For the year ended 31 December 2004

1. PRINCIPAL ACTIVITIES, ORGANISATION AND BASIS OF PRESENTATION

Principal activities

China Telecom Corporation Limited (the "Company") and its subsidiaries (hereinafter, collectively referred to as the "Group") are engaged in the provision of wireline telecommunications and related services in Shanghai Municipality, Guangdong Province, Jiangsu Province, Zhejiang Province, Anhui Province, Fujian Province, Jiangxi Province, Guangxi Zhuang Autonomous Region, Chongqing Municipality, Sichuan Province, Hubei Province, Hunan Province, Hainan Province, Guizhou Province, Yunnan Province, Shaanxi Province, Gansu Province, Qinghai Province, Ningxia Hui Autonomous Region and Xinjiang Uygur Autonomous Region of the People's Republic of China (the "PRC"). The Group offers a comprehensive range of wireline telecommunications services to residential and business customers, including local, domestic long distance ("DLD") and international long distance ("ILD") telephone services, Internet and managed data, leased line, and other related services.

The operations of the Group are subject to the supervision and regulation by the PRC government. The Ministry of Information Industry, pursuant to the authority delegated to it by the PRC's State Council, is responsible for formulating the telecommunications industry policies and regulations, including the regulation and setting of tariff levels for basic telecommunications services, such as local and long distance telephone services, managed data services, leased line and interconnection arrangements.

Organisation

The Company was incorporated in the PRC on 10 September 2002 as part of the reorganisation (the "Restructuring") of China Telecommunications Corporation ("China Telecom" and together with its subsidiaries other than the Company are referred to as "China Telecom Group"), a state-owned enterprise which is under the supervision and regulation of the Ministry of Information Industry. In November 2001, pursuant to a further industry restructuring plan approved by the State Council, China Telecom's wireline telecommunications networks and related operations in 10 northern provinces, municipalities and autonomous regions of the PRC were transferred to China Netcom Group. China Telecom retained the wireline telecommunications networks and related operations of 21 provinces, municipalities and autonomous regions of the PRC, including those of the Company's subsidiaries. In accordance with this industry restructuring plan, China Telecom and China Netcom Group own 70% and 30%, respectively, of the nationwide inter-provincial optic fibres.

For the year ended 31 December 2004

1. PRINCIPAL ACTIVITIES, ORGANISATION AND BASIS OF PRESENTATION *(continued)*

Organisation *(continued)*

In connection with the Restructuring, China Telecom transferred to the Company the wireline telecommunications business and related operations in Shanghai Municipality, Guangdong Province, Jiangsu Province and Zhejiang Province together with the related assets and liabilities (the "Predecessor Operations") in consideration for 68,317 million ordinary domestic shares of the Company. The shares issued to China Telecom have a par value of RMB1.00 each and represented the entire registered and issued share capital of the Company of that date. In connection with the Restructuring, certain assets historically associated with the Predecessor Operations were not transferred to the Company and were retained by China Telecom. These assets, which amounted to RMB11,285 million as at 31 December 2001, primarily related to investments in non-telecommunications industries, inter-provincial transmission optic fibres and properties. As a result of the segregation and separate management of these assets by China Telecom beginning 31 December 2001, the assets retained by China Telecom were reflected as a distribution to China Telecom in the consolidated statement of shareholders' equity as at 31 December 2001.

Pursuant to the resolution passed by the Company's independent shareholders at an Extraordinary General Meeting held on 15 December 2003, the Company acquired the entire equity interests in Anhui Telecom Company Limited, Fujian Telecom Company Limited, Jiangxi Telecom Company Limited, Guangxi Telecom Company Limited, Chongqing Telecom Company Limited and Sichuan Telecom Company Limited (collectively the "First Acquired Group") and certain network management and research and development facilities from China Telecom for a total purchase price of RMB46,000 million on 31 December 2003 (hereinafter, referred to as the "First Acquisition"). The purchase price consisted of a cash payment of RMB11,000 million and a long-term payable of RMB35,000 million (Note 13). Prior to the First Acquisition and effective 31 December 2002, China Telecom transferred the wireline telecommunications business and related operations in Anhui Province, Fujian Province, Jiangxi Province, Guangxi Zhuang Autonomous Region, Chongqing Municipality and Sichuan Province together with the related assets and liabilities in consideration for the entire equity interests in each of the entities of the First Acquired Group. Certain assets historically associated with these operations were retained by China Telecom, and as at 31 December 2002, these assets amounted to RMB5,189 million and consisted primarily of investments in non-telecommunications industries and properties.

For the year ended 31 December 2004

1. PRINCIPAL ACTIVITIES, ORGANISATION AND BASIS OF PRESENTATION *(continued)*

Organisation *(continued)*

Pursuant to the resolution passed by the Company's independent shareholders at an Extraordinary General Meeting held on 9 June 2004, the Company acquired the entire equity interests in Hubei Telecom Company Limited, Hunan Telecom Company Limited, Hainan Telecom Company Limited, Guizhou Telecom Company Limited, Yunnan Telecom Company Limited, Shaanxi Telecom Company Limited, Gansu Telecom Company Limited, Qinghai Telecom Company Limited, Ningxia Telecom Company Limited and Xinjiang Telecom Company Limited (collectively the "Second Acquired Group") from China Telecom for a total purchase price of RMB27,800 million on 30 June 2004 (hereinafter, referred to as the "Second Acquisition"). The purchase price consisted of a cash payment of RMB8,340 million and a long-term payable of RMB19,460 million. On 30 June 2004, the Company repaid RMB4,310 million of this payable amount using the net proceeds from issue of new H shares in May 2004 (see Note 13). Prior to the Second Acquisition and effective 31 December 2003, China Telecom transferred the wireline telecommunications business and related operations in Hubei Province, Hunan Province, Hainan Province, Guizhou Province, Yunnan Province, Shaanxi Province, Gansu Province, Qinghai Province, Ningxia Hui Autonomous Region and Xinjiang Uygur Autonomous Region together with the related assets and liabilities in consideration for the entire equity interests in each of the entities of the Second Acquired Group. Certain assets historically associated with these operations were retained by China Telecom, and as at 31 December 2003, these assets amounted to RMB10,762 million and consisted primarily of investments in non-telecommunications industries and properties.

Basis of presentation

Since China Telecom controlled the Predecessor Operations transferred to the Company and continues to control the Company, the accompanying consolidated financial statements for the periods prior to the legal formation of the Company have been prepared as a reorganisation of entities under common control in a manner similar to a pooling-of-interests ("as-if-pooling-of-interests accounting"). Accordingly, under as-if-pooling-of-interests accounting, the assets and liabilities of the Predecessor Operations transferred to the Company in connection with the Restructuring have been accounted for at historical amounts.

For the year ended 31 December 2004

1. PRINCIPAL ACTIVITIES, ORGANISATION AND BASIS OF PRESENTATION *(continued)*

Basis of presentation *(continued)*

In addition, as the First Acquired Group and the Second Acquired Group ("the Acquired Groups") were under the common control of China Telecom, the First Acquisition and the Second Acquisition ("the Acquisitions") have been reflected in the accompanying consolidated financial statements as a combination of entities under common control in a manner similar to a pooling-of-interests. Accordingly, the assets and liabilities of the Acquired Groups have been accounted for at historical amounts and the consolidated financial statements of the Company prior to the Acquisitions have been restated to include the results of operations and assets and liabilities of the Acquired Groups on a combined basis. The assets retained by China Telecom in respect of the Acquisitions were reflected as distributions to China Telecom in the consolidated statement of shareholders' equity as at 31 December 2002 and 31 December 2003 respectively. The considerations paid by the Company for the acquisition of the Acquired Groups have been accounted for as equity transactions in the consolidated statement of shareholders' equity.

The results of operations for the year ended 31 December 2003 and the financial condition as at 31 December 2003 and the shareholders' equity as at 31 December 2003 and 1 January 2003 previously reported by the Group and the Second Acquired Group and the combined amounts presented in the accompanying consolidated financial statements are set out below:

	The Group (as previously reported) RMB millions	The Second Acquired Group RMB millions	Combined RMB millions
Results of operations:			
Operating revenues	118,451	33,102	151,553
Operating profit	32,448	404	32,852
Net profit/(loss)	24,686	(10,804)	13,882
Basic earnings/(loss) per share (RMB)	0.33	(0.15)	0.18
Financial condition:			
Current assets	25,504	7,589	33,093
Total assets	305,605	98,337	403,942
Current liabilities	96,666	52,469	149,135
Total liabilities	173,064	78,815	251,879
Shareholders' equity as at 31 December 2003	131,272	19,522	150,794
Shareholders' equity as at 1 January 2003	152,848	34,177	187,025

For the periods presented, all significant balances and transactions between the Group and the Acquired Groups prior to the Acquisitions have been eliminated.

