

CHINA TELECOM CORP LTD  
Form 6-K  
June 02, 2008

1934 Act Registration No. 1-31517

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **FORM 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the Month of June 2008**

## **China Telecom Corporation Limited**

**(Translation of registrant's name into English)**

**31 Jinrong Street, Xicheng District**

**Beijing, China 100032**

**(Address of principal executive offices)**

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(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): )

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): )

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

(If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .)

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO.333-113181) OF CHINA TELECOM CORPORATION LIMITED AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

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**EXHIBITS**

<b>Exhibit Number</b>		<b>Page Number</b>
1.1	Announcement of Poll Results of the 2007 Annual General Meeting and Payment of the Final Dividend, dated May 30, 2008.	A-1
1.2	Announcement of Poll Results of Extraordinary General Meeting, dated May 30, 2008.	B-1

**FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Form 6-K may be viewed as forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of China Telecom Corporation Limited (the Company) to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. The forward-looking statements include, without limitation, the continued growth of the telecommunications industry in China; the development of the regulatory environment; and the Company's ability to successfully execute its business strategies.

Such forward-looking statements reflect the current views of the Company with respect to future events. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors, including, without limitation, any changes in the regulatory regime and significant policies for the telecommunications industry in China, including changes in the structure or functions of the primary industry regulator, Ministry of Industry and Information, or the MII (which has assumed the regulatory functions of the former Ministry of Information Industry), or any in the regulatory policies of the MII and other relevant government authorities in China; any decisions by the Chinese government in relation to the technology standards and licenses of third generation mobile telecommunication; the results of the ongoing restructuring of the telecommunications industry in China; any changes in the effects of competition on the demand and price of the Company's telecommunications services; any changes in telecommunications and related technology and applications based on such technology; and changes in political, economic, legal and social conditions in China, including the Chinese government's policies with respect to economic growth, foreign exchange, foreign investment and entry by foreign companies into China's telecommunications market. Please also see the Risk Factors section of the Company's latest Annual Report on Form 20-F, as filed with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHINA TELECOM CORPORATION LIMITED

Date: June 2, 2008

By: /s/ Wang Xiaochu  
Name: Wang Xiaochu  
Title: Chairman and CEO

## China Telecom Corporation Limited

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 0728)**

### ANNUAL GENERAL MEETING HELD ON 30 MAY 2008

### POLL RESULTS AND PAYMENT OF THE FINAL DIVIDEND

The Board of the Company is pleased to announce that all the proposed resolutions were duly passed by shareholders by way of poll at the AGM of the Company held on 30 May 2008.

The Company's shareholders approved the profit distribution proposal and declaration of a final dividend of RMB0.075747 per share (equivalent to HK\$0.085 per share) (inclusive of applicable tax) for the year ended 31 December 2007. The final dividend will be paid on or about 16 June 2008.

#### Results of the AGM

The board of directors (the Board) of China Telecom Corporation Limited (the Company) is pleased to announce that the 2007 Annual General Meeting of the Company was held on Friday, 30 May 2008 (the AGM) at JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The number of issued shares of the Company as at the date of the AGM was 80,932,368,321, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. The AGM was held in compliance with the requirements of the Company Law of the People's Republic of China and the provisions of the articles of association of the Company.

The poll results in respect of the proposed resolutions at the AGM were as follows:

Ordinary Resolutions	No. of votes (%)	
	For	Against
1. To consider and approve the consolidated financial statements of the Company, the report of the Board of Directors, the report of the Supervisory Committee and the report of the international auditor for the year ended 31 December 2007, and authorise the Board of Directors (the Board) to prepare the budget of the Company for year 2008.	70,918,804,420 (99.9999%)	61,400 (0.0001%)

As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

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2.	To consider and approve the profit distribution proposal and the declaration and payment of a final dividend for the year ended 31 December 2007.	71,400,050,920 (99.9999%)	76,000 (0.0001%)
As more than $\frac{1}{2}$ of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.	To consider and approve the reappointment of KPMG and KPMG Huazhen as the international auditor and domestic auditor of the Company respectively for the year ending 31 December 2008, and authorise the Board to fix the remuneration of the auditors.	71,399,696,520 (99.9995%)	360,400 (0.0005%)
As more than $\frac{1}{2}$ of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

		No. of votes (%)	
		For	Against
<b>Special Resolutions</b>			
4.	(1) Special resolution No. 4(1) of the Notice of AGM	69,385,015,411	1,945,749,598
(To consider and approve the issue of debenture by the Company.)		(97.2722%)	(2.7278%)
As more than $\frac{2}{3}$ of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
	(2) Special resolution No. 4(2) of the Notice of AGM	69,384,881,111	1,946,053,898
(To authorise the Board to issue debenture and determine the specific terms, conditions and other matters of the debenture.)		(97.2718%)	(2.7282%)
As more than $\frac{2}{3}$ of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
5.	Special resolution No. 5 of the Notice of AGM	69,251,343,311	2,148,577,809
(To grant a general mandate to the Board to issue, allot and deal with the additional shares in the Company not exceeding 20% of each of the existing domestic Shares and H Shares (as the case may be) in issue.)		(96.9908%)	(3.0092%)
As more than $\frac{2}{3}$ of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
6.	Special resolution No. 6 of the Notice of AGM	69,418,375,211	1,981,573,309
(To authorise the Board to increase the registered capital of the Company and to amend the articles of association of the Company to reflect such increase in the registered capital of the Company under the general mandate.)		(97.2247%)	(2.7753%)
As more than $\frac{2}{3}$ of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

Computershare Hong Kong Investor Services Limited, registrar of Company's H share, acted as scrutineer for the vote-taking at the AGM.

