's financial position, to request information from relevant departments and personnel of the Company, and to inspect financial documents and relevant information of subsidiaries of the Company;
- (2) to supervise directors, managers and other senior officers who violate laws, regulations and the Articles of Association in performing their duties;

- (3) to require directors, managers and other senior officers of the Company to rectify their violations of laws, regulations or the Articles of Association or their behavior which impairs the interests of the Company; to report to the board of directors, general shareholder meeting, securities regulatory body and other relevant authorities where necessary;
- (4) to check the financial information, including report to be submitted by the board of directors to the general shareholder meeting, business report and profit distribution plan, and retain certified accountant and auditor for review in case of doubt on behalf of the Company;
- (5) to propose to convene an extraordinary general shareholder meeting;
- (6) to negotiate with, or bring actions against, a director on behalf of the Company;
- (7) Other functions and powers set forth in the Articles of Association.

The supervisors shall attend the board meeting as non-voting representatives.

Article 18 The Committee's oversight records of directors, managers and other senior officers, as well as the conclusion of financial or other special examination shall constitute major basis for their performance evaluation.

Chapter 4 Convening and Attendance of Committee Meeting

Article 19 The Committee meeting shall be held at least twice a year and shall be convened by the chairperson of the Committee.

Article 20 In case that the chairperson is unable to convene the meeting under specific circumstances, the chairperson shall delegate a supervisor to perform the duty on his or her behalf.

Article 21 The written notice of the Committee meeting shall be distributed to all supervisors 10 days prior to the meeting, and the notice shall include:

- (1) the date of the meeting;
- (2) the venue of the meeting;
- (3) the subject matters of the meeting;
- (4) the date of the notice.

Article 22 The Committee shall notify all supervisors of the date of the meeting in accordance with the provisions, and provide them with adequate materials, including background introduction of the subject matters, any information as well as data which can facilitate the supervisors to understand the business development of the Company.

Article 23 Any Committee meeting shall not be valid unless it is attended by more than two thirds of the supervisors.

Article 24 The supervisors are obligated to attend the Committee meeting in person. Where a supervisor is unable to attend a meeting for any reason, he or she may by a written power of attorney appoint another supervisor to attend the meeting on his or her behalf.

The power of attorney shall set out the name of the authorized person, the scope and the term of the authorization, and shall be signed or stamped by the authorizing supervisor. The authorized supervisor shall exercise the power as authorized.

Any supervisor who failed to attend, and failed to authorize a representative to attend, the meeting, shall be deemed that he or she has abandoned the voting right.

Chapter 5 Agenda and Proposals of Committee Meeting

Article 25 The proposal of the Committee shall:

- (1) be in compliance with laws, regulations and the Articles of Association, within the business scope of the Company and functions of the Committee;
- (2) be in the interests of the Company and shareholders;
- (3) have specific topics and matters;
- (4) be submitted in writing.

Article 26 The agenda of the Committee meeting shall be determined by the chairperson. Except for the proposals, the Committee may determine new proposals during the meeting as the case may be.

Where any new proposal is determined, the Committee shall provide adequate materials, including background introduction of the proposals, any information and data which can facilitate the supervisors to understand the business development of the Company.

Article 27 The supervisors shall submit to the office of the Committee any proposal or subject matter for discussion on Committee meeting prior to the meeting, and the chairperson shall determine whether to include them in the agenda. If the

chairperson determines that some proposal shall not be included, he or she shall provide reasons therefor on the meeting. Any proposal to be included in the agenda shall be subject to procedures prescribed in article 26.

Chapter 6 Voting and Resolution of Committee Meeting

Article 28 The voting of the Committee meeting is by show of hands with each supervisor having one vote.

Article 29 The Committee shall vote on the proposals included in the agenda item by item.

Article 30 No resolution of the Committee shall take effect unless approved by two thirds of the voting rights. The resolution shall be in writing.

Article 31 The Committee may make proposal to the board or the general shareholder meeting, which shall be implemented by the board via organizing relevant departments. The chairperson of the Committee or the supervisor designated by the Committee shall supervise the implementation of the Committee resolutions. The chairperson of the Committee or the supervisor designated by the Committee shall record the resolution implementation progress, and report to the Committee.

Article 32 The supervisors shall execute the resolutions of the Committee.

Article 33 The supervisors shall be responsible for any resolutions of the Committee.

Article 34 The Committee shall report to the annual general shareholder meeting the work performance of the current term, including the meetings times, meeting themes, and the Committee shall opine independently on the following matters:

- (1) Legitimate operation of the Company, including the legality of decision-making procedures, adequacy of internal control procedures, any violations of laws, regulations, the Articles of Association or impairment of corporate interests by directors and managers in performing their duties;
- (2) Financial condition of the Company, including the audit opinion issued by the accountant firm and their opinions on relevant matters, and the opinions on whether the financial statements have fairly reflected the financial conditions and results of operation of the Company;
- (3) Use of proceeds, including whether the actual use of proceeds is consistent with the committed use of proceeds, and whether the procedure to revise the use of proceeds complies with law;
- (4) Major acquisition and assets restructuring projects, including the rationality of the price, any existence of insider trading, or impairment of interests of some shareholders or loss of corporate assets;
- (5) Connected party transactions, including whether the price is fair and whether there is any act impairing the corporate interests.

Chapter 7 Minutes of Committee Meeting

Article 35 Minutes shall be kept during the Committee meetings and shall be signed by the attending supervisors and the recorders. The attending supervisor may request

descriptive information on his or her speech to be recorded on the minutes.

Article 36 The minutes of the Committee meeting shall state:

- (1) Meeting date, venue and the person's name who calls for the meeting;
- (2) Names of attending supervisors and proxy supervisors (agent);
- (3) Agenda;
- (4) Key points of speeches;
- (5) Voting manner and result of each voting item (affirmative votes, veto votes or waiving votes).

Article 37 The minutes of Committee meetings shall be true and complete, and be kept properly as important archives of the Company and major basis of supervisor liabilities for future reference.

Article 38 The minutes of the Committee meetings shall be kept by the office of the Committee.

Chapter 8 Supplementary

Article 39 Any matter not provided herein shall be pursuant to applicable laws and regulations, and the Articles of Association.

Article 40 In case of any inconsistency between this Charter and provisions of the Company Law, other applicable laws and regulations, other regulatory documents and the Articles of Association, the provisions of the latter shall prevail.

Article 41 This Charter, and any amendment thereof, shall take effect upon the approval of the general shareholder meeting.

Article 42 This Charter shall be interpreted by the Committee of the Company.