For the year ended 31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") promulgated by the International Accounting Standards Board ("IASB"). IFRS includes International Accounting Standards ("IAS") and interpretations. These financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

These financial statements are prepared on the historical cost basis as modified by the revaluation of certain property, plant and equipment (Note 3).

The preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The accounting policies described below have been consistently applied by the Group.

The IASB has issued a number of new and revised International Financial Reporting Standards and International Accounting Standards (collectively new "IFRSs") which are effective for accounting periods beginning on or after 1 January 2005.

The Group has not early adopted these new IFRSs in the financial statements for the year ended 31 December 2004. The Group has already commenced an assessment of the impact of these new IFRSs but is not yet in a position to state whether these new IFRSs would have significant impact on its results of operations and financial position.

(b) Basis of consolidation

A subsidiary is an enterprise controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities.

The financial results of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases, and the share attributable to minority interests is deducted from or added to profit before minority interests. All significant intercompany balances and transactions and any unrealised gains/losses arising from intercompany transactions are eliminated on consolidation.

For the year ended 31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Basis of consolidation *(continued)*

An associate is a company, not being a subsidiary, in which the Group exercises significant influence over its management. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control over those policies.

The consolidated statement of income includes the Group's share of the results of its associates for the period. In the consolidated balance sheet, interests in associates are stated at the Group's attributable share of net assets.

(c) Translation of foreign currencies

The functional and reporting currency of the Group is Renminbi ("RMB"). Foreign currency transactions during the year are translated into RMB at the applicable rates of exchange quoted by the People's Bank of China ("PBOC rates") prevailing on the transaction dates. Foreign currency monetary assets and liabilities are translated into RMB at the applicable PBOC rates at the balance sheet date.

Exchange differences, other than those capitalised as construction in progress, are recognised as income or expense in the consolidated statement of income. For the periods presented, no exchange differences were capitalised.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and time deposits with original maturities of three months or less when purchased. Cash equivalents are stated at cost, which approximates fair value. None of the Group's cash and cash equivalents is restricted as to withdrawal.

(e) Accounts receivable

Accounts receivable are stated at cost less allowance for doubtful accounts. An allowance for doubtful accounts is provided based upon the evaluation of the recoverability of these accounts at the balance sheet date.

(f) Inventories

Inventories consist of materials and supplies used in maintaining the wireline telecommunications network and goods for resale. Materials and supplies are valued at cost less a provision for obsolescence.

For the year ended 31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(f) **Inventories** *(continued)*

Inventories that are held for resale are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(g) **Property, plant and equipment**

Property, plant and equipment are initially recorded at cost, less subsequent accumulated depreciation and impairment losses (Note 2(l)). The cost of an asset comprises its purchase price, any directly attributable costs of bringing the asset to working condition and location for its intended use and the cost of borrowed funds used during the periods of construction. Expenditure incurred after the asset has been put into operation is capitalised only when it increases the future economic benefits embodied in the item of property, plant and equipment. All other expenditure, including the cost of repairs and maintenance, is expensed as it is incurred.

Subsequent to the revaluations (Note 3), which were based on depreciated replacement costs, property, plant and equipment are carried at revalued amount, being the fair value at the date of the revaluation, less subsequent accumulated depreciation and impairment losses. When an item of property, plant and equipment is revalued, any accumulated depreciation at the date of the revaluation is restated proportionately with the change in the gross carrying amount of the asset so that the carrying amount of the asset after revaluation equals its revalued amount. The separate classes into which the Company groups assets for the revaluation are buildings and improvements; telecommunications network plant and transmission and switching equipment; and furniture, fixture, motor vehicles and other equipment. When an item of property, plant and equipment is revalued, the entire class of property, plant and equipment to which that asset belongs is revalued simultaneously. When an asset's carrying amount is increased as a result of a revaluation, the increase is credited directly to shareholders' equity under the component of revaluation reserve. However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense. When an asset's carrying amount is decreased as a result of a revaluation, the decrease is recognised as an expense in the consolidated statement of income. However, a revaluation decrease is charged directly against any related revaluation surplus to the extent that the decrease does not exceed the amount held in the revaluation reserve in respect of that same asset. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair value at the balance sheet date. Revaluations are performed annually on items which experience significant and volatile movements in fair value while items which experience insignificant movements in fair value are revalued every three years.

For the year ended 31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Property, plant and equipment *(continued)*

Assets acquired under leasing agreements which effectively transfer substantially all the risks and benefits incidental to ownership from the lessor to the lessee are classified as assets under finance leases. Assets under finance leases are initially recorded at amounts equivalent to the present value of the minimum lease payments (computed using the rate of interest implicit in the lease) which approximate the fair value at the inception of the lease. The net present value of the future minimum lease payments is recorded correspondingly as a finance lease obligation. Assets under finance leases are amortised over their estimated useful lives. As at 31 December 2004, the carrying amount of assets held under finance leases was RMB314 million (2003: RMB239 million).

Gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the consolidated statement of income on the date of disposal. On disposal of a revalued asset, the related revaluation surplus is transferred from the revaluation reserve to retained earnings.

Depreciation is provided to write off the cost/revalued amount of each asset over its estimated useful life on a straight-line basis, after taking into account its estimated residual value, as follows:

	Depreciable lives primarily range from
Buildings and improvements	8 to 30 years
Telecommunications network plant, transmission and switching equipment	6 to 10 years
Furniture, fixture, motor vehicles and other equipment	4 to 10 years

(h) Lease prepayments

Lease prepayments represent land use rights paid to the PRC's land bureau. Land use rights are carried at cost and are written off on a straight-line basis over the respective periods of the rights which range from 20 years to 70 years.

For the year ended 31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Construction in progress

Construction in progress represents buildings, telecommunications network plant, transmission and switching equipment and other equipment under construction and pending installation, and is stated at cost less impairment losses (Note 2(l)). Cost comprises direct costs of construction as well as interest charges, and foreign exchange differences on related borrowed funds to the extent that they are regarded as an adjustment to interest charges, during the periods of construction. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use.

No depreciation is provided in respect of construction in progress.

(j) Investments in subsidiaries

In the Company's stand-alone balance sheet, investments in subsidiaries are accounted for using the equity method.

(k) Investments

Investments in non-marketable equity securities are stated at cost less provision for impairment losses (Note 2(l)). A provision is made where, in the opinion of management, the carrying amount of the investments exceeds its recoverable amount.

(l) Impairment

The carrying amounts of the Group's long-lived assets, including property, plant and equipment, are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to the recoverable amount. The amount of the reduction is recognised as an expense in the consolidated statement of income. The recoverable amount is the greater of the net selling price and the value in use. In determining the value in use, expected future cash flows generated by the assets are discounted to their present value. For the year ended 31 December 2004, a provision for impairment loss of RMB88 million (2003: Nil) was made to fully impair the carrying value of certain equipment for outdated telecommunications services.

For the year ended 31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(m) Revenue recognition

The Group's revenues are principally derived from the provision of local, domestic long distance ("DLD") and international long distance ("ILD") telephone services which consist of (i) usage charges for telephone services, which vary depending on the day, the time of day, distance and duration of the telephone call, (ii) a monthly telephone service fee, (iii) service activation and installation fees, and (iv) charges for value-added telecommunications services, such as call waiting, call diverting and caller number display. The Group records wireline service revenues over the periods they are earned as follows:

(i) Revenues derived from local, DLD and ILD telephone usage are recognised as the services are provided.

(ii) Upfront fees received for activation of wireline services and wireline installation charges are deferred and recognised over the expected customer relationship period. The related direct incremental customer acquisition costs are deferred to the extent of the upfront fees and are amortised over the same expected customer relationship period.

(iii) Monthly telephone service fees are recognised in the month during which the telephone services are provided to customers.

(iv) Revenues from sale of prepaid calling cards are recognised as the cards are used by customers.

(v) Revenues derived from value-added telecommunications services are recognised when the services are provided to customers.

Other related wireline telecommunications service revenues are recognised as follows:

(i) Revenues from the provision of Internet and managed data services are recognised when the services are provided to customers.

(ii) Interconnection fees from domestic and foreign telecommunications operators are recognised when the services are rendered as measured by the minutes of traffic processed.

(iii) Lease income from operating leases is recognised over the term of the lease.

For the year ended 31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(m) Revenue recognition *(continued)*

(iv) Sale of customer-end equipment is recognised on delivery of the equipment to customers and when the significant risks and rewards of ownership and title have been transferred to the customers.

(n) Advertising and promotion expense

The costs for advertising and promoting the Group's wireline telecommunications services are expensed as incurred. Advertising and promotion expense, which is included in selling, general and administrative expenses, was RMB8,701 million for the year ended 31 December 2004 (2003: RMB5,758 million).

(o) Net financing costs

Net financing costs comprise interest income on bank deposits, interest expense on borrowings, and foreign exchange gains and losses. Interest income from bank deposits is recognised on a time proportion basis that takes into account the effective yield on the asset.

Interest costs incurred in connection with borrowings are expensed as incurred, except to the extent that they are capitalised as being directly attributable to the construction of an asset which necessarily takes a substantial period of time to get ready for its intended use.

