

CHINA TELECOM CORP LTD
Form 6-K
May 26, 2005
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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 May 2005

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 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TELECOM CORPORATION LIMITED AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.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

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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: May 25, 2005

By: /s/ Wang Xiaochu

Name: Wang Xiaochu
Title: Chairman and CEO

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Exhibit 1.1

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

(Stock Code: 0728)

**Announcement of the Resolutions Passed at the
2004 Annual General Meeting and Payment of the Final Dividend**

The Board of the Company hereby announces the results of the resolutions put forward and passed at the Annual General Meeting held on 25 May 2005.

The Company's shareholders approved the profit distribution proposal and declaration of a final dividend of RMB0.069139 per share (equivalent to HK\$0.065 per share) (inclusive of applicable tax) for the year ended 31 December 2004. The final dividend will be paid on or about 23 June 2005.

The 2004 Annual General Meeting

The board of directors (the Board) of China Telecom Corporation Limited (the Company) is pleased to announce that the Annual General Meeting for the year 2004 (the AGM) of the Company was held on Wednesday, 25 May 2005 at Conrad 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 shares, 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 shareholder casting votes on any of the proposed resolutions at the AGM. Shareholders and authorized proxies holding an aggregate 80,897,737,220 shares, representing 99.9572% of the total voting shares of the Company were present at the AGM. The holding of the AGM was 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 AGM was chaired by Mr. Wang Xiaochu, chairman and chief executive officer of the Company.

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

Ordinary Resolutions	Total no. of votes	
	For	Against
1. To consider and approve the consolidated financial statements of the Company, the report of the Board, the report of the Supervisory Committee and the report of the international auditors for the year ended 31 December 2004. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	73,027,786,787 (99.9994)%	420,700 (0.0006)%
2. To consider and approve the profit distribution proposal and declaration of a final dividend for the year ended 31 December 2004. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	73,147,341,387 (99.9685)%	23,072,100 (0.0315)%
3. To consider and approve the reappointment of KPMG as the Company's international auditors and KPMG Huazhen as the Company's domestic auditors for the year ending 31 December 2005 and the authorisation to the Board to fix the remuneration thereof. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	73,132,538,487 (99.9538)%	33,774,000 (0.0462)%
Special Resolutions	Total no. of votes	
	For	Against
4. To consider and approve the Charter for Supervisory Committee of China Telecom Corporation Limited. As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.	72,663,961,287 (99.9923)%	5,623,200 (0.0077)%
5. To grant a general mandate to the Board to issue, allot and deal with 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. As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.	68,802,058,078 (94.0598)%	4,345,057,409 (5.9402)%
6. To authorise the Board to increase the registered capital and amend the articles of association of the Company to reflect such increase in the registered capital of the Company under the general mandate. As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.	69,142,547,209 (94.5025)%	4,022,211,278 (5.4975)%

Computershare Hong Kong Investor Services Limited was the 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 RMB0.069139 per share (equivalent to HK\$0.065 per share) (inclusive of applicable tax) for the year ended 31 December 2004. The payment shall be made to shareholders whose names appeared on the register of members of the Company on 25 May 2005. According to the Articles of Association of the Company, dividends will be denominated and declared in RMB. 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 (RMB1.06368 equivalent to HK\$1.00).

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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 23 June 2005. 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, Ms. Wu Andi as the executive vice president and chief financial officer, Mr. Zhang Jiping as the executive vice president, Ms. Huang Wenlin as the executive vice president, Mr. Li Ping as the executive vice president and joint company secretary, Mr. Wei Leping as the executive vice president, Mr. Yang Jie as the executive vice president, Mr. Sun Kangmin as the executive vice president, Mr. Cheng Xiyuan and Mr. Feng Xiong as the executive directors, Mr. Li Jinming as the non-executive director, and Mr. Zhang Youcai, Mr. Vincent Lo Hong Sui and Mr. Shi Wanpeng as the independent non-executive directors.

By Order of the Board

China Telecom Corporation Limited

Li Ping Yung Shun Loy, Jacky

Joint Company Secretaries

Hong Kong, 25 May 2005