**PAYMENT OF THE FINAL DIVIDEND**

The Board wishes to inform shareholders that details of the payment of the final dividend are as follows:

The Company will pay a final dividend of RMB0.075747 per share (equivalent to HK\$0.085 per share) (inclusive of applicable tax) for the year ended 31 December 2007. The payment shall be made to shareholders whose names appeared on the register of members of the Company on 30 May 2008. According to the articles of association of the Company, dividends will be denominated and declared in Renminbi. Dividends on domestic shares will be paid in Renminbi and dividends on H shares will be paid in Hong Kong dollars. The relevant exchange rate will be the mean of the average rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of declaration of dividends by the AGM (RMB0.891141 equivalent to HK\$1.00).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the Receiving Agent) and will pay to such Receiving Agent the final dividend declared for payment to holders of H shares. The final dividend will be paid by the Receiving Agent on or about 16 June 2008. Relevant cheques will be dispatched on the same day to holders of H shares entitled to receive such dividend by ordinary post and at their own risk.

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, Madam Wu Andi as the executive vice president and chief financial officer, Mr. Zhang Jiping, Mr. Zhang Chenshuang, Mr. Li Ping, Mr. Yang Jie, Mr. Sun Kangmin as the executive vice presidents, Mr. Li Jinming as the non-executive director, and Mr. Zhang Youcai, Mr. Lo Hong Sui, Vincent, Mr. Shi Wanpeng, Mr. Xu Erming and Mr. Tse Hau Yin, Aloysius as the independent non-executive directors.

By Order of the Board

**China Telecom Corporation Limited**

**Yung Shun Loy, Jacky**

*Company Secretary*

Hong Kong, 30 May 2008

**China Telecom Corporation Limited**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 0728)**

**EXTRAORDINARY GENERAL MEETING HELD ON 30 MAY 2008**

**POLL RESULTS**

The Board of the Company is pleased to announce that all the proposed resolutions were duly passed by shareholders by way of poll at the EGM of the Company held on 30 May 2008.

Reference is made to the circular (the Circular) and the notice of the extraordinary general meeting of China Telecom Corporation Limited (the Company) dated 14 April 2008. Unless otherwise specified in this announcement, terms used herein shall have the same meanings as defined in the Circular and the notice of the extraordinary general meeting.

**Results of the EGM**

The board of directors (the Board) of the Company is pleased to announce that all the proposed resolutions were duly passed by shareholders by way of poll at the extraordinary general meeting of the Company held on Friday, 30 May 2008 (the EGM) at JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong.

As of the date of the EGM, the total number of issued shares of the Company was 80,932,368,321. As explained in the Circular, China Telecommunications Corporation, the controlling shareholder of the Company holding an aggregate of 57,377,053,317 shares, representing approximately 70.89% of the total number of issued shares of the Company, was required to abstain from voting on the ordinary resolution numbered 1 in respect of the Acquisition of Beijing Telecom. There were no restrictions on any other shareholders casting votes on any of the proposed resolutions at the EGM. Accordingly, the total number of shares entitling the holders to attend and vote for or against the ordinary resolution numbered 1 at the EGM was 23,555,315,004, representing approximately 29.11% of the total number of issued shares of the Company, while the total number of shares entitling the holders to attend and vote for or against the special resolutions numbered 2 and 3 was 80,932,368,321, representing all the issued shares of the Company. The EGM was held in compliance with the requirements of the Company Law of the People's Republic of China and the provisions of the articles of association of the Company. China Telecommunications Corporation had abstained from voting on the proposed ordinary resolution numbered 1 at the EGM.



The poll results in respect of the proposed resolutions at the EGM were as follows:

<b>Ordinary Resolution</b>	<b>No. of votes (%)</b>	
	<b>For</b>	<b>Against</b>
1. Ordinary resolution numbered 1 of the Notice of EGM (to approve the Acquisition of Beijing Telecom.)	14,032,509,513	192,400
	(99.9986%)	(0.0014%)

As more than  $\frac{1}{2}$  of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.

<b>Special Resolutions</b>	<b>No. of votes (%)</b>	
	<b>For</b>	<b>Against</b>
2. Special resolution numbered 2 of the Notice of EGM	71,409,542,830	208,400
(to approve the amendment to the articles of association of the Company.)	(99.9997%)	(0.0003%)

As more than  $\frac{2}{3}$  of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

3. Special resolution numbered 3 of the Notice of EGM	71,409,662,830	192,400
(to approve the merger of the Company with Beijing Telecom by way of absorption.)	(99.9997%)	(0.0003%)

As more than  $\frac{2}{3}$  of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

Computershare Hong Kong Investor Services Limited, registrar of Company's H share, acted as scrutineer for the vote-taking at the EGM.

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, Madam Wu Andi as the executive vice president and chief financial officer, Mr. Zhang Jiping, Mr. Zhang Chenshuang, Mr. Li Ping, Mr. Yang Jie, Mr. Sun Kangmin as the executive vice presidents, Mr. Li Jinming as the non-executive director, and Mr. Zhang Youcai, Mr. Lo Hong Sui, Vincent, Mr. Shi Wanpeng, Mr. Xu Erming and Mr. Tse Hau Yin, Aloysius as the independent non-executive directors.

By Order of the Board

**China Telecom Corporation Limited**

**Yung Shun Loy, Jacky**

*Company Secretary*

Hong Kong, 30 May 2008