(p) Research and development expense

Research and development expenditure is expensed as incurred. For the year ended 31 December 2004, research and development expense was RMB172 million (2003: RMB166 million).

(q) Employee benefits

The Group's contributions to defined contribution retirement plans administered by the PRC government are recognised as an expense in the consolidated statement of income. Further information is set out in Note 33.

(r) Provisions

A provision is recognised in the consolidated balance sheet when the Group has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation.

For the year ended 31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(s) Income tax

Income tax comprises current and deferred tax. Current tax is calculated on the taxable income for the year by applying the applicable tax rates. Deferred tax is provided using the balance sheet liability method, providing for all temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax is calculated on the basis of the enacted tax rates that are expected to apply in the period when the asset is realised or the liability is settled. The effect on deferred tax of any changes in tax rates is charged or credited to the consolidated statement of income, except for the effect of a change in tax rate that results in a change in the carrying amount of deferred tax assets and liabilities is charged or credited directly to shareholders' equity, to the extent that such deferred tax assets and liabilities are previously charged or credited to equity. A deferred tax asset is recognised only to the extent that it is probable that future taxable income will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(t) Dividends

Dividends are recognised as a liability in the period in which they are declared.

(u) Segmental reporting

A business segment is a distinguishable component of the Group that is engaged in providing products or services and is subject to risks and rewards that are different from those of other segments. For the periods presented, the Group has one operating segment which is the provision of wireline telecommunications services. All of the Group's operating activities are carried out in the PRC.

For the year ended 31 December 2004

3. PROPERTY, PLANT AND EQUIPMENT, NET

The Group:

	Buildings and improve-ments RMB millions	Telecomm-unications network plant and equipment RMB millions	Furniture, fixture, motor vehicles and other equipment RMB millions	Total RMB millions
Cost/valuation:				
Balance at 1 January 2004	60,939	421,014	19,264	501,217
Additions	178	1,469	696	2,343
Transferred from construction in progress	4,380	49,775	1,976	56,131
Disposals	(119)	(14,195)	(1,259)	(15,573)
Reclassification	22	17	(39)	—
Revaluations	944	(8,776)	—	(7,832)
Balance at 31 December 2004	66,344	449,304	20,638	536,286
Accumulated depreciation:				
Balance at 1 January 2004	(8,331)	(174,961)	(8,029)	(191,321)
Depreciation charge for the year	(2,646)	(41,246)	(2,930)	(46,822)
Provision for impairment	—	(88)	—	(88)
Written back on disposals	37	13,214	1,070	14,321
Reclassification	(11)	(5)	16	—
Revaluations	(67)	7,870	—	7,803
Balance at 31 December 2004	(11,018)	(195,216)	(9,873)	(216,107)
Net book value at 31 December 2004	55,326	254,088	10,765	320,179
Net book value at 31 December 2003	52,608	246,053	11,235	309,896

For the year ended 31 December 2004

3. PROPERTY, PLANT AND EQUIPMENT, NET *(continued)*

The Company:

	Telecommunications network plant and equipment RMB millions	Furniture, fixture, motor vehicles and other equipment RMB millions	Total RMB millions
Cost:			
Balance at 1 January 2004	360	16	376
Additions	—	5	5
Transferred from construction in progress	19	5	24
Reclassification	(73)	73	—
Balance at 31 December 2004	306	99	405
Accumulated depreciation:			
Balance at 1 January 2004	(1)	—	(1)
Depreciation charge for the year	(47)	(6)	(53)
Reclassification	42	(42)	—
Balance at 31 December 2004	(6)	(48)	(54)
Net book value at 31 December 2004	300	51	351
Net book value at 31 December 2003	359	16	375

In connection with the Restructuring, the property, plant and equipment of the Predecessor Operations as at 31 December 2001 were revalued as required by the relevant PRC rules and regulations for each asset class by Beijing China Enterprise Appraisal Co., Ltd. (the "PRC valuers"), independent valuers registered in the PRC, on a depreciated replacement cost basis. The value of the property, plant and equipment was determined at RMB138,623 million (Note 8). The surplus on revaluation of certain property, plant and equipment totalling RMB4,154 million was credited to the revaluation reserve while the deficit arising from the revaluation of certain property, plant and equipment totalling RMB11,930 million was recognised as an expense for the year ended 31 December 2001.

For the year ended 31 December 2004

3. PROPERTY, PLANT AND EQUIPMENT, NET *(continued)*

In connection with the First Acquisition, the property, plant and equipment of the First Acquired Group as at 31 December 2002 were revalued as required by the relevant PRC rules and regulations for each asset class by the PRC valuers on a depreciated replacement cost basis. The value of the property, plant and equipment was determined at RMB71,596 million (Note 8). The surplus on revaluation of certain property, plant and equipment totalling RMB760 million was credited to the revaluation reserve while the deficit arising from the revaluation of certain property, plant and equipment totalling RMB14,690 million was recognised as an expense for the year ended 31 December 2002.

In connection with the Second Acquisition, the property, plant and equipment of the Second Acquired Group as at 31 December 2003 were revalued as required by the relevant PRC rules and regulations for each asset class by the PRC valuers on a depreciated replacement cost basis. The value of the property, plant and equipment was determined at RMB74,685 million (Note 8). The surplus on revaluation of certain property, plant and equipment totalling RMB1,537 million was credited to the revaluation reserve while the deficit arising from the revaluation of certain property, plant and equipment totalling RMB14,832 million was recognised as an expense for the year ended 31 December 2003.

In accordance with the Group's accounting policy (Note 2(g)), the property, plant and equipment of the Group as at 31 December 2004 were revalued for each asset class by the directors of the Company on a depreciated replacement cost basis. The value of the property, plant and equipment was determined at RMB320,179 million. The surplus on revaluation of certain property, plant and equipment totalling RMB1,233 million was credited to the revaluation reserve while the deficit arising from the revaluation of certain property, plant and equipment totalling RMB1,262 million was recognised as an expense for the year ended 31 December 2004.

For the year ended 31 December 2004

3. PROPERTY, PLANT AND EQUIPMENT, NET *(continued)*

The following is a summary of the carrying value of the Group's property, plant and equipment prior to the revaluation and the revalued amounts of these assets as at 31 December 2004:

	Carrying value prior to revaluation RMB millions	Revaluation surplus RMB millions	Revaluation deficit RMB millions	Revalued amounts RMB millions
Building and improvements	54,449	877	—	55,326
Telecommunications network plant and equipment	254,994	356	(1,262)	254,088
Furniture, fixture, motor vehicles and other equipment	10,765	—	—	10,765
	320,208	1,233	(1,262)	320,179

4. CONSTRUCTION IN PROGRESS

	The Group RMB millions	The Company RMB millions
Balance at beginning of year	31,617	77
Additions	53,964	20
Transferred to property, plant and equipment	(56,131)	(24)
Balance at end of year	29,450	73

5. INTERESTS IN SUBSIDIARIES

	The Company	
	2004 RMB millions	2003 RMB millions
Share of net assets	**205,027**	184,343

For the year ended 31 December 2004

5. INTERESTS IN SUBSIDIARIES *(continued)*

Details of the Company's subsidiaries at 31 December 2004, which principally affected the results of operations and the financial position of the Group, are as follows:

Name of Company	Type of legal entity	Date of incorporation	Registered capital (RMB millions)
Shanghai Telecom Company Limited	Limited Company	11 October 2002	15,984
Guangdong Telecom Company Limited	Limited Company	10 October 2002	47,513
Jiangsu Telecom Company Limited	Limited Company	19 October 2002	19,208
Zhejiang Telecom Company Limited	Limited Company	10 October 2002	22,400
Anhui Telecom Company Limited	Limited Company	26 August 2003	3,871
Fujian Telecom Company Limited	Limited Company	28 August 2003	10,364
Jiangxi Telecom Company Limited	Limited Company	18 September 2003	1,153
Guangxi Telecom Company Limited	Limited Company	28 August 2003	4,992
Chongqing Telecom Company Limited	Limited Company	22 August 2003	4,276
Sichuan Telecom Company Limited	Limited Company	28 August 2003	8,123
Hubei Telecom Company Limited	Limited Company	9 March 2004	5,412
Hunan Telecom Company Limited	Limited Company	12 March 2004	661
Hainan Telecom Company Limited	Limited Company	9 March 2004	580
Guizhou Telecom Company Limited	Limited Company	12 March 2004	2,401
Yunnan Telecom Company Limited	Limited Company	9 March 2004	3,747
Shaanxi Telecom Company Limited	Limited Company	8 March 2004	2,482
Gansu Telecom Company Limited	Limited Company	10 March 2004	3,413
Qinghai Telecom Company Limited	Limited Company	10 March 2004	965
Ningxia Telecom Company Limited	Limited Company	10 March 2004	795
Xinjiang Telecom Company Limited	Limited Company	11 March 2004	4,660

All of the above subsidiaries are incorporated in the PRC, are wholly-owned by the Company and are engaged in provision of telecommunications services.

6. INTERESTS IN ASSOCIATES

	The Group	
	2004	2003
	RMB millions	RMB millions
Share of net assets	**511**	513

For the year ended 31 December 2004

6. INTERESTS IN ASSOCIATES *(continued)*

The Group's interests in associates are accounted for under the equity method and are individually and in aggregate not material to the Group's financial conditions or results of operations for all periods presented. Details of the Group's principal associates are as follows:

Name of company	Attributable equity interest	Principal activities
Shenzhen Shekou Telecommunications Company Limited	50%	Provision of telecommunications services
Shanghai Information Investment Incorporation	24%	Provision of information technology consultancy services

The above associates are established in the PRC and are not traded on any stock exchange.

7. INVESTMENTS

	The Group 2004 RMB millions	The Group 2003 RMB millions
Unlisted equity investments	**200**	206

Unlisted equity investments mainly represent the Group's various interests in PRC private enterprises which are mainly engaged in the provision of information technology services and Internet contents. These investments are accounted for at cost, less provision for any impairment. The Group has no investments in marketable securities.

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8. DEFERRED TAX ASSETS AND LIABILITIES

Deferred tax assets and deferred tax liabilities are attributable to the items set out below:

The Group:

	Assets		Liabilities		Net balance	
	2004 RMB millions	2003 RMB millions	**2004 RMB millions**	2003 RMB millions	**2004 RMB millions**	2003 RMB millions
Current						
Provisions, primarily for receivables	**286**	198	**—**	—	**286**	198
Non-Current						
Property, plant and equipment	**516**	67	**(1,295)**	(579)	**(779)**	(512)
Deferred revenues and installation costs	**1,942**	1,788	**(1,007)**	(746)	**935**	1,042
Land use rights	**8,061**	8,470	**—**	—	**8,061**	8,470
Deferred tax assets/ (liabilities)	**10,805**	10,523	**(2,302)**	(1,325)	**8,503**	9,198

A valuation allowance on deferred tax assets is recorded if it is more likely than not that some portion or all of the deferred tax assets will not be realised through recovery of taxes previously paid and/or future taxable income. The allowance is subject to ongoing adjustments based on changes in circumstances that affect the Group's assessment of the realisability of the deferred tax assets. The Group has reviewed its deferred tax assets as at 31 December 2003 and 2004. Based on the level of historical taxable income and projections for future taxable income over the periods which the deferred tax assets are deductible, management believes that it is more likely than not the Group will realise the benefits of these temporary differences. Therefore, no valuation allowances were provided for the years ended 31 December 2003 and 2004 in respect of deferred tax assets arising from temporary differences.

For the year ended 31 December 2004

8. DEFERRED TAX ASSETS AND LIABILITIES *(continued)*

Movements in temporary differences are as follows:

	Note	Balance at 1 January 2003 RMB millions	Recognised in statement of income RMB millions	Recognised in shareholders' equity RMB millions	Balance at 31 December 2003 RMB millions
Current					
Provisions, primarily for receivables	(ii)	555	17	(374)	198
Non-current					
Property, plant and equipment	(ii)	(5,680)	4,042	1,126	(512)
Deferred revenues and installation costs	(ii)	1,261	383	(602)	1,042
Tax loss	(i)	—	1,234	(1,234)	—
Land use rights	(iii)	6,392	(131)	2,209	8,470
Net deferred tax assets		2,528	5,545 (Note 24)	1,125	9,198

	Note	**Balance at 1 January 2004 RMB millions**	**Recognised in statement of income RMB millions**	**Recognised in shareholders' equity RMB millions**	**Balance at 31 December 2004 RMB millions**
Current					
Provisions, primarily for receivables		**198**	**88**	**—**	**286**
Non-current					
Property, plant and equipment	(iv)	**(512)**	**111**	**(378)**	**(779)**
Deferred revenues and installation costs		**1,042**	**(107)**	**—**	**935**
Land use rights	(iii)	**8,470**	**(165)**	**(244)**	**8,061**
Net deferred tax assets		**9,198**	**(73) (Note 24)**	**(622)**	**8,503**

For the year ended 31 December 2004

8. DEFERRED TAX ASSETS AND LIABILITIES *(continued)*

Note:

(i) Represents net tax loss carry forward of the Second Acquired Group for the year ended 31 December 2003. As the tax loss was utilised by China Telecom in the same tax year, the utilisation of the deferred tax asset was reflected as a distribution to China Telecom in the statement of shareholders' equity.

(ii) As described in Note 3, in connection with the Restructuring and the Acquisitions, the property, plant and equipment of the Predecessor Operations, the First Acquired Group and the Second Acquired Group were revalued as at 31 December 2001, 2002 and 2003, respectively. The tax bases of these assets were adjusted to conform to the respective revalued amounts. In addition, in connection with the Restructuring and the Acquisitions, the tax bases of the assets and liabilities of the Predecessor Operations and the Acquired Groups that gave rise to the temporary differences were adjusted to conform to the related financial carrying amounts. As a result, the timing differences that gave rise to the net deferred tax liabilities relating to these items were eliminated. The reductions in net deferred tax liabilities of RMB4,887 million as at 31 December 2001, RMB20 million as at 31 December 2002 and RMB150 million as at 31 December 2003 were credited to shareholders' equity.

(iii) In connection with the Restructuring and the Acquisitions, the land use rights of the Predecessor Operations, the First Acquired Group and the Second Acquired Group, which as at 31 December 2001, 2002 and 2003 had a total carrying amounts of RMB2,638 million, RMB617 million and RMB1,251 million, respectively, were revalued as required by the relevant PRC rules and regulations. The revalued amounts of the Predecessor Operations' and the Acquired Groups' land use rights as at 31 December 2001, 2002 and 2003 were determined at RMB14,939 million, RMB7,913 million and RMB8,464 million, respectively. The tax bases of the land use rights were adjusted to conform to such revalued amounts. The land use rights were not revalued for financial reporting purposes and accordingly, deferred tax assets were created with carrying amounts of RMB4,059 million, RMB2,408 million and RMB2,209 million as at 31 December 2001, 2002 and 2003, respectively, with corresponding increases in shareholders' equity. Based upon the level of historical taxable income and projections of future taxable income, management believes that it is more likely than not the Group will realise the benefits of the deferred tax assets.

In 2004, certain subsidiaries of the Group with operations in the western region of the PRC obtained approval from tax authority to reduce the income tax rate from 33% to 15% for the period from 1 January 2004 to 31 December 2010. In addition, certain subsidiaries of the Group obtained approval from tax authority to reduce income tax rate from 33% to 15% with effect from 1 January 2004. Accordingly, the effect of the change in tax rate on the amount of the deferred tax asset expected to be realised during the relevant periods amounting to RMB244 million was charged to shareholders' equity.

(iv) As described in Note 3, in accordance with the Group's accounting policy, the property, plant and equipment of the Group were revalued as at 31 December 2004. The tax bases of these assets were not adjusted to conform to such revalued amounts and accordingly, a deferred tax asset and a deferred tax liability in the respective amount of RMB356 million and RMB378 million in respect of the revaluation deficit and surplus were recognised. The deferred tax asset was credited to the income statement while the deferred tax liability was charged to shareholders' equity.

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9. INVENTORIES

Inventories represent:

	The Group	
	2004	2003
	RMB millions	RMB millions
Materials and supplies	**1,907**	2,104
Goods for resale	**860**	1,149
	2,767	3,253

10. ACCOUNTS RECEIVABLE, NET

Accounts receivable, net, are analysed as follows:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Accounts receivable	**15,603**	14,769	**5**	—
Less: Allowance for doubtful accounts	**(1,682)**	(1,818)	**—**	—
	13,921	12,951	**5**	—

Amounts due from the provision of wireline telecommunications services to residential and business customers are due within 30 days from the date of billing. Customers who have accounts overdue by more than 90 days will have their services disconnected.

For the year ended 31 December 2004

10. ACCOUNTS RECEIVABLE, NET *(continued)*

The following table summarises the changes in the allowance for doubtful accounts:

	The Group	
	2004	2003
	RMB millions	RMB millions
At beginning of year	**1,818**	1,859
Provision for doubtful accounts	**1,121**	1,037
Accounts receivable written off	**(1,257)**	(1,078)
At end of year	**1,682**	1,818

Ageing analysis of accounts receivable from telephone and Internet subscribers is as follows:

	The Group	
	2004	2003
	RMB millions	RMB millions
Current, within 1 month	**10,258**	9,650
1 to 3 months	**1,270**	1,425
4 to 12 months	**1,083**	1,169
More than 12 months	**526**	611
	13,137	12,855
Less: Allowance for doubtful accounts	**(1,609)**	(1,780)
	11,528	11,075

The Company did not have accounts receivable balance from telephone and Internet subscribers.

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10. ACCOUNTS RECEIVABLE, NET *(continued)*

Ageing analysis of accounts receivable from other telecommunications operators and customers is as follows:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Current, within 1 month	**1,358**	1,147	**5**	—
1 to 3 months	**550**	355	**—**	—
4 to 12 months	**275**	285	**—**	—
More than 12 months	**283**	127	**—**	—
	2,466	1,914	**5**	—
Less: Allowance for doubtful accounts	**(73)**	(38)	**—**	—
	2,393	1,876	**5**	—

11. PREPAYMENTS AND OTHER CURRENT ASSETS

Prepayments and other current assets represent:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Amounts due from China Telecom Group	**640**	844	**4**	31
Amounts due from subsidiaries	**—**	—	**2,502**	1,737
Prepayments in connection with construction work and equipment purchases	**854**	609	**—**	—
Prepaid expenses and deposits	**607**	609	**—**	6
Other receivables	**963**	1,633	**13**	2
	3,064	3,695	**2,519**	1,776

For the year ended 31 December 2004

12. CASH AND CASH EQUIVALENTS

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Cash at bank and in hand	**10,512**	12,451	**882**	990
Time deposits with maturity within three months	**2,953**	270	**2,800**	200
	13,465	12,721	**3,682**	1,190

13. SHORT-TERM AND LONG-TERM DEBT

Short-term debt comprises:

	The Group	
	2004	2003
	RMB millions	RMB millions
Bank loans	**55,887**	56,243
Loans from China Telecom Group	**10,089**	—
Total short-term debt	**65,976**	56,243

Weighted average interest rate of the Group's short-term debt as at 31 December 2004 was 4.4% (2003: 4.6%). The loans from China Telecom Group bear interest at fixed rates ranging from 2.0% to 5.0% per annum, are unsecured and are repayable within one year.

For the year ended 31 December 2004

13. SHORT-TERM AND LONG-TERM DEBT *(continued)*

Long-term debt comprises:

	Interest rates and final maturity	The Group 2004 RMB millions	The Group 2003 RMB millions	The Company 2004 RMB millions	The Company 2003 RMB millions
Bank loans					
Renminbi denominated	Interest rates ranging from 2.9% to 6.6% per annum with maturities through 2015	**26,859**	38,339	—	—
US Dollars denominated	Interest rates ranging from 0.5% to 9.2% per annum with maturities through 2038	**2,883**	3,922	—	—
Japanese Yen denominated	Interest rates ranging from 0.6% to 3.5% per annum with maturities through 2040	**3,182**	4,180	—	—
Euro denominated	Interest rates ranging from 0.5% to 9.2% per annum with maturities through 2032	**1,053**	1,039	—	—
Other currencies		**70**	73	—	—
		34,047	47,553	—	—
Other loans					
Renminbi denominated		**11**	13	—	—
US Dollars denominated		—	23	—	—
Amount due to China Telecom					
In connection with the First Acquisition — Renminbi denominated (Note (i))		**35,000**	35,000	**35,000**	35,000
In connection with the Second Acquisition — Renminbi denominated (Note (ii))		**15,150**	—	**15,150**	—
Total long-term debt		**84,208**	82,589	**50,150**	35,000
Less: current portion		**(11,842)**	(13,957)	—	—
Non-current portion		**72,366**	68,632	**50,150**	35,000

Note:

(i) This represents the deferred consideration payable to China Telecom in respect of the First Acquisition (Note 1). The amount is unsecured, and for the first five years after the date of the First Acquisition, the Company pays interest on the outstanding balance at the rate of 5.184% per annum. Thereafter the interest rate is adjusted based on the prevailing market interest rate. This amount is repayable on 31 December 2013 and the Company may, from time to time, repay all or part of the amount at any time until 31 December 2013 without penalty.

For the year ended 31 December 2004

13. SHORT-TERM AND LONG-TERM DEBT *(continued)*

Long-term debt comprises: (continued)

(ii) This represents the remaining balance of the deferred consideration payable to China Telecom in respect of the Second Acquisition (Note 1). The amount is unsecured, and for the first five years after the date of the Second Acquisition, the Company pays interest on the outstanding balance at the rate of 5.184% per annum. Thereafter the interest rate is adjusted based on the prevailing market interest rate. This amount is repayable on 30 June 2014 and the Company may, from time to time, repay all or part of the amount at any time until 30 June 2014 without penalty.

As at 31 December 2004, no bank loans were secured. As at 31 December 2003, bank loans of RMB22 million were secured by certain of the Group's property, plant and equipment. The net book value of the property, plant and equipment pledged as security amounted to RMB27 million as at 31 December 2003.

The aggregate maturities of the Group's and the Company's long-term debt subsequent to 31 December 2004 are as follows:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Within 1 year	**11,842**	13,957	**—**	—
Between 1 to 2 years	**10,022**	15,458	**—**	—
Between 2 to 3 years	**8,343**	10,531	**—**	—
Between 3 to 4 years	**552**	2,864	**—**	—
Between 4 to 5 years	**268**	723	**—**	—
Thereafter	**53,181**	39,056	**50,150**	35,000
	84,208	82,589	**50,150**	35,000

The Group's short-term and long-term debts do not contain any financial covenants. As at 31 December 2004, the Group had available credit facilities of RMB27,855 million (2003: RMB30,965 million) which it can draw upon.

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14. ACCOUNTS PAYABLE

Accounts payable are analysed as follows:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Third parties	**26,591**	28,367	**17**	106
China Telecom Group	**7,067**	7,262	**—**	—
	33,658	35,629	**17**	106

Amounts due to China Telecom Group are repayable in accordance with normal commercial terms.

Ageing analysis of accounts payable is as follows:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Due within 1 month or on demand	**5,599**	6,658	**6**	106
Due after 1 month but within 3 months	**6,451**	5,661	**4**	—
Due after 3 months but within 6 months	**7,856**	8,099	**—**	—
Due after 6 months	**13,752**	15,211	**7**	—
	33,658	35,629	**17**	106

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15. ACCRUED EXPENSES AND OTHER PAYABLES

Accrued expenses and other payables represent:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Amounts due to China Telecom Group	**4,889**	5,165	**230**	319
Accrued expenses	**15,923**	17,150	**2,094**	656
Customer deposits and receipts in advance	**6,719**	3,689	**—**	—
	27,531	26,004	**2,324**	975

16. FINANCE LEASE OBLIGATIONS

Obligations under finance leases are analysed as follows:

	The Group	
	2004	2003
	RMB millions	RMB millions
Within 1 year	**163**	52
Between 1 to 2 years	**110**	46
Between 2 to 3 years	**51**	—
Total minimum lease payments	**324**	98
Less: finance charges related to future periods	**(11)**	(5)
Present value of minimum lease payments	**313**	93
Less: current portion	**(156)**	(50)
Non-current portion	**157**	43

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17. DEFERRED REVENUES

Deferred revenues represent the unearned portion of upfront connection fees and installation fees received from customers and the unused portion of calling cards. Connection fees and installation fees are amortised over the expected customer relationship period of 10 years. Beginning 1 July 2001, connection fees were no longer collected from new customers.

	The Group	
	2004	2003
	RMB millions	RMB millions
Balance at beginning of year	**46,601**	55,921
Additions for the year		
— installation fees	**2,135**	3,309
— calling cards	**4,392**	5,451
	6,527	8,760
Reduction for the year		
— amortisation of connection fees	**(8,458)**	(9,771)
— amortisation of installation fees	**(2,865)**	(2,643)
— usage of calling cards	**(5,034)**	(5,666)
Balance at end of year	**36,771**	46,601
Representing:		
— Current portion	**11,589**	13,857
— Non-current portion	**25,182**	32,744
	36,771	46,601

Included in other non-current assets are capitalised direct incremental costs associated with the installation of wireline services. As at 31 December 2004, the unamortised portion of these costs was RMB11,428 million (2003: RMB12,366 million).

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18. SHARE CAPITAL

	The Group and the Company	
	2004	2003
	RMB millions	RMB millions
Registered, issued and fully paid		
67,054,958,321 (2003: 67,586,776,503) ordinary domestic shares of RMB1.00 each	**67,055**	67,587
13,877,410,000 (2003: 8,027,410,000) overseas listed H shares of RMB1.00 each	**13,877**	8,027
	80,932	75,614

In May 2004, the Company issued and allotted 5,318,181,818 new H shares with a par value of RMB1.00 each, representing 4,466,693,018 H shares and 8,514,888 American Depositary Shares ("ADS", each representing 100 H shares), at prices of HK$2.30 per H share and US$29.49 per ADS, respectively, by way of a global offering to Hong Kong and overseas investors. As part of the global offering, 531,818,182 existing domestic shares of RMB1.00 each owned by China Telecom and the Other Domestic Shareholders were converted into H shares and sold to Hong Kong and overseas investors. The Company raised net proceeds of RMB12,702 million from issue of new H shares.

All ordinary domestic shares and H shares rank pari passu in all material respects.

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19. RESERVES

The Group and the Company	Capital reserve RMB millions	Share premium RMB millions	Revaluation reserve RMB millions	Surplus reserves RMB millions	Statutory common welfare fund RMB millions	Other reserves RMB millions	Retained earnings RMB millions	Total RMB millions
Balance as at 1 January 2003, as previously reported (Note 1)	20,955	3,362	4,904	8,121	1,624	31,064	7,204	77,234
Adjusted for the Second Acquisition	—	—	—	—	—	34,177	—	34,177
Balance as at 1 January 2003, as adjusted	20,955	3,362	4,904	8,121	1,624	65,241	7,204	111,411
Net profit	—	—	—	—	—	—	13,882	13,882
Contributions from China Telecom	—	—	—	—	—	—	4,309	4,309
Distributions to China Telecom	—	—	—	—	—	—	(1,234)	(1,234)
Assets distributed to China Telecom in connection with the Second Acquisition (Note 1)	—	—	—	—	—	—	(10,762)	(10,762)
Revaluation surplus (Note 3)	—	—	1,537	—	—	—	—	1,537
Recognition of deferred tax assets (Note 8)	—	—	—	—	—	2,209	—	2,209
Elimination of deferred tax liabilities (Note 8)	—	—	—	—	—	—	150	150
Transfer from retained earnings to other reserves	—	—	—	—	—	(11,812)	11,812	—
Consideration for the acquisition of the First Acquired Group (Note 1)	—	—	—	—	—	(45,649)	—	(45,649)
Transfer from other reserves to capital reserve	(14,388)	—	—	—	—	14,388	—	—
Appropriations (Notes (i) and (ii))	—	—	—	7,340	1,748	—	(9,088)	—
Dividends	—	—	—	—	—	—	(673)	(673)
Revaluation surplus realised	—	—	(17)	—	—	—	17	—
Deferred tax on land use rights realised	—	—	—	—	—	(131)	131	—
Balance as at 31 December 2003	6,567	3,362	6,424	15,461	3,372	24,246	15,748	75,180
Issue of shares, net of issuing expenses of RMB294 million	—	7,384	—	—	—	—	—	7,384
Net profit	—	—	—	—	—	—	28,023	28,023
Contributions from China Telecom	—	—	—	—	—	—	100	100
Transfer from retained earnings to other reserves	—	—	—	—	—	2,653	(2,653)	—
Consideration for the acquisition of the Second Acquired Group (Note 1)	—	—	—	—	—	(27,800)	—	(27,800)
Transfer from other reserves to capital reserve	(9,371)	—	—	—	—	9,371	—	—
Revaluation surplus (Note 3)	—	—	1,233	—	—	—	—	1,233
Deferred tax on revaluation surplus of property, plant and equipment (Note 8)	—	—	—	—	—	(378)	—	(378)
Appropriations (Notes (i) and (ii))	—	—	—	10,168	2,421	—	(12,589)	—
Dividends (Note 28)	—	—	—	—	—	—	(5,224)	(5,224)
Effect of change in tax rate (Note 8)	—	—	—	—	—	(244)	—	(244)
Revaluation surplus realised	—	—	(72)	—	—	—	72	—
Deferred tax on land use rights realised	—	—	—	—	—	(165)	165	—
Balance as at 31 December 2004	(2,804)	10,746	7,585	25,629	5,793	7,683	23,642	78,274

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19. RESERVES *(continued)*

Note:

(i) According to the Company's Articles of Association, the Company is required to transfer 10% of its net profit, as determined in accordance with the PRC accounting rules and regulations, to a statutory surplus reserve until such reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of any dividend to shareholders. For the year ended 31 December 2004, the Company transferred RMB2,421 million (2003: RMB1,748 million), being 10% of the year's net profit determined in accordance with PRC accounting rules and regulations, to this reserve.

According to the Company's Articles of Association, the Directors authorised, subject to shareholders' approval, for the year ended 31 December 2004, the transfer of RMB7,747 million (2003: RMB5,592 million), being 32% (2003: 32%) of the year's net profit determined in accordance with PRC accounting rules and regulations, to a discretionary surplus reserve.

The surplus reserves are non-distributable other than liquidation and can be used to make good of previous years' losses, if any, and may be utilised for business expansion or converted into share capital by issuing new shares to existing shareholders in proportion to their shareholdings or by increasing the par value of the shares currently held by them, provided that the remaining reserve balance after such issue is not less than 25% of the registered capital.

(ii) According to the Company's Articles of Association, the Company is required to transfer 5% to 10% of its net profit, as determined in accordance with the PRC accounting rules and regulations, to a statutory common welfare fund. This fund can only be utilised on capital items for the collective benefits of the Company's employees such as construction of dormitories, canteen and other staff welfare facilities. This fund is non-distributable other than on liquidation. The transfer to this fund must be made before distribution of any dividend to shareholders. For the year ended 31 December 2004, the Directors authorised, subject to shareholders' approval, the transfer of RMB2,421 million (2003: RMB1,748 million), being 10% (2003: 10%) of the year's net profit determined in accordance with the PRC accounting rules and regulations, to this fund.

(iii) According to the Company's Articles of Association, the amount of retained earnings available for distribution to shareholders of the Company is the lower of the amount determined in accordance with the PRC accounting rules and regulations and the amount determined in accordance with IFRS. At 31 December 2004, the amount of retained earnings available for distribution was RMB20,609 million (2003: RMB14,212 million), being the amount determined in accordance with the PRC accounting rules and regulations. Final dividend of approximately RMB5,576 million in respect of the financial year 2004 proposed after the balance sheet date has not been recognised as a liability at the balance sheet date (Note 28).

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20. OPERATING REVENUES

Operating revenues represent revenues from the provision of wireline telecommunications services. The components of the Group's operating revenues are as follows:

		The Group	
		2004	2003
	Note	**RMB millions**	RMB millions
Upfront connection fees	(i)	**8,458**	9,771
Upfront installation fees	(ii)	**2,865**	2,643
Monthly fees	(iii)	**29,827**	27,499
Local usage fees	(iv)	**47,646**	45,815
DLD	(iv)	**26,231**	25,460
ILD	(iv)	**3,788**	3,943
Internet	(v)	**14,109**	10,007
Managed data	(vi)	**3,015**	3,210
Interconnections	(vii)	**10,719**	8,365
Leased line	(viii)	**4,154**	5,103
Others	(ix)	**10,400**	9,737
		161,212	151,553

Note:

(i) Represent the amortised amount of the upfront fees received for initial activation of wireline services.

(ii) Represent the amortised amount of the upfront fees received for installation of wireline services.

(iii) Represent amounts charged to customers each month for their use of the Group's telephone services.

(iv) Represent usage fees charged to customers for the provision of telephone services.

(v) Represent amounts charged to customers for the provision of Internet access services.

(vi) Represent amounts charged to customers for the provision of managed data transmission services.

(vii) Represent amounts charged to domestic and foreign telecommunications operators for delivery of calls connecting to the Group's wireline telecommunications networks.

(viii) Represent lease income from other domestic telecommunications operators and business customers for the usage of the Group's wireline telecommunications networks and is measured by the number of lines leased and the agreed upon rate per line leased. The lease arrangements are primarily on a year to year basis.

(ix) Represent primarily revenues from provision of value-added telecommunications services to customers, sale and repairs and maintenance of customer-end equipment, and lease of telecommunications network facilities.

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21. OTHER OPERATING EXPENSES

Other operating expenses consist of:

		The Group	
		2004	2003
	Note	**RMB millions**	RMB millions
Interconnection charges	(i)	**4,095**	3,104
Donations		**17**	41
Others		**27**	31
		4,139	3,176

Note:

(i) Interconnection charges represent amounts incurred for the use of other domestic and foreign telecommunications operators' networks for facilitating the completion of calls that originate from the Group's wireline telecommunications networks.

22. TOTAL OPERATING EXPENSES

Total operating expenses for the year ended 31 December 2004 include personnel expenses of RMB23,233 million (2003: RMB20,812 million) and auditors' remuneration of RMB48 million (2003: RMB36 million).

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23. NET FINANCE COSTS

Net finance costs comprise:

	The Group	
	2004	2003
	RMB millions	RMB millions
Interest expense incurred	**6,834**	4,948
Less: Interest expense capitalised*	**(1,467)**	(1,608)
Net interest expense	**5,367**	3,340
Interest income	**(231)**	(331)
Foreign exchange losses	**207**	647
Foreign exchange gains	**(3)**	(50)
	5,340	3,606
* Interest expense was capitalised in construction in progress at the following rates per annum	**4.1% to 5.2%**	4.3% to 5.5%

24. TAXATION

Taxation in the consolidated statement of income comprises:

	The Group	
	2004	2003
	RMB millions	RMB millions
Provision for PRC income tax	**5,114**	6,014
Deferred taxation (Note 8)	**73**	(5,545)
	5,187	469

For the year ended 31 December 2004

24. TAXATION *(continued)*

A reconciliation of the expected tax with the actual tax expense is as follows:

		The Group	
		2004	2003
	Note	**RMB millions**	RMB millions
Profit before taxation and minority interests		**33,263**	14,407
Expected PRC income tax expense at statutory tax rate of 33%	(i)	**10,977**	4,754
Differential tax rate on subsidiaries' income	(i)	**(1,608)**	(314)
Non-deductible expenses	(ii)	**294**	515
Non-taxable income	(iii)	**(3,266)**	(3,659)
Tax credit for domestic equipment purchases		**(1,210)**	(827)
Income tax		**5,187**	469

Note:

(i) The provision for PRC current income tax is based on a statutory rate of 33% of the assessable income of the Group as determined in accordance with the relevant income tax rules and regulations of the PRC, except for certain subsidiaries of the Company which are taxed at a preferential rate of 15%.

(ii) Amounts represent personnel and other miscellaneous expenses in excess of statutory deductible limits for tax purpose.

(iii) Amounts primarily represent connection fees received from customers which are not subject to income tax.

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25. DIRECTORS' AND SUPERVISORS' REMUNERATION

The following table sets out the remuneration received or receivable by the Company's directors and supervisors during the periods presented:

	2004 RMB thousands	2003 RMB thousands
Fees	**524**	452
Salaries, allowances and benefits in kind	**7,994**	4,618
Retirement benefits	**515**	493
	9,033	5,563

Included in the directors' and supervisors' remuneration were fees of RMB524,000 (2003: RMB452,000) paid or payable to the independent non-executive directors and independent supervisors for the year ended 31 December 2004.

The number of directors and supervisors whose remuneration falls within the following band is set out below:

	2004 Number	2003 Number
HK$ equivalent		
Nil–1,000,000	**21**	17

None of the directors and supervisors received any fees, bonuses, inducements, or compensation for loss of office, or waived any emoluments during the periods presented.

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26. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five highest paid individuals of the Group during the periods presented, one is a director of the Company and his remuneration has been included in Note 25 above. The following table sets out the emoluments of the Group's remaining four highest paid employees who were not directors or supervisors of the Company during the periods presented:

	2004 RMB thousand	2003 RMB thousand
Salaries, allowances and benefits in kind	**2,777**	1,627
Retirement benefits	**223**	97
	3,000	1,724

The number of these employees whose emoluments fall within the following band is set out below:

	2004 Number	2003 Number
HK$ equivalent		
Nil–1,000,000	**4**	4

None of these employees received any inducements or compensation for loss of office, or waived any emoluments during the periods presented.

27. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders includes a profit of RMB28,023 million (2003: RMB13,882 million) which has been dealt with in the stand-alone financial statements of the Company.

For the year ended 31 December 2004

28. DIVIDENDS

Pursuant to a resolution passed at the Directors' meeting on 31 March 2005, a final dividend of equivalent to HK$0.065 per share totalling approximately RMB5,576 million for the year ended 31 December 2004 was proposed for shareholders' approval at the Annual General Meeting. The dividend has not been provided for in the consolidated financial statements for the year ended 31 December 2004.

Pursuant to the shareholders' approval at the Annual General Meeting held on 3 May 2004, a final dividend of RMB0.069083 per share totalling RMB5,224 million in respect of the year ended 31 December 2003 was declared and was paid on 20 May 2004.

29. BASIC EARNINGS PER SHARE

The calculation of basic earnings per share for the year ended 31 December 2004 is based on the net profit of RMB28,023 million and the weighted average number of shares in issue during the year of 78,839,968,917 shares. The weighted average number of shares in issue for the year ended 31 December 2004 reflects the issuance of 5,318,181,818 new H shares in May 2004 (Note 18). The calculation of basic earnings per share for the year ended 31 December 2003 is based on the net profit of RMB13,882 million and the weighted average number of shares in issue during the year of 75,614,186,503 shares.

The amount of diluted earnings per share is not presented as there were no dilutive potential ordinary shares in existence for all periods presented.

30. COMMITMENTS AND CONTINGENCIES

Operating lease commitments

The Group and the Company lease business premises through non-cancellable operating leases. These operating leases do not contain provisions for contingent lease rentals. None of the rental agreements contain escalation provisions that may require higher future rental payments nor impose restrictions on dividends, additional debt and/or further leasing.

For the year ended 31 December 2004

30. COMMITMENTS AND CONTINGENCIES *(continued)*

Operating lease commitments *(continued)*

As at 31 December 2004 and 2003, future minimum lease payments under non-cancellable operating leases having initial or remaining lease terms of more than one year were as follows:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Within 1 year	**369**	600	**—**	—
Between 1 to 2 years	**187**	221	**2**	—
Between 2 to 3 years	**137**	133	**1**	—
Between 3 to 4 years	**124**	126	**—**	—
Between 4 to 5 years	**127**	82	**—**	—
Thereafter	**341**	238	**—**	—
Total minimum lease payments	**1,285**	1,400	**3**	—

Total rental expense in respect of operating leases charged to the consolidated statement of income for the year ended 31 December 2004 was RMB1,271 million (2003: RMB1,262 million).

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30. COMMITMENTS AND CONTINGENCIES *(continued)*

Capital commitments

As at 31 December 2004 and 2003, the Group and the Company had capital commitments as follows:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
Authorised and contracted for				
Properties	**918**	2,184	**17**	—
Telecommunications network plant and equipment	**3,947**	7,028	**36**	—
	4,865	9,212	**53**	—
Authorised but not contracted for				
Properties	**1,699**	1,933	**287**	—
Telecommunications network plant and equipment	**9,168**	9,668	**15**	—
	10,867	11,601	**302**	—

Contingent liabilities

(a) The Company and the Group were advised by their PRC lawyers that, except for liabilities arising out of or relating to the businesses of the Predecessor Operations and the Acquired Groups transferred to the Company in connection with the Restructuring and the Acquisitions, no other liabilities were assumed by the Company or the Group, and the Company or the Group are not jointly and severally liable for other debts and obligations incurred by China Telecom Group prior to the Restructuring and the Acquisitions.

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30. COMMITMENTS AND CONTINGENCIES *(continued)*

Contingent liabilities *(continued)*

(b) As at 31 December 2004 and 2003, the undiscounted maximum amount of potential future payments under guarantees given to banks in respect of banking facilities granted to the parties below were as follows:

	The Group		The Company	
	2004	2003	**2004**	2003
	RMB millions	RMB millions	**RMB millions**	RMB millions
China Telecom Group and the Group's investees	**—**	42	**—**	—
Subsidiaries	**—**	—	**1,884**	1,492
	—	42	**1,884**	1,492

The Group monitors the conditions that are subject to the guarantees to identify whether it is probable that a loss has occurred, and recognises any such losses under guarantees when those losses can be estimated. At 31 December 2004 and 2003, it was not probable that the Group would be required to make payments under these guarantees. Thus no liability was accrued for losses related to the Group's obligations under these guarantee arrangements.

Legal contingencies

The Group is a defendant in certain lawsuits as well as the named party in other proceedings arising in the ordinary course of business. While the outcomes of such contingencies, lawsuits or other proceedings cannot be determined at present, management believes that any resulting liabilities will not have a material adverse effect on the financial position or operating results of the Group.

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31. CONCENTRATION OF RISKS

Credit and concentration risks

The carrying amounts of cash and cash equivalents, time deposits, accounts receivable and other receivables represent the Group's maximum exposure to credit risk in relation to financial assets. The majority of the Group's accounts receivable relate to provision of telecommunications services to residential and corporate customers operating in various industries. The Group performs ongoing credit evaluations of its customers' financial condition and generally does not require collateral on accounts receivable. The Group maintains an allowance for doubtful accounts and actual losses have been within management's expectations.

The Group has a diversified base of customers. No single customer contributed more than 10% of revenues for the periods presented.

The Group does not have concentrations of available sources of labour, services, franchises, licenses or other rights that could, if suddenly eliminated, severely impact its operations. The Group invests its cash with several large state-owned financial institutions in the PRC.

Business and economic risks

The Group conducts its principal operations in the PRC and accordingly is subject to special considerations and significant risks not typically associated with investments in equity securities of United States and Western European companies. These include risks associated with, among others, the political, economic, legal environment and social uncertainties in the PRC, influence of the Ministry of Information Industry over certain aspects of the Group's operations and competition in the telecommunications industry. In addition, the ability to negotiate and implement specific business development projects in a timely and favourable manner may be impacted by political considerations unrelated to or beyond the control of the Group. Although the PRC government has been pursuing economic reform policies for the past two decades, no assurance can be given that the PRC government will continue to pursue such policies or that such policies may not be significantly altered. There is also no guarantee that the PRC government's pursuit of economic reforms will be consistent or effective and as a result, changes in the rate or method of taxation, reduction in tariff protection and other import restrictions, and changes in State policies and regulations affecting the telecommunications industry may have a negative impact on the Group's operating results and financial condition.

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31. CONCENTRATION OF RISKS *(continued)*

Currency risk

Substantially all of the revenue-generating operations of the Group are transacted in RMB, which is not fully convertible into foreign currencies. On 1 January 1994, the PRC government abolished the dual rate system and introduced a single rate of exchange as quoted by the People's Bank of China. However, the unification of the exchange rate does not imply convertibility of RMB into United States dollars or other foreign currencies. All foreign exchange transactions must take place either through the People's Bank of China or other institutions authorised to buy and sell foreign exchange or at a swap center. Approval of foreign currency payments by the People's Bank of China or other institutions requires submitting a payment application form together with suppliers' invoices, shipping documents and signed contracts.

Interest rate risk

The interest rates and terms of repayment of the Group's debts are disclosed in Note 13.

32. RELATED PARTY TRANSACTIONS

Companies are considered to be related if one company has the ability, directly or indirectly, to control the other company or exercise significant influence over the other company in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

The Group conducts business with enterprises directly or indirectly owned or controlled by the PRC government ("state-owned enterprises"). Furthermore, the PRC government itself represents a significant customer of the Group both directly through its numerous authorities and indirectly through its numerous affiliates and other organisations. The Group considers that the provision of wireline telecommunications services to the PRC government authorities and affiliates and other state-owned enterprises are activities in the ordinary course of business in the PRC and has not disclosed such services as related party transactions.

The Group is part of a larger group of companies under China Telecom and has significant transactions and relationships with members of China Telecom. Because of these relationships, it is possible that the terms of these transactions are not the same as those that would result from transactions among wholly unrelated parties. Under IFRS, state-owned enterprises, other than China Telecom and its affiliates, are not disclosed as related parties. Related parties refer to enterprises over which China Telecom is able to exercise control or significant influence.

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32. RELATED PARTY TRANSACTIONS *(continued)*

The principal related party transactions with China Telecom Group, which were carried out in the ordinary course of business, are as follows:

	Note	**2004** **RMB millions**	2003 RMB millions
Purchases of telecommunications equipment and materials	(i)	**304**	573
Construction, engineering and information technology services	(ii)	**6,568**	7,999
Provision of community services	(iii)	**2,417**	2,563
Provision of ancillary services	(iv)	**2,490**	1,311
Provision of comprehensive services	(v)	**361**	—
Operating lease expenses	(vi)	**393**	353
Centralised service expenses	(vii)	**163**	369
Interconnection revenues	(vii)	**98**	253
Interconnection charges	(viii)	**201**	685
Interest on amounts due to and loans from China Telecom Group	(ix)	**2,426**	—

Note:

(i) Represent purchases of telecommunications equipment and materials from China Telecom Group.

(ii) Represent provision of network construction, engineering and information technology services to the Group by China Telecom Group.

(iii) Represent amounts paid and payable by the Group to China Telecom Group in respect of cultural, educational, hygiene and other community services.

(iv) Represent amounts paid and payable by the Group to China Telecom Group in respect of ancillary services such as repairs and maintenance of telecommunications equipment and facilities and certain customer services.

(v) Represent amounts paid and payable by the Group to China Telecom Group in respect of comprehensive services provided (see scope of comprehensive services defined below).

(vi) Represent amounts paid and payable to China Telecom Group for operating leases in respect of business premises and inter-provincial transmission optic fibres.

(vii) Represent net amount charged by China Telecom to the Group for costs associated with common corporate services and international telecommunications facilities.

(viii) Represent amounts charged from/to China Telecom for interconnection of domestic long distance telephone calls.

(ix) Represent interest paid and payable to China Telecom with respect to the deferred consideration payable to China Telecom in connection with the Acquisitions and interest with respect to loans from China Telecom Group (Note 13).

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32. RELATED PARTY TRANSACTIONS *(continued)*

In connection with the Second Acquisition, the Group and China Telecom Group entered into a number of agreements on 13 April 2004. The principal terms of these agreements are similar to those disclosed in Note 32 to the Group's 2003 consolidated financial statements, other than an increase in the maximum commission rate for domestic equipment procurement from 1.8% to 3.0% to reflect the latest market price.

In addition, the Company entered into a comprehensive services framework agreement with China Telecom on 13 April 2004 to govern the terms and conditions of transactions between the Group and entities within China Telecom Group which were not within the scope of the agreements entered into previously. Such transactions include procurement of telecommunications equipment, network design, software upgrade, system integration, manufacture of calling cards and other services. Pursuant to this agreement, China Telecom Group charges the Group for these services in accordance with the following terms:

- government prescribed price;
- where there is no government prescribed price but where there is a government guided price, the government guided price will apply;
- where there is neither a government prescribed price nor a government guided price, the market price will apply;
- where none of the above is available, the price is to be agreed between the relevant parties, which shall be based on the cost incurred in providing the services plus a reasonable profit margin.

The directors of the Company are of the opinion that the above transactions with related parties were conducted in the ordinary course of business and on normal commercial terms or in accordance with the agreements governing such transactions, and this has been confirmed by the independent non-executive directors.

33. EMPLOYEE BENEFITS PLAN

As stipulated by the regulations of the PRC, the Group participates in various defined contribution retirement plans organised by municipal and provincial governments for its employees. The Group is required to make contributions to the retirement plans at rates ranging from 18% to 20% of the salaries, bonuses and certain allowances of the employees. A member of the plan is entitled to a pension equal to a fixed proportion of the salary prevailing at the member's retirement date. The Group has no other material obligation for the payment of pension benefits associated with these plans beyond the annual contributions described above. The Group's contributions for the year ended 31 December 2004 were RMB2,031 million (2003: RMB1,996 million).

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34. STOCK APPRECIATION RIGHTS

The Company implemented a plan of stock appreciation rights for members of its senior management in order to provide further incentives to these employees. Under this plan, stock appreciation rights were granted in units with each unit representing one H share. No shares will be issued under the stock appreciation rights plan.

Under the plan, all stock appreciation rights will have an exercise period of six years. A recipient of stock appreciation rights may not exercise the rights in the first 18 months after the date of grant. As at each of the third, fourth, fifth and sixth anniversary of the date of grant, the total number of stock appreciation rights exercisable may not in aggregate exceed 25%, 50%, 75% and 100%, respectively, of the total stock appreciation rights granted to such person.

In March 2003, the Company's compensation committee approved the plan for stock appreciation rights pursuant to which the Company granted 276 million stock appreciation right units to eligible employees during 2003.

The exercise price of stock appreciation rights granted in 2003 is the initial public offering price of the Company's H shares. Upon exercise of the stock appreciation rights, a recipient will receive, subject to any applicable withholding tax, a cash payment in RMB, translated from the Hong Kong dollar amount equal to the product of the number of stock appreciation rights exercised and the difference between the exercise price and market price of the Company's H shares at the date of exercise based on the applicable exchange rate between RMB and Hong Kong dollar at the date of the exercise.

During the year ended 31 December 2004, 70 million stock appreciation right units were exercised. No stock appreciation right units were exercised in the year ended 31 December 2003.

The Company recognises compensation expense of the stock appreciation rights over the applicable vesting period. For the year ended 31 December 2004, compensation expense recognised was RMB70 million (2003: RMB97 million).

35. FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial assets of the Group include cash and cash equivalents, time deposits, investments, accounts receivable, amounts due from China Telecom Group, advances and other receivables. Financial liabilities of the Group include debts, accounts payable, amounts due to China Telecom Group, accrued expenses and other payables. The Group does not hold nor issue financial instruments for trading purposes.

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35. FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

The disclosures of the fair value estimates, methods and assumptions set forth below for the Group's financial instruments are made to comply with the requirements of IAS 32 and IAS 39, and should be read in conjunction with the Group's consolidated financial statements and related notes. The estimated fair value amounts have been determined by the Group using market information and valuation methodologies considered appropriate. However, considerable judgment is required to interpret market data to develop the estimates of fair values. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Group could realise in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The following summarises the major methods and assumptions used in estimating the fair values of the Group's financial instruments.

Long-term debt: The fair values of long-term indebtedness are estimated by discounting future cash flows using current market interest rates offered to the Group for debt with substantially the same characteristics and maturities. As at 31 December 2004 and 2003, the carrying amounts and fair values of the Group's long-term debt were as follows:

	2004		2003	
	Carrying amount RMB millions	**Fair value RMB millions**	Carrying amount RMB millions	Fair value RMB millions
Long-term debt	**84,208**	**82,850**	82,589	83,070

The Group's long term investments are unlisted equity interests and there are no quoted market prices for such interests in the PRC. Accordingly, a reasonable estimate of their fair values could not be made without incurring excessive costs.

The fair values of all other financial instruments approximate their carrying amounts due to the short-term maturity of these instruments.

36. ULTIMATE HOLDING COMPANY

The directors consider the ultimate holding company of the Group at 31 December 2004 to be China Telecommunications Corporation, a state-owned enterprise established in the PRC.